

GHANA COMMUNICATION TECHNOLOGY UNIVERSITY



Draft

**Code of Conduct for Members of the University
Council and Council Boards/Committees**

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REFERENCE BOOKS

In the preparation of this code of conduct or policy document, the Committee consulted the following:

- Nolan's Seven Principles of Public Life, 1995
- The King's Report on Corporate Governance I, II, III and IV
- Cadbury's report on Corporate Governance, 2014
- Standing Orders of Parliament
- GCTU Act and Statutes

1.0 INTRODUCTION

Membership of the University Council and its sub-committee members carry some legal and other responsibilities and obligations. Council adopted this Code of Conduct to provide guidance for its members in relation to:

- (i) the duties and responsibilities that apply to them as members; and
- (ii) the minimum standards of conduct that Council expects from its members;
- (iii) meeting procedures and rights/benefits of members of Council.

2.0 RATIONALE FOR THE CODE

The responsibilities of the Council as the governing body of the University and its committees are enormous and significant. The actions of Council and its committee members have the potential to either promote the interests of the University or damage its reputation and standing. It is therefore critical to the continued well-being of the University that members understand and fully accept the responsibilities and conduct of membership.

This Code of Responsibility and Conduct is intended to:

- (i) ensure that, from the onset of their membership on Council or any of its Committees, members are aware of and accept the legal and other fiduciary responsibilities associated with that membership;
- (ii) promote good practice and appropriate behaviour of members, in the interest of Council and its Committees, and the University as a whole; and
- (iii) encourage individual members and Council to conduct themselves, at all times, in accordance with accepted standards of behaviour in public life which encompass selflessness, integrity, objectivity, accountability, transparency, independence, fairness, honesty, competence, responsibility and responsible leadership;
- (iv) Encourage good governance within the University.

3.0 APPLICATION OF THIS CODE

In this Code -

- (i) “**Member**” means a Member of Council or other person to whom this Code is expressed to apply;
- (ii) “**Committee**” means any Council Board/Committee, subcommittee, *ad hoc* committee, task force, working party, discussion group, or the like.

This Code applies to:

- (i) Members of Council;
- (ii) Members of Boards and Committees of Council

4.0 THE GHANA COMMUNICATION TECHNOLOGY UNIVERSITY – OVERVIEW

Ghana Communication Technology University (GCTU) is a technology- oriented institution of higher learning, committed to providing an educational experience of the highest quality. Established in November 2005, GCTU was granted accreditation by the National Accreditation Board (NAB) on March 30, 2006, officially inaugurated on August 15, 2006, and obtained public university status on 13th August 2020 by an Act of Parliament - GCTU Act, 2020 (ACT 1022). The University is governed by a University Council, supported by the Vice-Chancellor, a member of Council, the Pro Vice-Chancellor, Registrar, Deans of Faculties and other employees.

The vision of the University is to become a leader in teaching excellence in technology, striving to establish its standing as a globally recognized centre of research and intellectual creativity. The GCTU Act which confirmed the university’s public status mandates the university to provide technology-oriented, and industry-relevant programmes in ICT and related areas to aid in the development of students and the nation at large. Currently, GCTU offers certificate, Diploma and Degree programmes in three faculties: Faculty of Engineering, Faculty of Computing and Information Systems, and GCTU Business School at the undergraduate and graduate levels. Postgraduate programmes available are in the areas of Engineering, Business Administration, Management and Information Communication Technology.

5.0 VISION AND MISSION STATEMENTS

The Vision and Mission statements of the University are:

5.1 Vision

“To be a world class University in Information Communication Technology”

5.2 Mission

“GCTU is a centre of academic excellence providing an enabling environment for research, quality teaching and learning in information communication technology and related areas, and service to the Community.”

6.0 THE GHANA COMMUNICATION TECHNOLOGY UNIVERSITY COUNCIL

6.1 Composition

Section 5 of GCTU Act, 2020 (ACT 1022) provides that the Council shall be the governing body of the University. Section 5 (1) of the Act defines the composition of Council as follows:

- (i) A Chairperson nominated by the President;
- (ii) the Vice-Chancellor of the University;
- (iii) one representative of the Ministry of Education not below the rank of a Director nominated by the Minister;
- (iv) two senior members of the University elected by the Convocation representing the professorial and non- professorial staff;
- (v) one representative of the Conference of Heads of Assisted Secondary Schools nominated by the Conference of Heads of Assisted Secondary Schools;
- (vi) three (3) other persons nominated by the President of the Republic of Ghana, at least one of whom shall be a woman;
- (vii) one representative of the students, nominated by the Students’ Representative Council of the University;
- (viii) one representative of the alumni of the University nominated by the alumni of the University;

- (ix) one representative of graduate students of the University nominated by the graduate students of the University;
- (x) one representative of tertiary education workers nominated by the tertiary education workers;
- (xi) one representative of the administrators of the university nominated by the administrators; and
- (xii) one representative of the academic staff nominated by the teacher associations of the academic staff.

Members of the University Council are appointed or elected by the Government, a variety of professional bodies or organizations. They have a duty to act in the best interest of the Ghana Communication Technology University at all times irrespective of the appointing body or organisation.

6.2 Powers and Functions of Council

Section 6 of the GCTU Act, 2020 (ACT 1022) stipulates that Council shall be responsible for the management and administration of the finances and properties of the University and shall have general control over the affairs and public relations of the University, including the use of the common seal of the University.

