



**UNIVERSITY OF DAR ES SALAAM
DAR ES SALAAM UNIVERSITY COLLEGE OF EDUCATION (DUCE)**

GOVERNING BOARD CHARTER

OCTOBER, 2019

THE GOVERNING BOARD CHARTER FOR THE DAR ES SALAAM UNIVERSITY COLLGE OF EDUCATION

EXECUTIVE SUMMARY

Dar es Salaam University College of Education (DUCHE) was established on 1st September 2005 as a Constituent College of the University of Dar es Salaam with the main objectives of undertaking teaching, research and consultancy activities in the education sector. The Governing Board was established as a supreme policy making and supervisory organ of the College by the Universities Act, 2005 and University of Dar es Salaam Charter 2007, Dar es Salaam University College of Education Charter 2010, and other applicable laws directives and guidelines issued from time to time by the Government. The College Charter defines the Board's roles and responsibilities and establishes its functions and structures in order for its members to carry out their strategic oversight function. In particular, the Charter provides the Board with an opportunity to oversee the implementation of the College strategic and operational plans in line with College mission and vision. The proceedings of the Governing Board are regulated under the Third Schedule of the College Charter 2010.

In 2015, the Treasury Registrar issued guidelines for establishment of Board Charter for public institutions, with an objective to have uniform rules for conducting the business of different Boards. As a public institution, DUCHE is bound to adopt the guidelines in line with the College Charter and other applicable laws, regulations and practises. In adoption of the Treasury Registrar's guidelines, the principles and policies contained in the Governing Board Charter will be applicable and bind together with the existing rules, guidelines and laws.

In adopting the directive of the Treasury Registrar, the College Management appointed a team of experts to develop the College Governing Board Charter in line with the Guidelines provided. In carrying out the exercise, apart from the guidelines issued by the Treasury Registrar, the team also consulted different documents such as UDSM Charter 2007, the University of Dar es Salaam Rules of the Council 3rd Edition (August 2007), MUCE Charter 2009, DUCHE Charter 2010, , and best practices for conducting a business of a similar organs.

The Governing Board Charter is divided into seven parts.

Part I deals with preliminary provisions including citation and interpretations.

Part II comprises of Articles 3 to 7, which contains provisions on the establishment, roles, composition and tenure of the Governing Board.

Part III consists of Articles 8 to 11, which provide for roles of the Board Chairperson, Chief Executive Officer of the College and the Board Secretary.

Part IV consists of Articles 12 to 17, which describe Governing Board and its committees' meetings, agenda, quorum, conduct of meeting, voting and minutes.

Part V consists of Article 18 which provides for reporting responsibilities and communication with stakeholders.

Part VI consists of Articles 19 to 26 that provide for Governing Board committees including College Academic Committee (CAC), Appointment and Human Resources Management Committee (APC), Estates Committee (EC), Students Affairs Committee (SAC), Funding Promotion Committee (FPC), Audit Committee (AC) and Information and Communication Technology (ICT) Steering Committee.

Part VII consists of Articles 27 to 35 that provide for other matters such as Removal of Board Members, Seal of the College, Remuneration and Entitlement of Board Members, Relationship between the Board and College Management, Independence and Declaration of Conflict of Interest, Independent External Advice, Board Training, Assessment and Evaluation of the Board's Performance and Review of College Board Charter.

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THE DAR ES SALAAM UNIVERSITY COLLEGE OF EDUCATION GOVERNING BOARD CHARTER, 2019

WHEREAS the Dar es Salaam University College of Education Charter 2010 established the Governing Board as a supreme policy making and supervisory Board of the College. The Board is expected to provide strategic direction, exercise control and remain accountable through effective leadership, enterprise, integrity and good judgment.

AND WHEREAS the Charter defines the Board's roles and responsibilities as well as functions and structures in order to support its members to carry out their strategic oversight function.

AND WHEREAS in 2015, the Treasury Registrar issued guidelines for the establishment of Board Charters for Public and Statutory Corporations as complementary to the existing laws and regulations applicable to the College Governing Board business. In particular, the principles and policies contained in the Charter are in addition to and are not intended to change or interpret any statute, law or regulation.

NOW THEREFORE, the Dar es Salaam University College of Education Board Charter is hereby proclaimed.

