Bindura University of Science Education

TITLE	COUNCIL CHARTER
POLICY NUMBER	HRP 20/2025
RECOMMENDED BY	EXECUTIVE MANAGEMENT TEAM - 05/12/2024 SENATE - 13/12/2024
APPROVED BY	COUNCIL - 17/12/2024

"Shaping and Creating the Future: Building Zimbabwe"

1. Introduction

1.1 Preamble and Purpose of the Charter of the Council

The Bindura University of Science Education, which was established by section 3 of the Bindura University of Science Education Act [Chapter 25:22], is a wholly owned state institution which is a body corporate with perpetual succession. The University is capable of suing and being sued in its corporate name. Subject to the Act and any general directions as to any policy given by the Minister of Higher and Tertiary Education, Innovation, Science and Technology Development (hereinafter referred to as the Minister), the Government and the execution authority of the University shall be vested in the University Council.

1.2. Authority

.1 Council is the governing body of the University and is responsible for its strategic direction, general oversight and performance of the entire institution for the attainment of its objectives.

.2 The Council's powers, mandate, authority, duties and responsibilities as the University governing body are derived from the Bindura University of Science Education Act [Chapter 25:25].

.3 Compliance

.3.1. The Council shall at all the times comply with the requirements which establish the legal and regulatory basis for the governing and managing the University. These include:-

a) Bindura University of Science Education Act [*Chapter 25:22*];

b) Labour Act [*Chapter 28:01*];

c) Public Entities Corporate Governance Act [*Chapter 10:31*] and

d) Statutes and by-laws made in pursuit of the above Acts.

1.3 The Council is committed to ensuring that the highest standards of governance are maintained at all times. The Charter outlines the legislative framework under which the Council operates and the processes the Council has developed to help discharge its responsibilities.

1.4 **Responsibilities of the Council**

Subject to the Bindura University of Science Education Act and the Statutes, the Council shall:-

(a) With the approval of the Minister of Higher and Tertiary Education, Innovation, Science and Technology Development, Honourable Minister Dr. Ambassador. F.M. Shava appoints the Vice-Chancellor, Pro-Vice-Chancellors, Bursar, Librarian and the Registrar. Provided that the Council may delegate its duties under this paragraph to such committee as may be prescribed in the Statutes.

(c) On the recommendation of the Senate, institute professorships and other academic offices, and abolish or hold in abeyance any such offices;

(d) Receive and, if the Council considers it proper to do so, give effect to reports and recommendations from the Senate on those matters upon which Senate is authorised or required by this Act or the Statutes to make reports and recommendations;

(e) Cause to be prepared annually a statement of the income and expenditure of the University during the previous financial year, and of the assets and liabilities of the University on the last day of such year;

(f) Submit statements of income and expenditure referred to in paragraph (*e*) to audit by an auditor appointed by the Council, and publish such statements and the auditor' s reports thereon;

(g) Cause to be prepared annually estimates of income and expenditure for the following financial year;

(h) Cause to be prepared and made available to the public a report on the activities of the University during each year;

(i) Prepare and refer to the Senate any proposed amendment, repeal or replacement of the Statutes.

1.5 Council Powers

Without limitation on any other powers conferred on the Council by this Act, the Council shall have the following powers:

(a) To receive recommendations from the Senate for conferment, withdrawal or restoration of degrees, including honorary degrees, and diplomas, certificates and other awards and distinctions of the University and, if approved, to submit them to the Chancellor;

(b) To amend, repeal or replace the Statutes;

(c) To administer the property of the University and control its affairs and functions;

(d) To delegate its functions to the Executive Committee or any other committee or officer of the University, provided that the delegation of any such function shall not prevent the Council from exercising that function and

(e) To do such other acts as it considers to be necessary for the proper administration of the University and the achievement of its objects.

1.6 Chairperson's Role

(a) The Chairperson is appointed by the Chancellor for a term of three years on terms and conditions fixed by the Chancellor and is eligible for re-appointment.