The detailed powers and functions are defined under Statute (5)

of the *Ghana Communication Technology University Statutes, 2021* as follows:

Statute (5) Powers of the Council

Council shall have power to:

- (i) formulate in consultation with relevant bodies the strategic vision and mission, long-term academic and business plans and key performance indicators of the University;
- (ii) determine the authority limits for the use of finances of the University;
- (iii) control the property, funds and investments of the University and may, on behalf of the University, sell, buy, exchange and lease and accept leases of such property;
- (iv) borrow money on behalf of the University and use the property of the University as security;
- (v) generally, enter into, carry out, vary or cancel contracts;

- (vi) delegate authority to the Vice-Chancellor or any other official of the University;
- (vii) establish processes for the monitoring and evaluation of the performance of itself and any other person or establishment of the University;
- (viii) keep under review the policies, procedures and limits within which the management functions of the University are carried out by the Vice-Chancellor and other officers of the University;
- (ix) safeguard the good name and values of the University;
- (x) appoint or dismiss the Vice-Chancellor, the Pro Vice Chancellor(s), the Deans, Directors, Registrar, Deputy Registrars and Professors of the University;
- (xi) award honorary degrees on the recommendation of the Academic Board; and
- (xii) set up standing and ad-hoc committees composed of members and/or non-members and assign them such functions as are not inconsistent with the Act and these Statutes. The standing committees for the time being shall be as specified in Schedule A of the Statutes.
- (xiii) For the avoidance of doubt, Council shall have power to create new establishments or merge or abolish existing establishments.

6.3 Responsibilities of Council

The main responsibilities of Council as classified are:

6.3.1 Strategic Planning:

Council has a duty to oversee the preparation and implementation of a strategic plan which sets the academic goals and priorities of the institution, and identifies the physical, financial and human resource strategies necessary to accomplish its vision and mission.

6.3.2 Monitoring Effectiveness and Performance:

Council is expected to regularly monitor its own effectiveness and the performance of the institution against its planned strategies and operational targets by:

- (i) Setting annual appraisal performance targets derived from the strategic plan;
- (ii) Measuring targets against plans and drawing annual workplans from them;
- (iii) Performing mid-year reviews in the areas of Finance, Administration, Public perception and/or the University's brand;
- (iv) Appraising the performance of Council sub-committees.

6.3.3 Finance

The responsibilities of Council in the area of finance include:

- (i) Ensuring the solvency of the University and safeguarding its assets;
- (ii) Approving the institution's financial strategy;
- (iii) Approving annual operating plans and budgets which should reflect the University's strategic plan;
- (iv) Ensuring that funds provided by the government, benefactors and internally generated are used in accordance with the laws of the land and the University's financial and stores regulations;
- (v) Nominating two (2) members of Council as representatives on the Finance Committee;
- (vi) Receiving reports from the Finance Committee, read reports, track expenditure performance;
- (vii) Ensuring that management does not exceed the threshold of spending;
- (viii) Authorizing the opening of bank accounts of the University with the approval of the Controller and Accountant-General;
- (ix) Authorizing the investment of funds of the University that are not required for immediate use as appropriate;
- (x) Approving of any borrowing requirements, limits and grant the use of a property of the University as a security;
- (xi) Authorizing the acquisition and disposal of all Property, Plant and Equipment of the University;
- (xii) Approving and reviewing of accounting policies of the University and applying them consistently;
- (xiii) Receiving, through the Finance Committee of Council, the quarterly financial statements including variance analysis reports and annual financial statements of the University for review and approval;
- (xiv) Determining the fees and other charges of the University in line with the Fees and Charges Act, 2022 (Act 1080);

- (xv) Performing other functions relating to accounting, financial and treasury services as and necessary for the discharge of its duties for the University;

6.3.4 Audit

Council is responsible for directing and overseeing the University's arrangements for internal and external audit including the following:

- (i) Ensuring the establishment of an Audit Committee
- (ii) Nominating two (2) members of Council as representatives on the Audit Committee;
- (iii) Receiving reports from the Audit Committee, read reports, track expenditure performance;
- (iv) Ensuring regular external auditing of the University's Finances;
- (v) Making inputs into the report of the Audit Committee as reported to Council;
- (vi) Ensuring that the University keeps books, records, and returns and other documents relevant to the accounts in the form approved by the Auditor-General,
- (vii) Ensuring the preparation and submission of the annual accounts of the University to the Auditor-General, for audit at the end of the financial year,
- (viii) Pursuing the implementation of recommendations contained in:
 - (a) Internal audit reports;
 - (b) Parliament's decision on the Auditor-General's report;
 - (c) Auditor-General's Management Letter;
 - (d) The report of an internal monitoring unit within the University particularly, in relation to financial matters raised;
- (ix) Exercising its oversight role in achieving the above roles through the Audit Committee of the University;
- (x) Maintaining compliance with policies, procedures, risk management, internal control systems, governance and management practices to reduce all perceptible risks of the University with respect to laws and enactments through the actions of the Audit Committee;
- (xi) Performing any other function incidental to the audit of the University operations.

6.3.5 Estate Management

Council has oversight responsibility for the strategic management of the University's land and landed properties including the following:

- (i) Ensuring proper documentation of all land and landed properties;
- (ii) Preventing encroachment of the University's properties;
- (iii) Developing routine inspection, insurance and maintenance of facilities according to generally accepted standards;
- (iv) Ensuring proper acquisition, sale and rental of University's properties.

6.3.6 Human Resource Management

Council is responsible for the University's human resource and employment policy. As part of this responsibility, Council should ensure that pay and conditions of service are properly determined for all categories of staff. Council is also responsible for appointing and setting the terms and conditions for the Vice-Chancellor, Pro Vice-Chancellor, Registrar, Director of Finance and all other senior level administrative positions of the University and such other senior posts as it may from time to time determine including the following:

- (i) Setting up of search committees for appointments;
- (ii) Ensuring the setting up of committees for the review of conditions of service.

6.3.7 Equality and Diversity

Council has responsibility for the institution of non-discriminatory systems to provide equality and diversity of opportunity for staff and students irrespective of nationality, ethnicity religion, and gender including the following:

- (i) Ensuring that it reflects in all relevant University policy guidelines and documents;
- (ii) auditing to ensure adherence through the Audit committee.

6.3.8 Students' Union

Council should ensure that the students' unions operate in a fair and democratic fashion and are accountable for their finances. Council should receive quarterly reports from the student representatives through the Vice-Chancellor including a report on their finances.

6.3.9 Health, Safety and Environment

Council has ultimate responsibility for the health and safety of staff, students and other individuals while they are on the University's campus and in other places where they may be affected by its operations.

Council has a duty to ensure that the University has a written statement of policy on health and safety and arrangements for the implementation of that policy.

Council shall ensure and insist on the implementation of the policy.

