



*Considered by the Board of Donors at a meeting held on 14 April 2021 as well as by the Council Exco at a meeting held on 6 May 2021.*

*Approved by Council on 17 June 2021*

## **RULES**

### **NWU BOARD OF DONORS**

#### **1 Establishment**

- 1.1 In accordance with section 32(1)(b) of the Higher Education Act and in accordance with para 35(2)(a) of the NWU Statute an NWU Board of Donors is established.
- 1.2 Every three years, the recognised donors as approved by Council during the previous two years are requested to nominate a person with the appropriate character and seniority to attend a meeting of the donors convened by the Registrar, and for which a 21 days' notice must be given.
- 1.3 A donor may be represented by any person designated in writing to the general meeting of donors.
- 1.4 The donors present at the meeting elect from among their rank, ten members to form an NWU Board of Donors.  
These board members are elected for a term of three years.
- 1.5 The Council designates the three members from the ranks of the University to serve on the Board of Donors, as contemplated in paragraph 35(2)(b) of the 2017 Statute. These members are the Vice-Chancellor, the Executive Director Finance and Facilities or their designates, and another manager recommended by the University Management Committee and approved by Council.
- 1.6 The donors elect new members to the Board when necessary by means of a validated nomination and simple majority voting process.
- 1.7 The Board of Donors is convened by the Registrar, who also acts as the secretary of the Board.

#### **2. Election of a chairperson**

- 2.1 At the first ordinary meeting after the election, the Board of Donors elects from their ranks a chairperson by means of a nomination and simple majority vote.
- 2.2. This person may not be one of the persons designated by Council.
- 2.3 The term of office of the Chairperson is three years.

#### **3 The purpose and function of the Board of Donors**

- 3.1 In accordance with para 35(3) of the NWU Statute, the Board of Donors may offer advice to the vice-chancellor or the council on matters of interest to the university or the donors, at their own initiative or on invitation.
- 3.2 In accordance with para 4(1)(h) of the NWU Statute, the Board of Donors has the mandate to elect three members to the Council.

#### **4 Recognition of significant donations by the NWU Council**

- 4.1 The following criteria have been approved in 2018 by the NWU Council for recognition as a donor in accordance with para 35(1) of the NWU Statute:

- 4.1.1 A minimum of R50 000 per annum in the preceding two years or R100 000 per annum in one of those years.
- 4.1.2 In the case of bequests, a minimum of R500,000 per annum in the preceding two years or R1,000,000 in one of those years.
- 4.1.3 Sponsorships (where the NWU offers counter performance), bequests and beneficiary specific donation pools (such as donor-elected bursary schemes or salary support donations) also qualify as donations for purposes of these rules.
- 4.2 With reference to the above criteria, only donations made under the conditions of Section 18A of the Income Tax Act (58 of 1962) are recognised.
- 4.3 On the basis recorded in paragraphs 3.1 and 3.2 above, and in accordance with para 35(2) the Registrar maintains the official list of donors, submits the list annually to the June meeting of the NWU Council, upon which these persons/corporates are notified of this recognition in writing.
- 4.4 The list is updated annually by 1 June, for the preceding twenty-four months.

## **5. Election of members of Council by the Board of Donors**

- 5.1 At any given time the list of donors of the University serves as conclusive proof of the names and addresses of persons who are entitled to nominate, in accordance with the rules, persons for election by the board of donors, of the members of council contemplated in paragraph 4(1)(h) of the Statute.
- 5.2 When the Board of Donors have to elect a member of the Council, the Registrar, in accordance with Paragraph 5(1) to 5(6) of the NWU Statute gives written notice to the chairperson of the Board of Donors that a Council member or members have to be elected.
- 5.3 The Board of Donors elects the persons contemplated in paragraph 4(1)(h) of the Statute within 30 days after notice of the vacancy was given in terms of the procedure as set out in paragraphs 4.3 to 4.5 below.
- 5.4 The Registrar gives written notice in any suitable manner to every donor recognised by the Council requesting written nominations of eligible persons from ~~the rank~~ of the donors for the vacancy or vacancies.
- 5.5 If more persons are nominated than the number to be elected, the secretary as soon as practicable after the closing date for nominations, arrange a meeting, or makes available in any other suitable manner a ballot paper with the names of the candidates in alphabetical order to every member of the Board of Donors who is entitled to vote in order to elect the member or members of Council, which vote will carry on a simple majority.
- 5.6 The term of office of Council members elected by the Board of Donors is three years, and members are eligible for re-election by the Board of Donors.

## **6. MEETING ARRANGEMENTS**

### **6.1. Observers and members in attendance**

- 6.1.1 Only members of the Board of Donors may attend meetings, provided that Chairperson of the Board may invite persons to attend the relevant part of a meeting as observers.
- 6.1.2 The Secretariat is a member in attendance.

### **6.2. Acting chairperson to conduct a meeting in the absence of the chairperson**

In the instance that the chairperson would be absent, (s)he appoints an acting chairperson to chair a meeting.

### **6.3. Voting rights**

All standing members have voting rights. Observers, visitors and members in attendance do not have voting rights.