PART I PRELIMINARY PROVISIONS

Citation, application and effective date	1.	<ol style="list-style-type: none">(1) This Board Charter may be cited as the Dar es Salaam University College of Education Governing Board Charter 2019.(2) This Board Charter shall come into force after approval by the Treasury Registrar upon endorsement by the College Governing Board.(3) Where the application of any of these regulations is at variance with the terms and spirit of any law, UDSM Charter 2007, DUCE Charter 2010 and other instruments established by the Government, the interpretation of such other laws and instruments shall prevail.
Interpretation	2.	<p>In this Charter unless the context otherwise requires:</p> <p>“Board” means the Dar es Salaam University College of Education Governing Board</p> <p>“College” means the Dar es Salaam University College of Education</p>

“Committee” means Committees of the College Governing Board of the Dar es Salaam University College of Education

“Council” means the Council of the University of Dar es Salaam

“DUCE Charter” means the Dar es Salaam University College of Education Charter, 2010

“Gender and number” in any written words importing the masculine gender include the feminine, words importing the feminine gender include the masculine and words in singular number include the plural and words in singular include plural.

“Meeting” means a duly convened, held and conducted Meeting of the Board or any Committee thereof.

“Minutes” means a formal written record, in physical or electronic form, of the proceedings of a Meeting.

“Principal” means Principal of the Dar es Salaam University College of Education

“Quorum” means the minimum number of Board or its committee members whose presence is necessary for holding a Meeting.

“Registrar” means Treasury Registrar of the Government of Tanzania

“Regulations” means regulations made under the Dar es Salaam University College of Education Charter 2010

“Schedule” means an appendix to the Dar es Salaam University College of Education Charter 2010

“Senate” means the Senate of the University of Dar es Salaam

“The Act” means the Universities Act, 2005

“The Charter” means the Dar es Salaam University College of Education Governing Board Charter, 2019.

“UDSM Charter” means the University of Dar es Salaam Charter, 2007

“University” means the University of Dar es Salaam

PART II

ESTABLISHMENT, ROLES, COMPOSITION AND TENURE OF THE GOVERNING BOARD

<p>Establishment of Dar es Salaam University College of Education</p> <p><i>DUCE Charter, 2010 Article 5</i></p>	<p>3.</p> <p>(1) The College shall be a body corporate with the Common Seal by the name and style of the Dar es Salaam University College of Education and shall in the corporate name be capable of:-</p> <ul style="list-style-type: none">(a) Suing and being sued;(b) Taking, purchasing or otherwise acquiring, holding, charging, leasing, licensing the use of, hiring and hiring out and disposing any movable and immovable property;(c) Borrowing such sums as it may require for its purposes;(d) Investing in land, debenture stocks, preferential shares, units in unit trusts and other securities but not to invest in the equity of any company, other than a company in which the College has 95% or more share interest and established for the execution of any of the functions of the College, without specific approval of the Council;(e) Doing or performing all such other things or acts as are necessary for the proper performance of its functions under, and for the furtherance of the provisions of, the Charter and which may lawfully be done or performed by a body corporate.
<p>Establishment of the Governing Board</p> <p><i>DUCE Charter, 2010 Article 19</i></p>	<p>4.</p> <p>(1) There shall be a Governing Board of the College which shall, subject to the Act and the Regulations made thereunder, the University of Dar es Salaam Charter and the Rules contained in the First and Third Schedules of the Charter hereto:</p> <ul style="list-style-type: none">(a) be the governing board and principal policy-making organ of the College, including the campus, affiliated or adopted institutes, schools, centres and directorates and associate colleges and institutes, schools, centres and directorates of the College;(b) have custody and use of the Common Seal;(c) be responsible for the management and administration of the College revenue and other properties both movable and immovable; and(d) subject to the powers of the Senate and the College Academic Committee provided in the Act and the Regulations thereunder, the UDSM Charter and the Rules made thereunder, the Charter and the Rules contained in the First Schedule of the DUCE Charter, have general control over the