7.0 ETHICAL CONDUCT OF MEMBERS AND CORPORATE DECISION MAKING OF COUNCIL AND COUNCIL SUB-COMMITTEES

7.1 Ethical Conduct of Council and Council Sub-Committee Members

As a governing body, Council is entrusted with sources from both public and private sources. It therefore has an important duty to observe the highest standards of corporate governance. Members of Council and its sub-committees have a fiduciary responsibility to the institution and must thus, demonstrate high moral and ethical values in the transaction of its business. Council is required to adhere to best practices appropriate for the governance of public Universities.

The University Council and its sub-committee members should therefore observe the following principles of public life:

- (i) **Selflessness** – Council Members should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.
- (ii) **Integrity** - Council Members should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
- (iii) **Objectivity** - In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, Council Members should make choices on merit.
- (iv) **Accountability**- Council Members are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- (v) **Transparency** - Council Members should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

- (vi) **Honesty** - Council Members have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- (vii) **Responsible Leadership** - Council Members should promote and support these principles by leadership and example.
- (viii) **Competence** – Members of Council should take steps to ensure that they have sufficient working knowledge of the University, its industry, the triple context in which it operates, the capitals it uses and affects as well as of the key laws, codes, rules and standards applicable to the University.
Members of Council must act with due care, skill and diligence and take reasonably diligent steps to become informed about matters for decision.
Members of Council should continuously develop their competence to lead effectively.
- (ix) **Responsibility** – Members of Council should assume collective responsibility for steering and setting the direction of the University, in approving policy and planning; overseeing and monitoring of implementation and execution by management; and ensuring accountability for University’s performance.
Members of Council should exercise courage in taking risks and capturing opportunities but do so in a responsible manner and in the best interest of the University.
Members of Council should take responsibility for anticipating, preventing or otherwise ameliorating the negative outcomes of the University’s activities and outputs on the triple context in which it operates, and the capitals that it uses and affects.
Members of Council should attend meetings of Council and its committees, and devote sufficient time and effort to prepare for those meetings.

7.2 Corporate Decision Making

The Council will exercise its responsibilities in a corporate manner; that is to say, decisions will be taken collectively by the Members acting as a body. Members will not act individually or in informal groupings to take decisions on Council business. Decisions are also not to be taken on ad hoc basis outside the constitutional framework of the meetings of the Council and its Committees.

8.0 ROLE AND RESPONSIBILITIES OF COUNCIL MEMBERS

Members of the University Council with the exception of the Vice-Chancellor are not to interfere in the operational management of the University except that in the course of the employment of staff-members of Council or, in the case of student members, their activities have operational responsibilities of some kind within the Institution.

8.1 Role of the Chairperson of Council

The Chairperson is responsible for the leadership of the University Council. As Chairperson of its meetings, he/she shall promote its well-being and efficient operation, ensuring that its Members work together effectively and have confidence in the procedures that have been laid down for the conduct of business. The Chairperson will take particular care that Council observes the principles of selflessness, integrity, objectivity, accountability, transparency, independence, fairness, honesty, competence, responsibility and responsible leadership. The Chairperson will also ultimately be responsible for ensuring that Council operates in an effective manner, discusses those issues which it needs to discuss, and discharges its responsibilities in a formal manner.

Through leadership of the Council, the Chairperson will superintend over key University functions in the absence of the Chancellor. The Chairperson works closely with the Vice-Chancellor and the Registrar to ensure the effectiveness of the Council and the University.

8.2 Role of the Vice-Chancellor

The Vice-Chancellor is responsible for the executive management of the University and its day-to-day direction.

The specific responsibilities of the Vice-Chancellor in relation to Council business include:

- (i) implementing the decisions of the Council or ensuring that they are implemented through the relevant part(s) of the University's management structure;
- (ii) initiating discussion and consultation including, where appropriate, consultation with staff and the Academic Board on proposals

- concerning the University's future development and ensuring that such proposals are presented to the Council;
- (iii) fulfilling the duty, as the Chief Executive Officer, to alert the Council if any actions or policy under consideration would be inconsistent with the provisions of national laws, the Ghana Communication Technology University Law, Statutes and the Financial Management Policy of the University.
 - (iv) Council will rely on the Vice-Chancellor to discharge the responsibilities of the operational management of the University and report to it on quarterly basis on every aspect of the University management and administration.

8.3 Role of Members

8.3.1 Standards of Performance

Members have a responsibility to fulfil their Council and Committee obligations conscientiously.

Members shall:

- (i) submit an apology if attendance at any meeting is not possible;
- (ii) obtain leave of absence if absence will extend for more than two consecutive meetings;
- (iii) study the contents of key University documents provided to them;
- (iv) prepare for meetings and seminars/ retreats by reading and considering all papers circulated with the agenda;
- (v) conscientiously seek to understand enough about proposals placed before Council to be able to make appropriately informed decisions and prepare for meetings and seminars/retreats by reading and considering all papers circulated with the agenda;
- (vi) conscientiously seek to understand enough about the business of the University and the environment in which it operates to be able to make a reasonably well-informed assessment of advice tendered to Council;
- (vii) participate actively in discussions of and deliberations upon matters before Council and Committees so as to ensure that decisions are made

on the basis of a full expression of members' views on such matters. No member should be victimized in any way, directly or indirectly for expressing their views on matters before Council in their capacity as Council members;

- (viii) Contribute to the functioning of Council through membership of standing and ad-hoc committees of the University; and
- (ix) participate actively and work co-operatively with fellow members and stakeholders to achieve agreed goals.

8.3.2 Professional Conduct

Members are expected to be professional and responsible, and to be accountable for their official conduct and decisions. Members shall:

- (i) treat each other, and University staff and students with professionalism, courtesy and respect;
- (ii) not improperly influence other Council or Committee members to skew decisions to the detriment of the University;
- (iii) not allow sectional or factional interests to deflect Council's focus on the University's general welfare;
- (iv) be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by Council whilst recognising that free and open expression of views is welcomed and encouraged at Council meetings and that a Member's dissent may be recorded in the minutes, accept collective responsibility for and be fully supportive of Council decisions;
- (v) promote confidence in the integrity of the University and protect its reputation;
- (vi) not engage in activities that may bring the University into disrepute;
- (vii) not act as spokespersons for the University in any forum unless specifically requested by the Chairperson of Council or Vice-Chancellor to do so;
- (viii) not to disclose Council decisions until such decisions are officially communicated;
- (ix) Recognize the obligations, at all times, to comply with the spirit, as well as the specific principles contained in this Code of Conduct.