(b) The Chairperson's role includes the following responsibilities:-

- To act as the Chair of all Council Meetings and ensure that the time devoted to the meetings is used productively;
- Responsible for ensuring the effective operations of the Council and in accordance with good contemporary governance practices;
- To ensure that there is an annual schedule of topics that require attention of the Council, including, the University's strategy and performance, budget, capital infrastructure plan, financial statements, reports on risk management and work health and safety;
- To ensure that there is evaluation of Council and committee performance;
- To Chair the Executive Committee of Council;
- To Chair the appointment committees for the appointment of the Vice-Chancellor, Pro-Vice-Chancellor, Registrar, Librarian and Bursar;
- To work closely with the Vice-Chancellor to achieve the objectives of the University;
- To work with the Vice-Chancellor to build and develop local and international relationships;
- To be responsible for ensuring an effective and supportive relationship between the Council, the Vice-Chancellor and the senior executive management of the University;

- To ensure that Council performance is reviewed at least every second year;
- To represent the University regularly at functions and events and in the wider community, and to be responsible for various ceremonial functions, including graduation ceremonies.

1.7 The chairperson of the Council should:-

.1 not be a member of the audit committee or its chairperson;

.2 not chair the risk or the remuneration committee but may be a member of it;

.3 be a member of and may chair the nomination committee;

.4 provide leadership to the Council but without adversely affecting the collective responsibility of the Council and the individual duties of its members;

.5 set the ethical tone of the Council;

.6 identify and participate in the selection of Council members with the assistance of a nomination committee and oversee the formal succession plan of council members, Vice-Chancellor and other senior management officers;

.7 formulate together with the Vice-Chancellor and the Registrar, the annual plan of the Council on the basis of agreed objectives and play an active part in setting the agenda of Council meetings so as to have a clear understanding of the objectives of the meetings;

.8 encourage collegiality among Council members but without inhibiting candid debate and creative tension in Council meetings;

.9 Effectively manage conflicts of interest of council members in ways which ensure that councillors concerned recuse themselves from participating in discussions and decisions in which they are conflicted unless they are required to provide specific input during any such discussions;

.10 Ensure that the information in the Council pack is couched in simple and understandable language;

.11 Act as the link between the Council and management, and particularly between the Council and the Vice-Chancellor;

.12 Carry on friendly relations with councillors and management while at the same time maintaining an arm's length relationship with them;

.13 Ensure that complete, timely, relevant, accurate, honest and accessible information is placed before the Council to enable the Council to make informed decisions;

.14 Monitor how the members of the Council work together and how individual councillors perform and interact at meetings;

.15 Know the strengths and weaknesses of each councilor and take appropriate measures to address any weaknesses without losing sight of human frailties;

.16 Develop the skills and enhance the confidence of councillors by encouraging them to speak and actively contribute at Council meetings;

.17 Build and maintain the trust and confidence of stakeholders in the University;

.18 Uphold rigorous procedures in preparing for meetings by studying and discussing with the Vice-Chancellor the information packs distributed to participants and providing appropriate input.

.19 To further refer to Section 120 of the Schedule of the Public Entities Corporate Governance Act where more responsibilities of the Chairperson are provided.

1.8 Vice-Chancellor's Role

.1 The Vice-Chancellor is an *ex-officio* member of the Council and the principal academic and chief executive officer of the University, responsible to the Council for the academic standards and management of the University.

.2 The collective responsibility of management vests in the Vice-Chancellor who bears the ultimate responsibility for all decisions and management functions.

.3 The Vice-Chancellor, by powers delegated to him or her, advises Council on, and exercises the general management over the affairs of the University.

1.8 The Vice-Chancellor's role includes the key responsibilities to:-

.1 Work with Council to develop, implement and update the Vision, Mission and Strategic Plan for the University so that the University can deliver on its objectives;

.2 Assist Council to provide a clear strategic direction for the University and in building a productive and ethical work culture that can readily adapt to rapid economic, social and political change;

.3 Lead and drive a robust change agenda, whilst efficiently managing the multi-dimensional operations of the University and ensuring quality outcomes;

.4 Apply a highly engaged, broad and strategic understanding of the nature and context of the challenges for the higher education sector and to respond to key issues in Higher Education policy and funding, both nationally and globally;

.5 Encourage, promote and facilitate the very best academic and organisational performance across the whole University and strengthen the reputation and visibility of the University through the pursuit of quality and high standards;

.6 Secure and continue the growth of the University's financial base, ensuring the University acquires the necessary public and private resources to underpin the successful achievement of the University's goals and objectives;

.7 Take principal role in the University's fundraising and development of strategic partnerships as well as strengthening and expanding ties and involvement with alumni throughout the world;

