



CODE OF CONDUCT: MEMBERS OF COUNCIL OF THE UNIVERSITY OF JOHANNESBURG (“UNIVERSITY”)

PREAMBLE

The University is committed to comply with its values of imagination, conversation, regeneration and ethical foundation, and the ethical intent reflected in the principles of corporate citizenship, viz., the University strives to live the highest ethical values, will make every effort to fight corruption, and will put in place measures to ensure this. The University therefore strives to be an exemplar for a corruption-free society.

Section 27(1) of the Higher Education Act of 1997 (“the Act”) provides the Council with the mandate to govern the University, subject to the Act and the Institutional Statute.

One of the requirements of the Act is that a Code of Conduct for members of Council be introduced to ensure good governance at Council and Council Committee meetings, with specific reference to the declaration of interests. This Code was adopted by Council in terms of section 27(7E) of the Act.

CODE OF CONDUCT

A member of Council

1. Is a person who has specialised knowledge and experience relevant to the core business and/or the governance of the University.
2. Is appointed in terms of section 27(4) of the Act and the Institutional Statute of the University: by the Minister of **Higher Education, Science and Technology**, elected by the constituency concerned, or duly appointed by Council (as recommended by the Council Executive Committee of Council) in accordance with the UJ Statute.
3. Familiarises her/himself with the mission, vision, values and strategic objectives of the University, as well as the relevant governance structures, charters, mandate of the Council and the Council Committees (and delegation of authority if applicable), as contained in the induction file provided by the Registrar.
4. Declares in writing (on the annual declaration form provided by the Registrar) before he/she assumes office, any business, fiduciary roles (including but not limited to memberships, directorships of companies, trusteeships), commercial or financial activities undertaken for personal or financial gain that may raise a conflict or a possible conflict of interest¹ with the University, for uptake in the annual *Council Register of Interests*.

¹ According to King IV, a conflict of interest is defined as follows: “in relation to members of the governing body and its committees, occurs when there is a direct or indirect conflict, in fact or in appearance, between the interests of such member and that of the organisation. It applies to financial, economic and other interests in any opportunity from which the organisation may benefit, as well as use of the property of the organisation, including information.”

5. Declares in writing (on the annual declaration form provided by the Registrar) any financial interest and fiduciary roles of the members of her/his immediate family, spouse, life partner or close friend).
6. Declares in writing (on the annual declaration form provided by the Registrar) any family relationship with a registered student at the University or an employee (whether appointed on a temporary, contract or permanent basis).
7. Must inform the Chairperson of a meeting, before commencement of the meeting, of a conflict or possible conflict of interest of a member of the Council or Council Committee, of which such person may be aware.
8. Shall not place her/himself under any financial or other obligation to any individual or organisation that might seek to influence the performance or any function of the Council **and**:
 - i) Must not have a conflict of interest with the University;
 - ii) declares in writing (on the agenda-based declaration form provided by the University Secretariat) a direct or indirect financial, personal or other interest in any matter reflected on the agenda of a particular meeting;
 - iii) Is obliged to recuse her/himself from the meeting during deliberation and decision-making related to the agenda item.
 - iv) A Council member may not conduct business, directly or indirectly, with the University that entails or may entail a conflict of interest with the University, unless the Council of the University is of the opinion, and takes a decision that –
 - a. The goods, product or service in question are unique;
 - b. The supplier is a sole provider; and
 - c. It is in the best interest of the University.
 - d. The Council member in question may not take part in the deliberation, and must recuse himself / herself from partaking in this voting or decision-making.
9. Participates in the deliberations of the Council objectively, in the best interest of the University, with due regard to the principles of public accountability.
10. Submits an apology if he/she cannot attend a meeting, to the University Secretariat, preferably at least 72 hours before commencement of the meeting concerned (emergencies excluded).
11. Shall not use the position, or privileges of the position, or information acquired as a result of the position or privileges, for her/his own benefit or to improperly benefit another person(s).
12. Strives to live the highest ethical values and be an exemplary ethical leader of a corruption-free society.
13. Shall refrain from making or supporting any statement that could falsely represent the University, its policies, governance structures, staff, students or programmes, or place the University in disrepute.
14. Respects the distinction between the roles of the UJ management and that of Council and will not interfere with the University's management and administration subject to the provisions of the Act.
15. Updates her/his qualifications and skills on the form circulated by the Registrar (at the first meeting of the academic year) for uptake in the annual *Council Register of Qualifications and Skills* and reflected in the UJ Annual Report.
16. Performs her/his duties and responsibilities in good faith, in the best interest of the University, with due regard to at least the following (refer to the UJ Rules for Effective Meetings):

- i) Duty of care and skill;
- ii) Fiduciary duty, including the preservation of confidentiality;
- iii) Duty to act within powers of authority; and,
- iv) Acts in accordance with the UJ values when executing his/her functions as member of Council.