8.4 Role of Secretary to Council

The Registrar of the University is a non-member secretary to Council. The Secretary to Council, has key roles in:

- (i) ensuring that meeting procedures are followed, recorded and stored properly;
- (ii) ensuring that Council receives all necessary communications and supporting documents timeously;
- (iii) providing administrative support in the communication and implementation of Council decisions;
- (iv) providing professional guidance about the responsibilities of Council under the rules and regulations to which they are subject (including external legislation) and on how those responsibilities should be discharged;
- (v) Serving as a source of professional advice to the Council and should work closely with the Chairperson and the Vice- Chancellor in order to ensure the efficient management of Council's business;
- (vi) Alerting Council of any proposed action that would exceed Council's powers or be contrary to the provisions of the Law, statutes or other legislation to which the University is subject.

9.0 LEGAL RESPONSIBILITIES AND LIABILITIES OF MEMBERS

The Ghana Communication Technology University Act, 2020 (ACT 1022) gives Council the mandate for "the management and administration of the finances and properties of the University and shall have general control over the affairs and public relations of the University including the use of the common seal of the University".

Council shall employ and delegate the operational management responsibility of the University to the Vice-Chancellor.

The Ghana Communication Technology University Statutes, 2021, defines Council's role as stewards of the University, in which it exercises a broad overview of strategic direction, monitors performance against established goals, guides and supports the work of the Vice-Chancellor.

The sources of individual Council members' responsibilities, duties and liabilities are:

- (i) The 1992 Constitution of the Republic of Ghana and other national laws and policies

- (ii) The Ghana Communication Technology University Act, 2020 (ACT 1022)
- (iii) The Ghana Communication Technology University Statutes, 2021
- (iv) The general law (including the Common Law and Equity), in view of the fiduciary nature of the relationship between Council and the University, including the duty to act in good faith and the duty to act with reasonable care, skill and diligence.
- (v) This Code of Conduct.

9.1 Obligation to uphold the Law

Members of Council, in common with all citizens, have an obligation to observe the laws of the country.

Members must:

- (i) comply with the 1992 Constitution of Ghana, the Ghana Communication Technology University Act, 2020 (ACT 1022), the Statutes, as well as Rules and Regulations that are in force from time to time; and
- (ii) ensure that the University complies with the laws of countries where the University provides educational services;
- (iii) ensure that the University complies with the decisions of Council.

9.2 Obligation to observe and respect the system of University governance

Once elected or appointed to Council or a Council Committee, a member must act in the interests of the University and recognise Council as the prime body of University's governance.

To ensure the effective discharge of this responsibility, Council has established corporate governance structure which incorporates committees, sub-committees and other delegations to officers. Council may delegate its powers to:

- (i) qualified Members of Council;
- (ii) Committees of qualified persons
- (iii) appropriately qualified members of University staff.

Members are required to adhere to the principles of good corporate governance and meet their commitments as Members. Accordingly, Members shall:

- (i) develop and maintain a clear understanding of the role and purpose of Council within the context of the changing nature of the University's activities in particular and Higher Education in general,
- (ii) commit to the Mission and Vision statements of the University as adopted from time to time by the Council;
- (iii) develop an understanding of the political and social environment in which the University and its Council operate;
- (iv) stay informed about all relevant activities affecting Council; and
- (v) develop and maintain a clear understanding of the role of any University Committee on which they serve.

9.3 Acting Solely in the Interests of the University

A member of Council must at all times act in the best interests of the University and give precedence to the interests of the University over any person/body appointing or electing him or her.

9.4 Exercising Care and Diligence

A member of Council must at all times exercise the degree of care and diligence in the performance of his/her functions as a member, whether within or outside the University that a person in that position would reasonably be expected to exercise in Council's circumstances.

9.5 Acting in Good Faith

A member of Council must at all times act honestly in the performance of his/her functions as a member, whether within or outside the country.

This obligation requires a member to exercise his/her powers in the interests of the University, and to refrain from misusing or abusing his/her power; to avoid conflict between his/her personal interests and those of the University; not to take advantage of his/her position to make secret profits; and not to appropriate the University's assets for himself/herself. The duty of good faith also requires a member to exercise an independent judgement in relation to proposals put before Council.

9.6 Avoiding Improper Use of Information

A member of Council must not, whether within or outside the country, make improper use of information that he/she acquires by virtue of his/her position as a member to gain, directly or indirectly, an advantage for any person or to cause detriment to the University.

This duty is not restricted to information that the general law would protect as confidential. It extends to cover any information obtained in the capacity of a member.

9.7 Accountability and Potential Liabilities

While the day-to-day operations of the University are the responsibility of the Vice-Chancellor and other Principal Officers, Council is accountable for satisfying itself that the University has appropriate structures, policies and processes in place for the effective management and execution of its activities, such that statutory and legal requirements are fulfilled and that there is a real likelihood of efficient, effective and defensible outcomes. Council should therefore:

- (i) ensure that it is properly informed;
- (ii) satisfy itself that the University is complying with statutory and legal requirements;
- (iii) analyse financial statements and management reports with due care, and seek explanations where necessary;
- (iv) and satisfy itself on audit reports.

Council members may be held accountable jointly and severally for perceived or actual mismanagement in a range of ways. For example, Council would be accountable for:

- (i) any decision it made which was contrary to the law or clearly negligent;
- (ii) decisions which it has no authority to make, particularly if it could be shown that such decisions were taken with the intent of causing harm;
- (iii) mismanagement where this could be shown to be the outcome of failure to ensure the existence of adequate procedures or policies within the University;

- (iv) financial mismanagement where this could be shown to be the outcome of negligence in monitoring financial reports and compliance with audit requirements.

Council Members contribute to the operation of Council and therefore, to the extent that they breach their legal responsibilities as outlined above, they may be exposed to legal action which could include claims for damages, injunctions and/or account of profits.

In addition to the risk of legal claims, members may become the target, either as part of the Council or as individuals, of public or media attention over particular issues. Members may be held responsible by the public for the effect of unpopular decisions. Similarly, if they make decisions which are, or are perceived to be poor or negligent, exposure of those decisions through the media may have an adverse impact on their personal reputation.

9.8 Conflicts of Interest

- (i) Any member of Council, who is, in any way, directly or indirectly interested in any contract, transaction or other decision being considered by Council, at any meeting at which such contract, transaction or decision is being considered, declare his or her interest and the nature and extent thereof and shall abstain from participating in discussion with respect to the matter, from moving and seconding motions, and from voting thereon.
- (ii) No decision of Council shall be invalid in whole or in part by reason of the existence of a conflict of interest. Members are expected to place the University's interest above personal interests and not use their position for personal gain or advantage.
- (iii) Provided that the interested member shall not be allowed to benefit from the decision of Council, the Academic Board, a committee of Council or the Academic Board, the Students' Representative Council, a Junior Common Room or any such body once it is discovered that that member was in any way, directly or indirectly, interested in the contract, transaction or decision.

9.8.1 Gifts and Gratuities

Members shall not accept gifts or benefits likely to place them under an actual or perceived financial or moral obligation to other organizations or individuals.

Members shall not:

- (i) seek or accept, in connection with their official duties any fee, favour, reward, gratuity or remuneration of any kind;
- (ii) use their public position for personal profit, gain or advantage; or
- (iii) accept a gift if it could be seen by the public, knowing the full facts, as intended or likely to cause the Member to act in a particular way or deviate from public duty;

9.8.2 Private Interests

Conflicts between private interests and public duties can arise when:

- (i) a Member or that Member's spouse, child or near relative stands to make a financial gain from, or to be otherwise advantaged by a Council decision
- (ii) a Member or that Member's spouse, child or near relative holds membership of, or ownership in another organisation likely to benefit from a Council decision
- (iii) a Member's spouse, child, near relatives or close associates are members of an organisation whose interests are or may be directly affected by Council decisions.

9.9 Registration and Declaration of Interests

9.9.1 Registration of Interest

A common aspect of public life is that those with responsibility for decisions, particularly concerning money, should ensure that they distance themselves from any possibility of a conflict of interest between their personal interests and public responsibilities. Council shall introduce a register of the financial and other relevant interest of Council members, which shall be available for inspection on request to the Secretary to Council.

The Secretary to Council shall invite members to record as soon as is reasonably practicable after the interest arises from:

- (i) remunerated directorships;
- (ii) remunerated employment, office, profession or other activity;
- (iii) clients connected with higher education or other aspects of Council's business;
- (iv) gifts and hospitality of a significant value arising from membership of Council;
- (v) shareholdings in a public or private company or body which may give rise to a conflict of interest;
- (vi) miscellaneous, for example, unremunerated posts, honorary positions and other connections which may give rise to a conflict of interest or of trust.

Members shall be invited to record relevant and known interests held by their spouses, partners or close families.

9.9.2 Declaration of Interest

Any Council member who has a clear and substantial interest in a matter under consideration by Council should declare that interest at any meeting where that is to be discussed, whether or not that interest is already recorded in the register of interest. Such declarations should make clear the interest and whether it carries either direct or indirect financial interest to the individual.

Where such an interest constitutes a direct or indirect financial interest, the member involved should withdraw from any meeting and should not speak, participate in or otherwise seek to influence any decision taken by Council relating to the matter under discussion:

- (i) Where an interest arises from membership of a public body and where there is no financial interest, full participation in the discussion and decision is permitted;
- (ii) In all circumstances, Council members should ask themselves whether members of the public, knowing the facts of the situation, would reasonably conclude that the interest involved might influence the approach taken to Council's actions. If so, the interest is sufficient for the member to recuse him/herself;

- (iii) Council members should not agree to participate in committees or working groups of Council where there is a clear possibility that a conflict of interest will regularly arise;
- (iv) Members should apply the same standards regarding the declaration of interest and non- involvement in relevant business in their dealings with the Committees of Council.

9.10 Confidentiality and Security of Information

Members shall:

- (i) ensure that they take appropriate care to ensure the security of sensitive Council and other University documents, whether in paper or electronic form
- (ii) respect confidential information and observe any restrictions agreed by the Council
- (iii) maintain confidentiality and not divulge information deemed confidential or sensitive.
- (iv) ensure that information obtained in the course of Council duties is not misused for direct or indirect gain or advantage, or to do harm to other people, Council or the University;
- (v) respect the privacy of individuals.

10.0 PROCEEDINGS OF COUNCIL

All decisions affecting the policy, practice and welfare of the University must be transparent. Decisions and processes should be documented. Documentation protects all parties involved in a decision, both collectively and individually.

The Council shall:

- (i) Ensure that minutes of all official meetings are prepared and retained; and
- (ii) Ensure adequate procedures are observed for documenting all decisions, events and transactions involving the Council and its Committees.

10.1 Meetings of Council

The Council shall meet at least three times in each academic year for the dispatch of business at a time and place determined by the Chairperson of Council.

The term “meeting” includes, except where inconsistent with any legal enactment:

- (i) Physical presence of members;
- (ii) Video conference or similar electronic channel allowing simultaneous visual and/or audio participation; and
- (iii) Telephone conferencing.

Unless otherwise provided, the Council shall determine and regulate the procedure for the meetings of the Council.

10.2 Types of Meetings

Council shall have the following types of meetings: Regular, Emergency and Special meetings.

- (i) Regular;

Regular meetings are held routinely at predetermined dates and time.

- (ii) Emergency;

Emergency meetings are held to deal with exigencies. The definition of an emergency meeting has two elements. First, the meeting must concern generally unexpected circumstances, and second, those circumstances must require immediate consideration by the Council.

- (iii) Special.

Special meetings are exceptional meetings held outside the normal scheduled meetings to deal with a special and limited purpose. They are normally called by the Chairperson, or members of Council who meet the minimum threshold or quorum required for a meeting.