.8 Ensure the University's approach to learning and teaching and all aspects of the broader experience of students are relevant and of consistently high quality across all of its locations in Zimbabwe and beyond, and in the University's virtual and physical presences;

.9 Build a strong and united senior executive team and management culture that fosters both internal and external innovation and collaboration;

.10 Maintain the position of educational innovation, discovery, and progress through a continued commitment to incorporating technology and entrepreneurial thinking into teaching, learning, and research;

.11 Expand the external profile and focus of the University, nationally, regionally and internationally;

.12 Provide leadership to best position the University with government, industry and the community, and to respond to strategic opportunities and effectively influence decisions that impact upon the University;

.13 embed modern and fit-for-purpose governance and structures to ensure Council and the University fulfil their compliance, oversight and reporting obligations;

.14 Ensure the promotion and provision of a safe working environment for students, staff and visitors with attention to the requirements of the Work Health and Safety, and all Zimbabwe legislation;

.15 The Vice-Chancellor or members of senior management must not chair the boards of subsidiary entities but may be non-executive members thereof.

a) The Vice-Chancellor and the senior managers should ensure that:-

- The day-to-day business of the University is properly managed within the approved framework of delegated authority, university strategies, policies, budgets and that business plans are timeously developed and presented to the Council for consideration and approval and Council decisions are effectively implemented;
- The University has a corporate culture that promotes sustainable ethical practices, encourages individual integrity and fulfils the social responsibility objectives and imperatives of the institution;
- The University complies with all relevant law;
- The University applies all recommended best practice standards, failing which they must explain the failure to the Council and stakeholders of the University.

1.9 The Vice-Chancellor should:-

.1 Serve as the chief presentative of the University and its business;

.2 Recommend or appoint the executive team and ensure proper succession planning;

.3 Develop and recommend to the Council yearly plans business plans and budgets that support the University's long term strategies;

.4 Monitor and report to the Council on the performance of the University and its conformance with compliance imperatives;

.5 Establish an organizational structure appropriate to the achievement of the University's strategies;

.6 Set the tone, provide ethical leadership and create a good ethical environment for management and the general workforce.

1.10 The Vice-Chancellor may delegate any of his or her powers, duties or responsibilities to:-

- Any member of the senior executive as approved by Council from time to time;
- Such other officers and in respect of such matters as the Council may authorize.

1.11 **Role of Board Members**

.1 Each Council member has an overarching duty to act reasonably to ensure that the Council carries out its functions and exercises its powers appropriately, effectively and efficiently;

.2 When acting in their capacity as a Council member, Council members must:-

a) act in good faith, honestly and for purposes consistent with the objects and interests of the University;

b) Exercise reasonable skill, appropriate care and diligence;

c) Take reasonable steps to avoid all conflicts of interest unless they are declared and managed in accordance with the requirements of the Bindura University of Science Education Act and the Public Entities Corporate Governance Act;

d) A Council member must not make improper use of his or her position as a Council member, or of information acquired because of his or her position as a member, to gain, directly or indirectly, an advantage for the member or for another person.

e) Unless otherwise approved by the Council, all Council members must keep confidential all information obtained from or in relation to the University which has not, and all discussions, deliberations and decisions of the Council which have not, been publicly disclosed by the University.

f) Council members must not speak publicly on behalf of the Council or the University unless approved by the Council.

g) With the prior approval of the Ministry of Higher and Tertiary Education, Innovation, Science and Technology Development, a Council member may seek independent professional advice, at the University's expense, on any matter connected with the performance of the member's duties as a Council member. Where the parent ministry approves a request for independent professional advice to be obtained, the Ministry will facilitate obtaining such advice. Copies of any such professional advice must be made available to, and for the benefit of, all Council members, unless the Ministry agrees otherwise.

h) The University will provide information about its operations as may reasonably be requested by Council members. Requests should be made to the Vice-Chancellor either directly or via the Council Secretary. The Vice-Chancellor shall ensure that information provided is current, complete and clearly explained, e.g. the basis for any calculations will be set out.

Responses shall be provided within five working days unless there are complicating circumstances e.g. information must be retrieved from the archives or benchmarked against other organisations. Unless otherwise agreed with the member, Council Secretary shall circulate the Vice-Chancellor's response to any request to all members of the Council. This shall ensure that all members are able to consider the same information.

i) Outside of Council meetings, Council members shall be expected to support the letter and spirit of all Council resolutions.

1.12 **Secretary of the Council's Role**

.1 The Secretary [Registrar] of the Council is responsible for all matters relating to the administration of the Council and its standing committees, including:-

a) The preparation of agenda, minutes and papers;

b) Maintaining a record of all committees and boards of associated entities on which potential members and members' skills register;

c) The provision of advice, and the development, analysis and interpretation of the legislation and procedures by which the operations of the Council are regulated:-

- Performance of other duties as assigned to her or him by the Chairperson, the Vice-Chancellor and Council;
- Assisting in the proper induction, orientation, ongoing training and education of councilors and assessing their individual training needs and those of executive managers in their fiduciary and other governance responsibilities;
- Assisting and guiding councilors in appreciating their role, responsibilities and duties, and discharging them in the best interests of the University;

- Providing a central source of advice to the Council and within the University on matters of corporate governance, law and any developments or changes thereto and
- Having a direct channel of communication with the Chairperson and being available to provide comprehensive practical support and advice to chairpersons of the Council and council committees;

.2 Ensuring that:-

- The charter of the University and terms of reference of the Council and its committees are kept up to date;
- Sittings of the Council and Council Committees are properly recorded and that minutes are circulated with the approval of the relevant chairperson;
- Council resolutions are implemented timeously and effectively;
- Council members are collectively and individually evaluated annually;
- His or her role, functions and duties are assessed by the Council annually and any amendments thereto are effected;
- Being responsible for the proper compilation and timely Council packs;
- Assisting the chairpersons of the Council and Council Committees in drafting yearly work plans;
- Obtaining appropriate responses to/or feedback on specific agenda items and matters arising from meetings of the Council Meetings and
- Raising any matters that warrant the attention of the Council.

2. Membership of the Council

Membership to the Council shall be as contained in the Bindura University of Science Education Act [Cap 25:22] section 10 (1). Subject to this Act and any general directions as to policy given by the Minister, the government and executive authority of the University shall be vested in the Council.

3. Disqualification for Appointment as Council Member

3.1 The Minister shall not appoint a person as a member of the Council and no person shall be qualified to hold office as a member of the Council who;

(a) Is not a citizen of Zimbabwe or permanently resident in Zimbabwe; or

(b) Has, in terms of any law in force in any country;

- Been adjudged or otherwise declared insolvent or bankrupt and has not been rehabilitated or discharged; or
- Made an assignment to, or arrangement or composition with, his or her creditors which has not been rescinded or set aside **or**;
- Has, within the period of five years immediately preceding the date of his or her proposed appointment, been sentenced to a term of imprisonment of or exceeding six months, whether or not any portion has been suspended, imposed without the option of a fine in any country, and has not received a free pardon **or**;
- Is a Member of Parliament of Zimbabwe **or**;
- Is of unsound mind.

3.2. Vacation of Office by Council Members

A member of the Council shall vacate office and his or her office shall become vacant:-

.1 After giving the Minister such period of notice of his or her intention to resign as may be fixed in his or her conditions of appointment or, if no such period has been fixed, after the expiry of one month or after the expiry of such other period of notice as he or she and the Minister may agree or;

.2 On the date he or she begins to serve a sentence of imprisonment, the term of which is not less than six months, whether or not any portion has been suspended, imposed without the option of a fine in any country or;

.3 If he or she becomes disqualified in terms of paragraph (a) or (b) above or;

.4 If he or she is absent without the permission of the Council from three consecutive meetings of the Council.

3.3. Chairperson and Vice Chairperson of Council

.1 The Council shall elect a chairperson from amongst its members to hold office for such period and subject to such terms and conditions as are prescribed in the Statutes;

.2 At all meetings of Council at which the Chancellor is not present, the chairperson of Council or, in his or her absence the vice-chairperson shall preside.

.3 If at any meeting of the Council the Chancellor and the Chairperson and the Vice-Chairperson of the Council are all absent, the members of the Council who are present shall elect a person from amongst their number to preside at the meeting.

3.4. Length of Appointment of Members of Council

.1 Members of the Council, other than *ex officio* members, shall hold office for three years, and shall be eligible for re-appointment or re-election, as the case may.

.2 Any member of Council, other than an *ex officio* member, may resign his or her membership at any time by notice in writing addressed to the Registrar.

.3 Any casual vacancy occurring among the appointed or elected members of the Council shall be filled as soon as possible by the person or body which appointed or elected the member whose place has become vacant, and the person so appointed or elected shall hold office for the remainder of the period for which the person whose place he or she fills was appointed or elected to.

3.5 Meetings and Quorum of Council

.1 The Council shall meet at least three times a year.

.2 The quorum of the Council shall be one-half of the members holding office at the time of the meeting.

3.6 Resolutions by Circulation among members of Council

A resolution proposed by the Executive Committee of the Council, other than for the purpose of making a Statute, which is on its authority circulated by the Registrar to all members of the Council and which receives the written agreement of not less than two thirds of such members shall, upon receipt of such agreement by the Registrar, have the same force and effect as a resolution passed at a meeting of the Council.

3.7 **Procedure Generally**

.1 Except as otherwise specifically provided by the University Act or its Statutes, in the absence of the Chairperson or Vice-Chairperson at a meeting of a board or committee, the members present shall elect from those present, a Chairperson to preside over that meeting.

.2 Except as otherwise specifically provided by the University Act or the Statutes, the quorum at any meeting of Council or committee shall be as fixed by the person or authority that appointed the Council or committee.

.3 Except as otherwise specifically provided by the Act or these Statutes, each board or committee shall determine and may make rules for the time, place and procedure of its meetings.

.4 The minutes of a meeting of a board or committee shall be laid on the table at the next following meeting of the body that appointed it and

.5 At a meeting of board or committee, in the event of an equality of votes on any matter, the person presiding shall have a casting vote in addition to his deliberative vote.

3.8 **Validity of Decisions of Council, Senate, Convocation and Boards and Committees**

In terms of section 31 of the University Act, no decision or act of the Council, Senate, Convocation or any board or committee established by or in terms of the Act shall be invalid solely on the ground that:

.1 The Council, Senate, Convocation, or any board or committee, as the case may be, consisted of fewer than the number for which provision is made by or in terms of the University Act or;

.2 A disqualified person acted as a member of Council, Senate, and Convocation or any board or committee, as the case may be;
If duly qualified members who took the decision or did or authorized the act constituted a quorum of the membership of the Council, Senate, Convocation or any board or Committee.

3.9 University Seal

.1 There shall be a seal of the University, of such design as may be approved by the Council.

.2 The seal of the University shall be kept in the custody of the Registrar and, subject to the directions of the Council, shall be affixed to:-

(a) Certificates, degrees and diplomas conferred by the University and;

(b) Any documents attested by the signature of the Vice-Chancellor and the Registrar.

3.10 Ordinances

.1 The Council may, with the approval of the Minister, make ordinances providing for any matter referred to in paragraphs (a) to (p) of subsection (3) of section 29 of the Act.

.2 The Registrar shall publish any ordinance made in terms of subsection (1) in such manner which the Council considers will best make the ordinance known to the persons whom it applies.

3.11 Committees of Council

In accordance with its authority, the Council has established a number of committees which contribute to the effective governance of the University and to the effective review of the University activities. Each committee has terms of reference which set out the committee's mandate and powers. The current committees are:-

- Executive Committee of Council
- Finance Committee
- Campus Development Committee
- Academic Staff Promotions Committee
- Non-Academic Staff Promotions Committee
- Academic Appointments Board
- Audit and Risk Management Committee
- Remuneration Committee
- Honorary and Distinctions Committee

3.12 Indemnity

The University maintains a director's and officer's liability insurance policy that offers coverage in relation to claims made against Council members that arise in connection with the performance of their duties.

4. INTERPRETATION

The Registrar shall be the custodian of the Council Charter and shall also be responsible for interpretation of the said Policy to staff members.

5. REVIEW

The Policy shall be reviewed after every three (3) years or as and when necessary.

6. EFFECTIVE DATE

This Policy document shall take effect from a date to be set by Council or the Executive Committee of Council.

Mwenje

31/03/2025

Recommended / Not Recommended

Date

Professor Eddie Mwenje

Vice Chancellor

FMavhiya

12/05/2025

Approved / ~~Not Approved~~

Date

Engineer. F. Mavhiya-Bhiza

Bindura University of Science Education Council Chairperson