#### 6.4. The following meeting arrangements apply:

<b>Frequency</b>	The NWU Board of Donors meets once every semester at a place and time determined by the Chairperson in accordance with the university calendar
<b>Extraordinary meetings</b>	The Chairperson may at any time convene an extraordinary meeting of the Board of Donors stating the purpose of the meeting.  No matters other than those stated in the notice of an extraordinary meeting are dealt with at such a meeting, unless all the members present consent thereto.
<b>Quorum</b>	The quorum of the meeting will be half (50%) plus one of all the, excluding vacant positions.  If, for any meeting, there is no quorum, the meeting is adjourned to a date not more than 7 days later, at which meeting the members present constitute a quorum.
<b>Notice of the meeting</b>	At least 14 days before the meeting date, the Secretariat electronically notifies of the time and place where the meeting is to be held.  The minutes of the previous meeting will be enclosed and members are requested to provide the Secretariat with any inputs on the minutes at least 48 hours prior to the meeting. Should no response be received by this time it will be assumed that the member agrees with the record.
<b>Agenda</b>	At least 4 days prior to the meeting, the Secretariat provides the complete agenda pack electronically to all members. A hard copy agenda will be provided to the Chairperson.
<b>Attendance register</b>	An attendance register will be circulated by the Secretariat at the beginning of each meeting. Every member present must sign the attendance register. The attendance register is proof of attendance for purposes of minuting and payment of honorariums.
<b>Minutes</b>	An ordinary meeting, after being constituted and opened, commences with confirming of the minutes of the previous meeting(s).  Any objection to the minutes is raised and disposed of before the minutes are confirmed.  The minutes may be regarded as read if a copy of the draft minutes was provided to members prior to the meeting.  Minutes will be a true reflection of the Board of Donors meeting, and will contain all views expressed under the heading “noted”. Decisions made by the Board of Donors will be reflected under the heading “resolved”.
<b>Decision-making process</b>	Matters are decided by means of general consensus. The Chairperson might however decide when a decision should be taken by means of a voting procedure.
<b>Revoking of a resolution</b>	The revoking of any resolution entails a formal process by means of which a member of the Board of Donors is to table a formal written request for a rescission, motivating the reason for the review of the resolution in question, as well as providing a suggestion for a resolution.
<b>Conflict of Interest</b>	A member may not take part in the discussion of or vote on any matter in which the member has a direct financial or other interest, unless the members first discloses the nature and extent of the interest and obtains the leave of the meeting to take part in the discussion or to vote.  All members of the Board of Donors must indicate any conflict of interest at the agenda point allocated therefor and must also indicate a conflict of interest on the attendance register by indicating the agenda item where the conflict arises in writing next to his/her name.
<b>Disrespectful / Disorderly conduct</b>	Anyone attending a meeting who, after having been requested to refrain from disrespectful or disorderly conduct, continues to disobey a ruling from the Chairperson, must be requested to leave the meeting.
<b>Voting</b>	All matters are decided by majority of votes cast.  The Chairperson or the meeting may decide that voting must be by secret ballot, provided that voting for persons must always be by secret ballot. (Para 9(16) of the NWU Statute).  The Chairperson has an ordinary vote but must, in addition, exercise a casting vote in the event of an equality of votes on any matter.  The number of votes in favour of or against any proposal is not recorded in the minutes, unless the meeting so decides.  At the request of a member the chairperson may direct that the vote of such member be recorded.

	The views of a member who is unable to attend a meeting may be submitted in writing but may not count as a vote of such member.
<b>Apology</b>	An apology will be noted when a member electronically submits it to the Secretariat and/or the Chairperson, at least one day prior to the meeting.  Members absent from the meeting without above mentioned apology are noted as “absent”.  The views of a member who is unable to attend a meeting may be submitted in writing but may not count as a vote of such member.
<b>Recording of meeting</b>	Board of Donors meetings are recorded.  The audio file is saved for archival/historical purposes, but does not constitute a record of the meeting after the minutes have been signed.
<b>Round-Robin Process</b>	The Chairperson may electronically submit urgent matters in between scheduled meetings. The Secretariat will assist in this process.  At least two thirds of the members have to electronically confirm their involvement in the process by giving feedback, approval or non-approval. When a majority of members reaches agreement, it is taken as a resolution. Such resolution is equivalent to a resolution of the committee and must be recorded in the minutes of the next meeting.
<b>Resources and Budget</b>	A centralised budget regarding the matters of this committee is managed within the Department Corporate and Information Governance Services.  The travel and accommodation costs of Board of Donors members will be paid according to the approved “Guidelines for Travel and Accommodation of Council members”.  Honorariums are paid twice a year.
<b>Records management</b>	All records of Board of Donors meetings are kept by the Secretariat in accordance with the Records Management Policy of the NWU. Exco records are archived in the Archives of the NWU in hard copy. Soft copies of all Exco records are kept on the access controlled network drive of the Department Corporate and Information Governance Services.
<b>Access to records of the NWU Council Exco Extended</b>	Board of Donors members have automatic access to all records of the Board of Donors. All other interested parties must complete a request form in terms of the Promotion of Access to Information Act, which will be assessed in terms of the prescriptions contained in the Act.  Board of Donors records are regarded as confidential.