Regular meetings of the Council shall be convened quarterly but the Council may convene emergency and special meetings as and when the circumstances merit such convening.

A regular or emergency meeting may be convened by the Chairperson and a special meeting may be convened by the Chairperson on a requisition signed by at least one third of the membership of Council or any of the principal officers of the University (Chancellor, Chairperson of Council or the Vice-Chancellor).

10.3 Order of Business

The business of each sitting day shall be set out in the Order Document and shall whenever possible be transacted in the following order:

- (i) Call to order
- (ii) Opening/Prayers/Roll Call
- (iii) Swearing of Oaths by new Members
- (iv) Presentation of the proposed agenda
- (v) Changes/Modifications to the proposed agenda if any
- (vi) Motion for the acceptance of the agenda
- (vii) Disclosure of any Conflict of Interest
- (viii) Reading and Correction of Previous Minutes
- (ix) Matters Arising from previous Minutes
- (x) Discussions of items for the Business of the Day as stated on the agenda
- (xi) Discussions of any other business
- (xii) Motion for the adjournment of the Meeting
- (xiii) Closing/Prayers

10.3.1 Call to Order

The Chairperson calls the meeting to order to officially resume the meeting and beseech members to observe the rules of the meeting and suspend all informal discussions.

10.3.2 Opening/ Roll Call

The Chairperson requests a member to offer prayers to start the meeting. Prayers may be said in the Christian or Islamic way or any cult as approved by members. Customarily, the Chairperson shall officially welcome members to the gathering. The Chairperson shall call a roll noticing all members present and absent with or without apology. It shall be the duty of the secretary to maintain and keep a Register of Attendance at all Council meetings.

10.3.3 Swearing of Oaths by new Members

New members joining the Council for the first time shall be allowed to swear an oath of office and secrecy which will be administered by the Chairperson of Council or the person presiding at the meeting.

10.3.4 Presentation of the Proposed Agenda

The Chairperson asks the secretary to present the proposed agenda to the Council. The proposed agenda once presented may be subject to changes or modifications if necessary. The Chairperson shall consequent upon this, invite a member to move for the adoption and acceptance of the proposed agenda. A member shall second the motion for its acceptance.

10.3.5 Disclosure of Interest

The Chairperson shall at the meeting, request members to disclose any conflict of interest concerning the agenda to be discussed. A member shall recuse himself or herself from an item under discussion for which he or she has a direct or indirect interest.

10.3.6 Reading and correction of previous minutes

The Chairperson shall call on members for the minutes of the previous meeting(s) to be read. The minutes read may be subject to corrections and amendments. Following this, the Chairperson shall invite a member to move for the acceptance of the minutes as a true reflection of proceedings for the previous meeting(s). The motion for the acceptance shall have a seconder by a member.

10.3.7 Matters arising from previous minutes

The Chairperson shall proceed to invite the Vice-Chancellor or a person deemed to have direct requisite information about a particular subject under consideration to update members on matters arising from the previous minutes with regard to the status of implementation of the decisions and resolutions of the Council. The Chairperson, having regard to the updates, shall call on members to express concerns if any on the matters raised.

10.3.8 Main Business

The Chairperson shall accordingly move for the discussions of the main business of the day. The items to be discussed shall include but are not limited to the reports from the various sub-committees of the Council for consideration. The Vice-Chancellor or a person deemed to have direct requisite information about a particular subject under consideration may be called upon to present a report for the attention of the Council. Motions may be put to vote by the Chairperson on matters of importance in instances where collective consensus is reached by members. In all motions, a mover and a seconder shall be required. A motion once debated, passed, and agreed, shall then form part of the resolutions of the Council.

10.3.9 Any other Business

The Chairperson after exhausting the main business of the day, shall without hesitations call for the discussions on any other business relevant and worth the Council's attention, consideration, and interventions. The Chairperson may suspend discussions on any particular matter he/she considers inappropriate at any time for any stated good course.

10.3.10 Adjournment of sitting

At any time prior to the stated time for concluding a sitting, a member may move for the adjournment of the meeting which shall be seconded by another member. The Chairperson may suspend the sitting of the Council at any time for any stated good course.

10.3.11 Closure

The Chairperson shall formally bring the meeting to a close and request a person present to say a closing prayer. The date for the next Council meeting shall be communicated before the adjournment if determined already for the information of the members.

10.4 Maintenance of Attendance Register

A Register of Attendance shall be kept and maintained by the secretary to the Council. The Register shall contain all the names of members present and absent with or without apologies. It shall be the duty of every member present at the

meeting to sign or append his or her signature to his name in the Register. The register shall contain the titles of the names of members.

10.5 Establishment of Committees

The Council may establish standing or ad-hoc committees, made up of members and non-members of the Council, and assign the Committees functions that the Council considers appropriate. The Council shall on a quarterly basis, receive sub-committee reports of standing committees and be fully furnished with all ad-hoc committee reports as and when necessary. The reports of the sub-committees of the Council are not binding unless it has been brought in whole or part to the attention of the Council members present at a meeting for consideration and approval.

10.6 Point of Order

When a member notices a violation of a rule, the rule can be called out without waiting for the Chairperson to recognize the member who questions it. In such a situation, the member calls out, 'Point of Order' to the Chairperson. The Chairperson is bound to listen to the complaint and make a ruling on whether there is a violation or not for any stated good course.

Point of Order shall not be open to appeal or debate and shall not be reviewed by the Council unless there is substantive evidence in a clear breach of violation in which case a member states 'I appeal the decision of the Chairperson and offers evidence seconded by a member. The Chairperson shall reconsider ruling upon the admissibility of the evidence offered.

10.7 Addressing Members of the Council

Members of the Council shall be referred to by their titles and shall also be referred to by the names of offices held by them on Council. Members of the Council shall collectively be addressed as 'Honorable Council Members or Council Members'. The Chairperson of Council shall also be addressed appropriately as 'Mr. Chairperson or Madam Chairperson'.

10.8 Motions

A motion is a proposal put forth at the meeting for consideration and approval by members. Once approved, it becomes a resolution that shall form part of the

minutes and the proceedings of the Council. All motions must be addressed to the Chairperson of Council, moved and seconded by a member, if necessary. Point of order shall not require a seconder for the business of the Council.

10.9 Order in the meetings of the Council

The Chairperson shall be responsible for the observance of order in the meetings and of the rules of debate, and his decision upon any. Any Member deviating from these rules may be immediately called to order by the Chairperson or by any other member raising a point of order in accordance with these rules.

The Chairperson having called the attention of the House to the conduct of a member who persists in irrelevance or tedious repetition either of his arguments or of the arguments used by other members in debate, may direct the member to discontinue his speech.

The Chairperson may order a member whose conduct is grossly disorderly to withdraw immediately from the sitting during the remainder of that day's sitting, and the Secretary shall act on such orders as he may receive from the Chairperson in pursuance of the provisions of this paragraph. But if on any occasion the Chairperson deems that his powers under the previous provisions of this paragraph are inadequate, he may name such Member or Members.

10.10 Disregard of the Chairperson's Authority

Whenever a member is named by the Chairperson for the commission of the offense of disregarding the authority of the Chairperson, or of persistently and willfully obstructing the business of the sitting, by abusing the rules of the meeting or otherwise, he/she shall be deemed to be suspended forthwith from the service on Council from four consecutive sitting days excluding the first day of the incidence. A member suspended shall lose all privileges due him or her during the period of suspension.

The Chairperson shall call the attention of the Council to the fact that recourse to force is necessary in order to compel obedience to his direction, and such a Member shall accordingly be forcibly ejected from the sitting if necessary.

In the case of grave disorder arising in the sitting, the Chairperson may, if he/she thinks it necessary to do so, adjourn the sitting without question put, or suspend the sitting till a time to be named by him.

10.11 Meeting Schedule

The Council shall develop a meeting schedule that includes the dates, location, and proposed agenda items for each meeting for the forthcoming year.

10.12 Notice of Meetings

Notice of a meeting of the council other than an emergency meeting or special meeting and the business to be transacted thereat shall be given in writing to each member of the Council by the Registrar not later than seven (7) days before the date fixed for such a meeting. The relevant documents to be considered at such a meeting, shall also accompany and be circulated to members not later than seven (7) days prior to the day of the meeting.

10.13 Sitting of Council:

10.13.1 Constitution of a sitting

A sitting of the Council is duly constituted when it is presided over by the Chairperson or any member competent to preside over a sitting of the Council.

10.13.2 Days of meeting

The Council may sit on any day for its regular, emergency or special meetings other than Saturdays and Sundays to transact its official business. Council shall meet on either Monday, Tuesday, Wednesday, Thursday, or Friday excluding public holidays.

10.13.3 Council Retreats

Depending on the lists of items on an agenda and the substantive merits of the issues to be discussed at a meeting, the Council may arrange and organize retreats within or outside the precincts of Accra to consider such issues of importance to the Council. Council sittings may be held on Saturdays or Sundays if agreed by the Chairperson and members for their retreats.

10.13.4 Prescribed duration of a sitting

Sittings shall, subject to the direction of the Chairperson, ordinarily commence at ten o'clock in the forenoon and shall ordinarily conclude at a period not exceeding four hours of a sitting.

10.13.5 Extension of a sitting

Notwithstanding paragraph (10.13.4), the Chairperson may, having regard to the state of business of Council, direct that sittings be held outside the prescribed duration but not equivalent to an hour of extension.

10.13.6 Extension of a sitting equivalent to an hour or more

An hour extension of a sitting or more beyond the prescribed duration shall constitute another sitting of the Council for the dispatch of its business. This shall be deemed manifestly equipollent to the ordinarily prescribed sitting duration.

10.14 Quorum

The quorum of Council meetings shall be eight (8) members. If at the time of the sitting, a member takes notice or objection that those present do not form a quorum and after twenty minutes a quorum is not constituted, the person presiding shall adjourn the meeting without questions until the next sitting day.

10.15 Secretariat

The Council shall through the Office of the Registrar, appoint a person(s) to support the administrative processes of the conduct of Council business. Such administrative officers shall not receive equal entitlements as members of the council. The allowance paid to such officers shall be abated by one-half of the Council member's rate. The Council shall be provided with security during its sittings by the University.

10.16 Induction/Oath

The Minister of Education/Chairperson of Council shall facilitate and ensure that new members of the Council are inducted and admitted into office. It shall be the

duty of the Chairperson to ensure that new members receive orientation and relevant information to assist them in the discharge of their roles and responsibilities.

Prior to the assumption of office, members of the Council shall swear the oath of office and secrecy as prescribed in the GCTU Act and Statutes. The oath shall be administered by the Minister of Education or Chairperson of Council.

10.17 Language

The proceedings of the Council shall be conducted in the English Language, except that a member may exercise the option to address the Council in any other Ghanaian language provided facilities exist in the meeting for its interpretation. A member opting to speak must first put his/her hand up and catch the eye of the Chairperson and may be permitted to speak by the Chairperson. A member may speak more than once at any sitting unless there is a contrary to do so from the Chairperson. A member may also opt to speak while sitting or standing.

10.17.1 Use of decorous language

In all cases, members shall exercise decorum in speech and conduct. A member who uses abusive words may be asked by the Chairperson of Council to withdraw and render an apology to the member affected forthwith and shall be complied with as directed by the Chairperson. Failure to act so will constitute a disregard of the Chairperson's authority and shall be treated in line with (10.10) above.

10.18 Questions and clarifications at meetings

Members may opt to seek clarifications and answers to specific and related questions at Council meetings. The Chairperson shall be the sole judge of the admissibility of a question. The Chairperson shall limit and moderate the number of questions asked by members on a particular subject by the use of discretionary powers conferred on him or her. Questions admitted may form part of the resolutions of the Council.

10.19 Funding/Remuneration

10.19.1 Funding Source

The Council shall be funded from the annual estimates of the University approved by the Parliament of Ghana.

10.19.2 Sitting Allowances

The Council members shall receive sitting allowances for each sitting of the Council as approved by the Minister responsible for Finance. No monthly remuneration or salaries whatsoever shall be paid to the members of the Council by virtue of their representations on Council. However, expenses incurred necessarily, wholly and exclusively by a member in the discharge of Council business shall be borne by the University.