17. Informs the Human Resources, Social and Ethics Committee of Council (HRSEC) if she/he has grounds to believe that another member did not comply with the Code of Conduct for Council members.

Governance at meetings

- 18. The chairperson concerned, in consultation with the Registrar, ensures that meetings of Council and Council Committees are constituted (with due regard to the quorum requirements) in accordance with the legal and governance framework and the UJ Charter concerned.
- 19. The chairperson concerned, in consultation with the Registrar, ensures compliance with governance requirements and that the meeting is quorate (through physical presence or digital connectivity) for the full duration of the proceedings.
- 20. The Chairperson of Council and the chairpersons of Council Committees ensure compliance with the governance requirements related to meetings (refer to the charter concerned and the UJ Rules for Effective Meetings).
- 21. A Council Committee with *delegated functions* shall not take a decision on a matter considered by it if any member of this committee has declared a conflict of interest, unless that member is recused and the committee concerned remains quorate. If the committee is inquorate, the matter is referred to the next Executive Committee of Council, or to the next Council meeting, for consideration.
- 22. When applicable, and in accordance with the principles of good governance and corporate citizenship, the Chairperson or Registrar shall require members to sign a statement of confidentiality (e.g., in the case of consideration of the appointment or re-appointment of a member of the Executive Leadership Group) which is archived indefinitely by the Registrar.
- 23. A report on decisions taken via electronic round-robin electronic circulation, serves at the next meeting of the Council or Council Committee concerned for ratification.
- 24. The Registrar reflects the attendance report (accumulated) in the agenda of each Council and Council Committee meeting.

Performance review, extension/termination of term of office

- 25. The Chairperson of Council is responsible for addressing poor performance of Council as a collective and of individual members of Council when applicable.
- 26. An annual performance review of Council and each Council Committee is conducted in accordance with the UJ Performance Review System and instruments for all governance structures.
- 27. The performance review results serve at the first meetings of each Council Committee and at Council for deliberation and action when applicable, and are reflected in the UJ Annual Compliance Report accordingly.
- 28. Consideration of a second or further term of office of a member of Council (excluding ministerial appointees) is in accordance with the criteria determined and approved by Council.
- 29. Termination of membership is managed in accordance with section 11 of the UJ Statute.

Breaches of the Code of Conduct

30. Breaches of the Code of Conduct are considered by the Human Resources, Social and Ethics Committee of Council (HRSEC) which reports to Council on the alleged breaches and recommends sanctions, if any, to be imposed by Council.
31. The HRSEC determines the procedure to investigate and consider alleged breaches of the Code of Conduct, which procedure must result in decisions which are lawful, reasonable and procedurally fair.
32. The HRSEC and Council retain the right to consider breaches of the Code of Conduct in respect of the conduct of a member of Council at the time of his/her membership of Council, but whose membership of Council had subsequently terminated.
33. Where a member of Council is an employee or student of the University, the normal student and staff disciplinary measures remain applicable in the event that their conduct also amounts to transgressions in terms of the student or staff codes of conduct.

Discipline of a Council member

34. The Council, after it has followed due process, may discipline a member by suspending that member from attending a meeting or disqualifying that member from Council, in the following events –
 - i) If the member, before she/he assumes office, did not declare any business, commercial or financial activities undertaken for financial gain that may raise a conflict or a possible conflict of interest with the University (section 27(7)(c) of the Act);
 - ii) If the member placed herself/himself under any financial or other obligation to any individual or organisation that might seek to influence the performance of any function of the Council (section 27(7)(d) of the Act);
 - iii) If the member has a conflict of interest with the University (section 27(7)(e)(i) of the Act);
 - iv) If the member have a direct or indirect financial, personal or other interest in a matter to be discussed at a meeting, and the member must make a decision in terms of a delegated function, and which entails or may entail a conflict or possible conflict of interest with the University (section 27(7)(e)(ii) of the Act);
 - v) If the member, before the Council meeting or a meeting of a Council committee, does not inform the chairperson of the meeting of the existence of a conflict of interest (section 27(7)(e)(iii) of the Act); or
 - vi) If the member does not recuse herself/himself from the meeting during the discussion of the matter and the voting thereon, where a conflict of interest was declared (section 27(7B) of the Act).

SUBMISSION TO CODE OF CONDUCT

35. Each member of Council must accept in writing that he or she submits to the Code of Conduct.

Approved by Council 22 June 2017

Amendments approved by Council: 13 June 2019