	<p>conduct of the affairs of the College with power to manage all matters not provided otherwise by the Charter or by the Rules contained in the Schedules.</p> <p>(2) The Board shall be answerable to the Council through the Senate for general academic-related matters, including appointment of Professors and Associate Professors and passing of Rules and By-laws.</p>
<p>Roles of the Governing Board</p> <p><i>DUCE Charter (2010), 1st Schedule Rule 11 (1), (2) and (3)</i></p>	<p>5. (1) The Board shall be the principal policy making body of the College.</p> <p>(2) The governance and control of the College shall be vested in the Board.</p> <p>(3) To exercise the following powers:</p> <ul style="list-style-type: none"> (a) To administer the properties of the College, both movable and immovable; (b) To administer funds, investments and other assets of the College in such manner and for such purposes as will, in its opinion, promote the best interests of the College; (c) To approve College annual and supplementary estimates; (d) To signify the acts of the College by use of the Common Seal; (e) On behalf of the College, to receive gifts, donations, grants, endowments or other monies and to make disbursements thereof to the College schools, faculties, institutes, library, directorates, centres, or to other persons or bodies; (f) To appoint, set the terms and conditions of services or terminate the appointment of officers and other employees of the College. This power shall not include the Principal or Deputy Principal(s); (g) To provide for the welfare of students of the College; (h) To establish or appoint Committees and Boards for the proper and better carrying out of its functions; (i) To define the rights, obligations and privileges of the members of the College; (j) To establish schools, faculties, institutes, libraries, centres or directorates and other bodies and to disestablish any unit subject to the provisions of the Universities Act and any other applicable written law; (k) To make Rules, and approve By-laws for the proper management of the College affairs and interests; and the management of the College affairs and interests; and the

better carrying out of the provisions of the DUCE Charter and its Rules;

- (l) To establish Boards, committees and sub-committees as may be deemed necessary and delegate any of its functions to any such organs for the efficient discharge thereof;
- (m) To recommend to Council through Senate the appointment or promotion of Deans of Schools and Faculties, Directors of Institutes, the Library, Centres, Directorates, and promotion of academic staff to professional ranks on the advice of the Appointments and Human Resource Management Committee, and;
- (n) To do all such other acts and things as are or may be provided for in the Universities Act, the UDSM Charter and DUCE Charter or as may be prescribed.

The
Composition of
the Governing
Board

*(DUCE Charter
(2010), 1st
Schedule Rule
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6. (1) The membership of the Governing Board shall include:

- (a) The Vice-Chancellor of the University of Dar es Salaam who shall be the Chairperson;
- (b) The Principal, as an *ex-officio* member;
- (c) A representative of the President's Office - Regional Administration and Local Government (PO-RALG) responsible for secondary schools;
- (d) One member of the Council of the University of Dar es Salaam who shall be elected by the Council from amongst its members;
- (e) One member of the Senate of the University of Dar es Salaam who shall be elected by members of the Senate;
- (f) One member who shall be elected by the Students' Organisation from amongst its members;
- (g) One member who shall be elected by the College Academic Committee from amongst its members;
- (h) A representative of the Ministry responsible for higher education;
- (i) One representative of the Workers' Union at College who should be an administrative staff;
- (j) Principal of an accredited public Constituent University College, and;
- (k) One representative of the academic staff association.

(2) Subject to the provisions of the Act and the DUCE Charter,

with exception of a member representing Students Organisation and trade union, minimum qualifications required for one to be appointed as a Board Member is a degree;

- (3) The process of recommending new Board Members should start at least six (6) months before the expiry of the tenure of existing Board Members;
- (4) The age of a Board Member should not exceed 70 years;
- (5) The names of proposed Board Members should be submitted to the Treasury Registrar's Office in order to verify the following:
 - i. If the proposed member is also a member in several Boards, ;
 - ii. If the proposed member possesses the relevant skills and experience, and
 - iii. For proper record keeping,;
- (6) Appointing authority for the members of the Governing Board shall be the Chancellor of the University of Dar es Salaam.

Tenure	7.	<ul style="list-style-type: none">(1) The Chairperson of the Governing Board shall hold office for a period of four years from the date of his appointment.(2) The term of office for all members of the Board, other than the Chairperson and the <i>ex-officio</i> member, shall be three years and all such members shall retire on the last day of June of the third year; and, on the last day of June of every third year, their places shall be filled by the newly appointed members who shall come into office immediately upon such retirement: Provided that-<ul style="list-style-type: none">(a) Nothing shall be construed as preventing any person otherwise eligible to be appointed or elected as a member from being re-appointed or, as the case may be, re-elected for another term of office;(b) In the case of a member of the National Assembly, he ceases to be a member of the National Assembly;(c) In the case of a member nominated by the Students' Organization, he shall cease to hold office as prescribed in their constitution;(d) In the case of a member nominated by the academic staff association or trade union, he shall cease to hold office as prescribed in their constitution, and;(e) The members of the Board are eligible for re-appointment for a further term or further terms of three years each.
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*DUCE Charter
(2010) 3rd
Schedule Rule
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PART III