10.19.3 End of Service Recognition

Members of the Council and other non-voting members of the Council shall be appropriately recognized pecuniary for their service contributions in shaping the strategic directions of the University as and when there is a dissolution of the Council or a member's tenure expires. The cash benefits paid to such members and non-voting members shall be determined by the sitting or next Council. Citations of recognition, plaques and other prizes may be offered in addition to the cash benefits.

10.20 Members in Attendance

The Pro Vice-Chancellor, Director of Finance and Director of Internal Audit, and any other person that the Council may determine from time to time, shall be in attendance at meetings of Council. Members in attendance shall not have voting rights but shall be entitled to the same privileges as appointed members of the Council.

10.21 Co-opted members of Council

In the performance of its functions, the Council may co-opt management personnel within or outside the University to attend and participate in its proceedings. Co-opted members are to support the Council in the discharge of its functions. Co-opted members shall not have voting rights but shall be entitled to the same privileges as appointed members of the Council.

10.22 Voting

All objections to motions arising at any meeting of the Council shall be decided by a simple majority of the members present and voting, and the person presiding shall have an original and a casting vote. Voting shall be by 'show of hands' in which members for or against a motion shall be permitted to raise their hands for counting to be done smoothly. Proxy votes shall not be allowed on Council.

Counting shall be by the "plurality voting system" where the candidate or option with the highest number of votes is declared the winner or the preferred option.

The names of members in abstention shall be recorded in the minutes and proceedings of the Council.

10.23 Petitions to Council

A member of the University community may petition the Council at any time. A petition must contain a prayer at the end of it stating the general object of the petitioner(s) or the nature of the relief asked for. A petition must be signed or thumb-printed and marked by at least one person. A person signing a petition must write his address after his signature. A petition must be written in the English language or be accompanied by a translation certified to be correct by the Member who presents it. A petition must be signed by the parties whose names are appended to it by their names or marks. No erasures or interlineations may be made in any petition. A Petition must be respectful, decorous and temperate in language. The petition must be addressed to the Chairperson of the Council through the Vice-Chancellor, Ghana Communication Technology University and a copy to the Secretary of Council.

The council may proceed to direct the secretary to respond in writing acknowledging receipt of the petition to the petitioner(s). The petitioner(s) may be called upon to aid in the provision of evidence and information that will assist the Council in attending to the issue. Petitions may be rejected with or without reasons to the Petitioner(s).

11. 0 MAINTAINING DISTINCTION BETWEEN GOVERNANCE AND OPERATIONAL MANAGEMENT

In order for Council and Senior Management to perform their respective roles effectively and not to usurp the authorities of each other, both Council and Management need to maintain a clear distinction between governance and operational management.

The governance role provides overall vision, direction, and strategy. Therefore, it establishes the framework or methods of working, and what areas to focus on. Governance is also accountable for compliance.

Management on the other hand is concerned with the day-to-day operations of the University. It is therefore responsible for planning, organising, leading and controlling. Management's decisions should take cognisance of the organisation's goals, set by Council.

Council thus, shall direct the strategic planning and have oversight responsibility for its development, while Management will concern itself with the implementation of the outlined strategic goals.

It shall set the broad strategic framework within which the Vice-Chancellor and the Senior University Administrators can operate. The governing body shall not be involved in the minutiae of management and shall confine itself to strategic and policy issues.

The governing body shall distinguish between its governance role and the responsibilities of Management and shall focus on mission, planning policy, and performance assessment.

Management on the other hand, shall be mindful of its limits with respect to strategic decisions that exceeds the scope of its powers.

11.1 Raising Concerns

Unless there are strong and valid reasons to the contrary, members shall:

- (i) express concerns in writing to the Chairperson of Council about decisions or actions by Council or Management which appear contrary to the code of conduct established in this document and any other relevant legislations and do so as soon as those concerns arise;
- (ii) approach the Chairperson if at any time they believe that the information provided to Council is insufficient to enable it to fulfil its responsibilities effectively;

- (iii) No member should suffer any form of victimisation for expressing their views in their capacity as members.

12.0 RESOLUTION OF DIFFICULTIES

If Council members have difficulty in complying with this Code, or believe that Council is proposing to act improperly, they should raise the issue with the Chairperson of Council to be tabled for discussion at a Council meeting. However, if other members of the University community have issues with the conduct of Council or Management with respect to adhering to the terms established in this code, they may approach the Vice-Chancellor or the Registrar who will review and advise on its resolution.

13.0 ANNUAL DISCLOSURE FORM FOR COUNCIL MEMBERS

Each Council member will be required to complete a Disclosure of Interest form upon his or her appointment or re-appointment to Council and annually thereafter (Appendices A and B)

APPENDIX A

DISCLOSURE OF INTEREST FORM

Category of Interest	Please indicate the nature and extent of each interest
All directorships/membership of listed companies or entities that may have dealings with the University	
Any other directorships or employment affiliations that place demands on your time (i.e., that could detract unreasonably from the time you have available to allocate to the University's affairs)	
All substantial shareholdings in other companies with which the University transacts	
Other interests that may be relevant (e.g. A member's spouse's or other close associates' interests)	

APPENDIX B

CONFLICT OF INTEREST DECLARATION

I understand that it is my obligation to disclose a conflict of interest to the Chairperson, and Secretary to the Council when a real, perceived or potential conflict arises, and that for transactions in which I have a conflict. I will abstain from any decision or vote on the matter involving the conflict(s).

Signature:.....Date:.....

Print Name:.....

APPENDIX C
COUNCIL AND COMMITTEE ATTENDANCE

Council Members		Council (including emergency meetings)	Audit	Remuneration and Nominations	Social and Ethics	Finance
No	Name	Number of Meetings				
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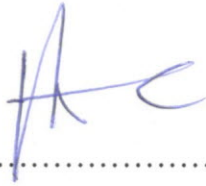
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Authorisation

Prof. Kofi Awusabo-Asare

Prof. Emmanuel Ohene Afoakwa



.....
(Chairman of Council)

.....
(Vice-Chancellor)

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