

*Approved by Council on 16 March 2023*

## **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 36(2)(a) of the 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 presented 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 36(2)(b) of the 2022 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 36(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 54(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 36(1) of the NWU Statute:
  - 4.1.1 A minimum of R 50 000 per annum in the preceding two years or R 100 000 per annum in one of those years.

- 4.1.2 In the case of bequests, a minimum of R 500,000 per annum in the preceding two years or R 1,000,000 in one of this 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 36(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 54(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 5.4 to 5.5 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 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:

6.4.1 The Chairperson convenes the meetings and determines the business thereof.

6.4.2 The administration of the Board of Donors meetings is dealt with in the following way:

Frequency	Monthly meetings are scheduled as indicated per the Annual University Calendar
Extraordinary meetings	The Chairperson has the right to convene an extraordinary meeting at any time, indicating the reason and purpose for the extraordinary, which must be indicated in the notice of the meeting.
Quorum	The quorum for the meeting will be half (50%) plus one of all the voting (standing) members, excluding vacant positions.
Electronic appointments	All the meetings are electronically scheduled at the end of a year for the following year (members including their personal assistants).
Notice	<p>At least 21 days before the meeting date, the Secretariat electronically notifies of the time and place where the meeting is to be held.</p> <p>The minutes of the previous meeting will be enclosed, and members are requested to provide the secretariat with input by the closing date of the agenda. Should no response be received by this time, it will be deemed that the members agree with the record.</p> <p>The matters arising will be enclosed with the notice, and members are requested to provide feedback by the closing date of the agenda.</p> <p>The notice will also include the closing date of the addendum.</p> <p>At least two days before an extraordinary meeting, the Secretariat electronically notifies, provide the reason for the extraordinary meeting, as well as indicate the time and venue where the extraordinary meeting is to be held.</p>
Agenda	<p>At least four days prior to the meeting, the Secretariat provides the complete agenda pack electronically to all members.</p> <p>At least two days prior to the meeting, the Secretariat provides the complete addendum pack electronically to all members.</p>
Attendance register	<p>An attendance register will be circulated by the Secretariat at the beginning of each meeting if the meeting is an in-person meeting. Every member present must sign the attendance register.</p> <p>In the event of a hybrid meeting, an attendance register is kept by the Secretariat.</p> <p>The attendance register and attendance as contained in the minutes are proof of attendance for purposes of minuting and payment of honorariums if applicable.</p>
Confirmation of Minutes	<p>An ordinary meeting, after being constituted and opened, commences with reading and confirmation (by means of the chairperson signing) of the minutes of the previous meeting(s).</p> <p>Any objection to the minutes is raised and disposed of before the minutes are confirmed.</p> <p>The minutes may be regarded as read, if a copy of the draft minutes was provided to members prior to the meeting.</p>
Decision-making process	<p>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.</p> <p>The number of votes in favour of or against any proposal is not recorded in the minutes, unless the meeting of the Chairperson so decides.</p> <p>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.</p> <p>The Chairperson may decide that voting must be by secret ballot, provided that voting for persons must always be by secret ballot.</p>
Revoking a resolution	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.
Conflict of Interest	A member of the Board of Donors 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 a member with a possible conflicting situation put the matter to the members of the Board of Donors for discussion and advice on the

	<p>matter in which the situation is to be managed in accordance with the Policy and Rules on Conflict of Interest and of Declarations of Interest and of Gifts (“the Policy and Rules”).</p> <p>In accordance with the Policy and Rules, where the value of a gift or other benefit received from an external source exceeds the amount of R500, receipt thereof must be declared and captured in a register kept by the relevant line manager or secretariat of the structure concerned.</p>
Point of Order	<p>A point of order, clarification or information may be raised against any member, in which instance the Chairperson is obliged to consider the point of order and in which regard the ruling of the Chairperson is considered to be binding. The ruling of the Chairperson is binding and cannot be challenged.</p> <p>Should the above point of order, clarification or information be immediately challenged by a member, the ruling is put to the meeting for determination – without it being discussed, and the decision of the meeting is final.</p>
Disrespectful / Disorderly conduct	<p>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.</p> <p>If that person does not leave the meeting immediately, such a person could be removed from the meeting with the assistance of Protection Services.</p>
Apology	<p>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.</p> <p>Members absent from the meeting without the above mentioned apology, are noted as “without apology”.</p> <p>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.</p>
Recording of meeting	<p>The meetings of this committee are recorded for minute purpose.</p> <p>The audio file is regarded as a resource tool for the secretariat and is saved for minuting/archival/historical purposes but does not constitute a record of the meeting once the minutes have been signed.</p>
Round-Robin Process	<p>The Chairperson must provide permission for any matters regarded as urgent and that would need to be considered between scheduled meetings. The relevant Board of Donors member must motivate the urgency of such matters to the Chairperson and upon permission for the administering of a round-robin process, the Secretariat will administer the process.</p> <p>At least two thirds of the members have to electronically confirm their involvement in the process by giving feedback, approval or non-approval.</p> <p>When a majority of members reaches agreement, it is taken as a resolution. Such a resolution is equivalent to a resolution of the Board of Donors and must be recorded in the minutes of the following meeting.</p>
Matters arising	<p>Within five days after the meeting a schedule of matters is electronically provided to members.</p>
Resources and Budget	<p>A central budget regarding refreshments is managed within Corporate and information Governance Services.</p>
Records management	<p>All records of the Board of Donors meetings are kept by the Secretariat in accordance with the NWU Records, Archives and Museums Management Policy. Board of Donors records are archived in the Archives of the NWU in soft copy.</p> <p>Records are saved according to the NWU File plan with reference number 1.3_BOD.</p>
Access to records of the Board of donors	<p>Committee 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.</p> <p>Board of Donors records are regarded as confidential.</p>