ROLES OF THE BOARD CHAIRPERSON, CHIEF EXECUTIVE OFFICER AND BOARD SECRETARY

Roles and Responsibilities of the Board Chairperson	8.	<p>The roles and responsibilities of the Chairperson:</p> <p>(1) The Chairperson is responsible for leadership of the Board and ensuring its effectiveness on all aspects of its role.</p> <p>(2) He is responsible for setting the Board's agenda and ensuring adequate time is available for discussion of all agenda items and in particular strategic issues.</p> <p>(3) He is required to secure good corporate governance by ensuring that the Board is in control of affairs of the College. This requires the Chairperson to lead the Board and manage all its business properly and effectively.</p> <p>(4) The Chairperson shall preside at all meetings of the Governing Board as follows:</p> <ul style="list-style-type: none">(a) Declare the opening and closing of meeting;(b) Direct discussions;(c) Ensure observance of the rules of procedures;(d) Accord the right to speak;(e) Rule on points of order;(f) Put questions to the vote;(g) Announce decisions;(h) Have the right to take part in the discussion, and;(i) Exercise all other functions given to him by the Act. <p>(5) In the absence of both the Chairperson and the Vice-Chairperson at any meeting of the Board, the members present may, from amongst themselves, elect a temporary Chairperson who shall preside at that meeting.</p> <p>(6) The Chairperson, Vice-Chairperson or temporary Chairperson presiding at any meeting of the Board, shall have a vote and, in the event of any equality of votes, shall have a casting vote in addition to his deliberative vote.</p> <p>(1) The Governing Board shall elect one of its members to be the Vice-Chairperson and any member elected as Vice-Chairperson shall, subject to his continuing to be a member, hold office of Vice-Chairperson for a term of one year from the date of his election, and shall be eligible to be re-elected.</p> <p>(2) Where at any meeting of the Board, the Chairperson is absent, the Vice-Chairperson shall preside.</p>
The Vice-Chairperson	9.	<p><i>DUCE Charter, (2010) 3rd Schedule Rule 4</i></p>

Chief Executive Officer	10.	The Principal as the Chief Executive Officer of the College and <i>ex-officio</i> Board member with no voting rights has the following roles: (1) Running the operations of the College on a daily basis. (2) Executing strategies and plans of the College under the direction of the Board. (3) Leading the Management and employees. (4) During the Board meetings the Principal shall present the College activities as well as outcomes to the Board for deliberations.
Secretary of the Governing Board	11.	(1) The Governing Board shall appoint an appropriate officer to be the Secretary of the Governing Board from amongst the names submitted by the Principal. The Secretary shall have no voting rights. (2) The Governing Board, on the recommendation of the Principal, may also appoint such number of officers to assist the Secretary as the Governing Board may consider necessary. (3) The primary role of Board Secretary is to ensure that Board procedures are followed. (4) All Board members should have access to the advice and services of the Board secretary who is responsible to the Board for ensuring that Board procedures are complied with. (5) The Board Secretary shall be responsible for: c <ul style="list-style-type: none"> a. Convening Board meetings in consultation with the Board Chairperson. b. Taking minutes and keeping records of the Board meetings. c. Keeping in safe custody the Common Seal and a record of its usage. d. Ensuring Board compliance with laws, regulations and any Government directives and circulars in relation to governance.
<i>DUCE Charter, 2019 (2010) 1st Schedule Rule 12</i>		

PART IV **CONDUCT OF MEETINGS**

Meetings	12.	(1) The Governing Board shall meet not less than four times during every financial year and at such additional times as may be fixed by the Chairperson or, if he is absent from the United Republic
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or unable for any reason to act, the Vice-Chairperson shall, at the request of at least six members, convene a meeting of the Governing Board within thirty days of such requests being made to him in writing.

- (2) The Secretary of the Governing Board shall give to each member not less than fourteen days' notice of the time and place of any such meeting.
- (3) All questions at a meeting of the Board shall be decided by a majority of votes of the members present at the meeting.
- (4) If any member fails or refuses to vote on any question, his/her vote shall be counted in the negative.
- (5) Decisions of Board will normally be taken by consensus or if the situations demands, by voting during the meeting.
- (6) When a member of the Board is not satisfied with the decision taken on the basis of the views of the majority, one can request the Chairperson to allow him to express his reservations or the reasons why he is not supportive of the majority views and request that such reservations be recorded which the Chairperson will so accede.
- (7) If no such reservations are expressed, then the decision adopted will normally be taken as Board decision supported by all members present.
- (8) Decisions may be made by the Governing Board without a meeting by circulation of the relevant papers among the members and the expression of the views of the majority thereof in writing. The relevant papers may be transmitted physically in hardcopy form or through postal or by e-mail or by any other recognized electronic means. Any member shall be entitled to require that any such decision is deferred and the subject matter be considered at a meeting of the Governing Board.
- (9) The Board may invite any person outside the Board with relevant expertise on particular issue under discussion to take part in any deliberations without voting rights.
- (10) Board members must keep confidential all information pertaining to matters dealt with by the Board. This includes Board meeting minutes, agenda, reports to the Board and associated documents and information contained in those documents. The obligation to maintain confidentiality continues to apply even after a member has left the Board.

Quorum

(11) No act or proceedings of the Governing Board shall be invalid by reason only of the required number of the members not being complete or the quorum for the proceedings not being realized at the time of such act or proceedings or of any defect in the appointment of any member of the Board or the fact that any member of the Board was at the time in question disqualified or disentitled to act as such.

Agenda

13. (1) The Secretary to the Governing Board in collaboration with the Chairperson, Principal and Deputy Principals shall prepare the agenda, which shall be dispatched together with notice of the meeting to all members of the Board not less than 10 days before the meeting.
(2) The Secretary to the Governing Board shall dispatch documents for the meeting to all members of the Board not less than 5 days before the meeting.
(3) The Board shall adopt its agenda at the beginning of each session.
(4) The Board may amend, delete or add new items to the agenda

14. (1) At any meeting of the Board or a Committee, not less than one-third of the members shall constitute a quorum.

(2) If a quorum is not present within half an hour of the time appointed for the meeting, the members present, or the majority of them, or any one member or if only one is present or the Secretary if no member is present, may adjourn the meeting to any time not later than fourteen days from the adjournment.

(3) In case a member is unable to attend a meeting he shall inform the Secretary of the Board or the committee as the case may be, before the date of the meeting explaining the reason for not attending and the secretary upon receiving such information shall communicate the same to the Chairperson. When a chairperson considers the reason given is insufficient shall record the absence, in case the chairperson finds the reasons given are sufficient shall record such apology.

(4) Any member entitled to attend and vote at a meeting of the Board or a committee as the case may be, shall be entitled to appoint another person, from the same representing unit or institution with similar qualification with that of the member as his proxy to attend

		and vote instead of him, and the proxy appointed to attend and vote shall have the same rights as those of the appointing member to speak at the meeting. Provided that the appointment of proxy shall be submitted for approval by the chairperson of the Board or Committee as the case may be. .
Conduct of Meeting	15.	<p>(1) No one may address the Board without having previously obtained permission of the Chairperson.</p> <p>(2) The Chairperson may call a speaker to order if his or her remarks are not relevant to the subject under discussion.</p> <p>(3) Attendants representing the Management will be allowed to speak only when required to elaborate, explain or give additional information on a point raised by the Management. An invitee of the Management will not be expected to give views contradicting or opposed to those presented by the Management. It is expected that such differences will be resolved at Management sittings. In a scenario such differences arise; the Board will consider the Management's position on the matter at hand.</p> <p>(4) A point of order is an interjection by a Member demanding the curtailment of an intervention or expression by another Member or any other participant allowed by the Chairperson to take the floor, for reasons of irrelevance or of being out of focus of being offensive or interruptive of the process of the discussion of the agenda item.</p> <p>(5) When a point of order is raised, the Chairperson shall on the spot allow the raiser to explain the point of order thus interrupting the person previously allowed by the Chairperson to speak.</p> <p>(6) The Chairperson will decide whether or not the claimed point of order is in fact a disorder.</p> <p>(7) The Chairperson shall have powers to temporarily suspend any member who deliberately violates the rules of the meeting.</p> <p>(8) An appeal may be made against the ruling of the Chairperson. It shall be put to the vote immediately and the Chairperson's ruling shall stand unless overruled by a majority of Members present and voted.</p> <p>(9) During the discussion of any matter, a Member may move the adjournment of the debate on the item under discussion. On moving the adjournment, a Member shall indicate whether he moves the adjournment, without assigning a day for a further meeting or to a particular time which he shall specify. Any such</p>
<i>UDSM Rules of Procedure of the Council 3rd Edition (August, 2007)</i>		

motion, if seconded, shall be put to the vote immediately and without discussion.

<p><i>Voting</i></p> <p><i>UDSM Rules of Procedure of the Council</i></p> <p><i>3rd Edition</i></p> <p><i>(August, 2007)</i></p>	<p>16. (1) Each member of the Board shall have one vote.</p> <p>(2) The Chairperson presiding at any meeting of the Board, shall have a vote and in the event of an equality of votes, shall have a casting vote in addition to his deliberative vote</p> <p>(3) Voting shall normally be by show of hands.</p> <p>(4) All elections and decisions relating to individuals shall be voted on by secret ballot.</p> <p>(5) Conduct of Voting by Secret Ballot:</p> <p>(a) Before the vote begins, the Chairperson shall appoint two tellers to scrutinize the votes cast.</p> <p>(b) When the counting of the votes is completed and the tellers have reported to the Chairperson, he shall announce the results of the ballot, bearing in mind that the voting will be recorded as follow:</p> <p>i) From the total number of the Members of the Board will be deducted: The number of Members absent, the number of blank ballot papers and the number of invalid ballot papers.</p> <p>ii) The remaining number will constitute the number of votes recorded. The simple majority rule will apply to that number.</p> <p>iii) Those receiving a number of votes in favour equal or superior to the simple majority required shall be declared elected.</p>
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Minutes 17. (1) Minutes of the Board or Committee meetings shall be drawn up for every meeting with resolutions highlighted therein.
 (2) Upon confirmation during the following meeting, the minutes should be signed by the Chairperson of the confirming meeting and added to the records of the College.
 (3) Substantial corrections to previous minutes will be recorded in the minutes of the meeting where the corrections are made and adopted by the Board members.
 (4) Urgent resolutions may be drawn up and signed immediately in the relevant meeting.
 (5) Generally, the Board delegates to the Principal the responsibility to implement the resolutions of the Board and Committees. The Principal may delegate some of these responsibilities to other senior management.
 (6) The Board is responsible for monitoring the implementation of the resolutions. Updates on resolutions of the Board shall be presented in the official meetings.

PART V **REPORTING RESPONSIBILITIES AND COMMUNICATION** **WITH STAKEHOLDERS**

Reporting Responsibilities and Communication with Stakeholders 18. All matters related to College affairs shall be communicated to the public by the Principal or other designated officials of the College.

Board Committees 19. (1) Subject to the provisions of DUCE Charter and the Rules, the Board may, from time to time, appoint such Committees, as it may deem necessary and, delegate to any such Committee any of its functions under the Charter and its Rules, upon such limitations or conditions as the Board may prescribe.
 (2) A Committee appointed shall be composed of such number of members with requisite skills and competences to discharge allocated responsibilities. However, in appointing members of a committee, members outside the Board may be co-opted as the Board may determine, subject to the provisions of the Charter and Rules. Provided that at least $\frac{1}{3}$ of the total membership shall

*DUCE Charter
 (2010) 1st
 Schedule Rule
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consist of women including at least one woman member of the Board.

- (3) The quorum necessary for the conduct of any business of any Committee appointed under this Rule shall be one third of the total members.
- (4) Where the Board establishes a Committee under this Rule, the Board shall elect one of its members to be the Chairperson of the Committee. Provided that in order to avoid conflict of interest, the Board Chairperson should not be a committee member except where provided otherwise by the Board.
- (5) Where at any meeting of a Committee established under this section, the Chairperson or the Vice Chairperson is absent, the members present may elect one of their members to be the Chairperson for that meeting.
- (6) For the purposes of this article, the Deputy Principals and the Secretary to Board shall be deemed to be members of the Board.
- (7) Representation on such committee may consist of the academic staff association, administrative staff association, the workers union or, as the case may be, the students' organization is necessary and, if necessary, provide for such representation.
- (8) To effectively discharge the mandate of the Board, the following shall be committees of the Board:
 - (a) College Academic Committee (CAC);
 - (b) Appointments and Human Resources Management Committee (APC);
 - (c) Audit Committee (AC);
 - (d) Funding Promotion Committee FPC);
 - (e) Estates Committee (EC);
 - (f) Students Affairs Committee (SAC), and;
 - (g) Information and Communication Technology (ICT) Steering Committee.
- (9) The Board remains collectively responsible for the decisions and actions taken by any committee. A committee may only perform the tasks delegated to it by the Board and may not exceed the authority or powers of the Board.
- (10) Meetings of the Committees shall be conducted prior to the meeting of the Board and matters discussed shall be reported to the Board meeting for further action.

20. (11) The committees may take independent professional advice as may be necessary for discharging its functions.

(1) The Composition of College Academic Committee shall be as follows:

- (a) Principal who shall be the Chairperson;
- (b) Deputy Principal responsible for academic affairs who shall be the Vice-Chairperson;
- (c) Deputy Principal responsible for Administration;
- (d) Dean Faculty of Science;
- (e) Dean Faculty of Education;
- (f) Dean Faculty of Humanities and Social Sciences;
- (g) Director of the College Library;
- (h) Coordinator of Undergraduate Studies;
- (i) One member of the Senate of the University of Dar es Salaam, who shall be elected by members of the Senate from amongst its members, and;
- (j) A representative of the Academic Staff Association.

(k) One member who shall be elected by the Students' Organisation from amongst its members

(2) The Coordinator for Undergraduate Studies shall serve as the Secretary to the Committee.

(3) The tenure of office of the members of the College Academic Committee shall be three years subject to a member's eligibility for reappointment for a further term or further terms of three years each.

(4) Where at any meeting of the Committee, the Chairperson is absent, the Vice-Chairperson shall preside.

(5) The College Academic Committee shall be the principal decision-making organ in respect of all academic matters of the College with the following functions:

- (a) To satisfy itself regarding the content and academic standard of any course of study offered within the College;
- (b) With the consent of the Governing Board in consultation with the Senate, to make By-laws:
 - i. Regarding the eligibility of persons for admission to courses for a degree, diploma, certificate or other award of the University;

- ii. With regard to the standard of proficiency to be attained in each examination for a degree, diploma, certificate or other award of the University; and
- iii. Regarding the carrying out of academic audits on a regular basis.

- (c) To recommend candidates for degrees, diploma, certificates or other awards of the University who attain standards of proficiency prescribed in the By-laws for the award of such degrees, or grant of such diplomas, certificates or other awards of the University;
- (d) To consider recommendations made to it by a Board of a school, faculty, institute, the Library, centre, or directorate, as the case may be, concerning existing courses or programmes and the establishment of new courses or programmes of study and their gender mainstreaming or any other academic matter, and to take such action thereon as it may consider appropriate;
- (e) To recommend approval of examination results to Governing Board/Senate;
- (f) To make proposals to the Governing Board on matters relating to the conduct of the College generally; and
- (g) To perform such other functions as are or may be conferred upon it by the relevant laws or by the Governing Board, Senate or the Council, as the case may be.

(6) The College Academic Committee shall have power to establish or appoint Boards and committees for the proper or better carrying out of its functions, and to disestablish any of such Boards or committees. Any committee established by the College Academic Committee shall be chaired by a member of the CAC unless decided otherwise by the CAC and may consist of such number of members including those who are not members of the CAC, but possess qualifications and experience which may promote the cause for which the committee is established as the Academic Committee may determine and such members shall be appointed by the CAC or otherwise decided by CAC:

- i. At least one third of the total number of members appointed to any such committee shall be appointed from amongst the members of the College Academic Committee or otherwise decided by CAC; and

21. (1) Composition of the Appointments and Human Resources Management Committee (APC) shall be as follows:

- (a) Principal, who shall be the Chairperson;
- (b) Deputy Principal responsible for administration, who shall be the Vice-Chairperson;
- (c) the Deputy Principal responsible for Academic Affairs;
- (d) A representative of the President's Office-Public Services Management;
- (e) One representative of the Academic Staff Association;
- (f) One representative of the Trade Union who should be an administrative staff, and;
- (g) One member of the College Governing Board who shall be elected by members of the Board.

(2) Where the APC meets to make or approve any appointment, the following persons shall be entitled to sit on the Committee as temporary members:

- (a) The Dean, if any, of a Faculty or School to which the appointment is to be made;
- (b) Where the appointment is to be made to a Department of a Faculty or School, the Head of such Department;
- (c) Where the appointment is to be made to an Institute, the Library, a Centre, a Directorate or Unit, the Director of the Institute, the Library, Centre or Directorate or the Head of the Unit; and
- (d) Two members appointed by the Principal from amongst persons who, in the opinion of the Principal, are adequately qualified or have enough experience in academic and administrative matters to enable them to assist in making a suitable appointment.

- (3) Manager Human Resources Management shall serve as the Secretary of the Committee and his office act as a secretariat to the meeting.
- (4) Members of APC shall hold office for three years.
- (5) Where at any meeting of the Committee, the Chairperson is absent, the Vice-Chairperson shall preside.
- (6) The APC is responsible for the handling of appointments and related matters concerning both academic and administrative staff of the College. Except for appointment of Professors and Associate Professors which shall be referred to Council for approval, all other academic and administrative appointments shall be made or approved by the APC. It shall also carry out any other function conferred to it by the Governing Board.

Estates Committee composition, tenure and functions	<p>22.</p> <ul style="list-style-type: none"> (1) Composition of Estates Committee shall be as follows: <ul style="list-style-type: none"> (a) Appointee of the Governing Board who will be the Chairperson (b) Principal; (c) Deputy Principal responsible for Administration (d) Deputy Principal responsible for Academic affairs (e) An Engineer/Architect from Local Government Authority of the Municipality where the College is located; (f) An Engineer/Architect from any organization outside the College, and; (g) Valuer/Surveyor from any organization outside the College. (2) Estates Manager shall serve as the Secretary to the Committee and his department serves as secretariat. (3) The tenure of the Estates Committee members shall be three years renewable in accordance with the tenure of the Governing Board. (8) Where at any meeting of the Committee the Chairperson is absent the Vice-Chairperson shall preside. (4) Estates Committee shall have the following : <ul style="list-style-type: none"> (a) Oversee the need to acquire land/buildings or hire land/buildings for the College; (b) Oversee acquisition and allocation of houses for DUCE staff; (c) Cause preparation or review of DUCE land master plan;
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- (d) Oversee and ensure proper implementation of physical development projects;
- (e) Scrutinize and endorse property development projects proposals for tendering process;
- (f) Advise the College on rational use of available space;
- (g) Oversee the need to dispose land/buildings by the College;
- (h) Endorse valuations carried out for the College either by in-house or external consultants;
- (i) Receive and consider annual capital development plans and projects and recommend to Governing Board for approval;
- (j) Receive and consider quarterly implementation reports in respect to the capital development projects and implementation of the Corporate Strategic Plan/Estates Policy;
- (k) Be responsible to Governing Board for the execution of approved development plans in so far as they relate to the construction of buildings and work upon land belonging to/acquire by the College and the purchase of equipment and furniture for them;
- (l) Be responsible for the maintenance of buildings, grounds and services;
- (m) Recommend to Governing Board virement of funds for capital development projects;
- (n) Consider and approve requests for College land by different Faculties, Departments or third parties before submitting to the Governing Board for approval;
- (o) Receive, consider and recommend variations of major works to Tender Board;
- (p) Receive, consider and endorse architectural drawings for various College's infrastructure, and;
- (q) To receive, consider and recommend any other matters relevant for the development of the College.

Students Affairs Committee composition, tenure and functions 23.

- (1) Composition of the Students Affairs Committee shall be as follows:
 - (a) Appointee of Governing Board who shall be the Chairperson
 - (b) Deputy Principal, Administration – who will be the Vice Chairperson

- (c) Two representatives of Student Organisation appointed amongst its members;
- (d) Corporate Counsel;
- (e) Medical Officer In-charge, College Health Centre;
- (f) Representative of Academic Staff Association appointed amongst its members.

(2) Dean of Students shall serve as Secretary to the Committee and his office will serve as secretariat to the Committee.

(3) Tenure of the Committee Members shall be three years renewable in accordance with the tenure of the Governing Board.

(9) Where at any meeting of the Committee the Chairperson is absent the Vice-Chairperson shall preside.

(4) Functions of the Committee shall include the following:

- (a) Acquire information on students' service provisions and experiences in the College and advise on areas of improvements;
- (b) Maintain timely setting and reviewing of student services policy implementation targets annually;
- (c) Maintain consistency in the execution of student services policy in the College;
- (d) Carry out on-going activities, progress monitoring and end of year policy implementation evaluations;
- (e) Deliberate on student services policy related decisions as may be necessary from time to time.

Funding
Promotion
Committee
composition,
tenure and
functions

24. (1) