



CHARTER FOR EXECUTIVE COMMITTEE OF COUNCIL

1. NAME

The name of the committee is the Executive Committee of Council and hereafter referred to as EXCO.

2. STATUS

EXCO is the Executive Committee of Council, as stipulated in the UJ Statute section 17 and reports to Council.

3. MISSION AND GOALS

EXCO assists Council in executing its functions in accordance with Section 8 of the UJ Statute and in accordance with the vision, mission, and core values of the University, the principles of corporate governance and within the legal and management framework of the University, focusing on the strategic goals and objectives, and subsequent key performance areas and key performance indicators.

4. COMPOSITION

4.1 Chairperson of Council who also acts as the Chairperson of EXCO. When the Chairperson is absent, he/she will, in consultation with the Vice-Chancellor and Principal, appoint an external Council member to act as Chairperson.

4.2 Vice-Chairperson of Council who also acts as the Vice-Chairperson of EXCO.

4.3 Chairpersons of standing Council Committees.

4.4 Vice-Chancellor and Principal.

4.5 One additional MEC member nominated by the MEC and appointed by Council.

Invitees

4.6 The other members of the MEC are invitees (in a non-decision-making or voting capacity).

4.7 EXCO may invite persons to attend a meeting of EXCO for a specified purpose related to the relevant agenda.

5. FUNCTIONS

5.1 EXCO functions in accordance with the authority delegated to it by Council.

5.2 The specific functions of EXCO are as follows:

5.2.1 To take decisions on behalf of Council that, by virtue of their urgency, cannot be delayed.

5.2.2 Acts as the Council membership committee. This function includes the following:

a) EXCO provides strategic guidance on the appointment and retention of actively/purposefully engaged Council members with the requisite qualifications, knowledge, skills, abilities and values to fulfil the University's vision and mission.

b) EXCO advises Council on the nature and scope of expertise required and assists Council with the identification, searching, and where applicable, the consideration of the most suitable "fit-for-purpose" candidate(s) to ensure the most appropriate skills and profile mix required at a given point in time;

- 5.2.3 Deliberates on any matter that, in the opinion of the Chairperson (which may be in consultation with the Vice-Chancellor) should serve at EXCO for consideration prior to serving at Council.
- 5.2.4 Monitors the functionality of Council Committees on behalf of Council and assists Council to comply with its duties, in terms of the following seven cross-cutting fiduciary directives: policy, strategy, risks, performance, innovation, sustainability and transformation.
- 5.2.5 Oversees UJ's performance with respect to the execution of good governance, strategy, performance, sourcing of external funding, transformation and sustainability.
- 5.2.6 Approves the mandate for annual negotiations for staff below the Executive Leadership Group.
- 5.2.7 Approves the representatives to serve in the following roles on the boards of commercial entities:
 - a) Directors/trustees.
 These representatives should include individuals who are sufficiently skilled in executing the duties of the boards of directors in enhancing the operations of the entity and provide oversight.
 The board should be constituted by individuals with the following skills:
 - i. Accounting and tax knowledge.
 - ii. Legal knowledge and experience.
 - iii. Industry-specific knowledge.
 - iv. Proven general business acumen.
 - v. Prior board experience.
 - vi. Commercial and entrepreneurship knowledge.
 - b) Shareholders representatives.
- 5.2.8 May establish subcommittees/task teams as it deems fit.

6. SCOPE OF AUTHORITY

Council delegates the scope of authority to EXCO as it deems fit.

7. FINANCIAL RESPONSIBILITIES

EXCO:

- 7.1 Functions within the University's financial management policies and procedures.
- 7.2 Applies the principles of corporate governance with regard to financial management.

8. MEETING PROCEDURE AND REPORTING

- 8.1 EXCO meets at least quarterly (meeting dates set in advance and contained in the University's Year Programme).
- 8.2 The majority of the members should be present to constitute a quorum.
- 8.3 Members are required to declare any conflict of interest at the EXCO meeting.
- 8.4 Members of EXCO diligently execute their duty of care and fiduciary duty during deliberations and decision-making.
- 8.5 Decision-making is primarily based on the principle of consensus and/or sufficient consensus.
- 8.6 If consensus cannot be reached, a principle/motion is put to the vote and it is carried if a simple majority vote of those present at the meeting has been obtained.

- 8.7 The Chairperson has, on any matter, a deliberative vote and, in the event of an equality of votes, also a casting vote.
- 8.8 The Chairperson of EXCO may call an extraordinary or emergency meeting in accordance with the Rules for Effective Meetings.
- 8.9 The Chairperson, in consultation with the Vice-Chancellor and Principal, may invite persons who are not members to attend meetings, provided that they may participate in discussions but may not participate in decision-making.
- 8.10 The University Secretariat provides the secretariat who administers meetings in accordance with the Rules for Effective Meetings.
- 8.11 The minutes of each meeting are considered at the next meeting.
- 8.12 Reporting to Council takes place in the form of a report by the Chairperson and, when applicable, items included in the agenda of the Council meeting.

9. TERMS OF OFFICE

- 9.1 The term of office of external members of Council on the Council Exco is for the duration of their term on the Council.
- 9.2 Internal members serve by virtue of their office.
- 9.3 The terms of office of co-opted members appointed by Council is a maximum of five years, renewable for a second term.

10. LIFESPAN AND DISSOLUTION

- 10.1 EXCO is instated in accordance with section 17 of the UJ Statute and can therefore only cease to exist if the Council has resigned.

8 December 2006

Approved by Council 17 March 2011 – aligned with the UJ Statute.

Editorial amendments approved by Council Exco 19 May 2011.

Amendment approved by Council 3 April 2014 – Function: Council membership was delegated to Council Membership Committee.

Amendment approved by Council 26 March 2015 – item 8.2: N=4.

Amendments approved by Council on 17 September 2015.

Amendment to clause 8.2 approved by Council on 17 March 2016.

Amended in line with revised UJ Statute of 24 March 2017 – approved by Council on 22 June 2017

Amendments approved by Council on 28 March 2018

Updated after the Council of 14 June 2018 (REMCO functions removed).

Amendments approved by Council on 23 November 2018

Charter served at Council meeting of 19 March 2019. No changes were recommended to the Council, for consideration.

Amendments approved by Council on 19 March 2020.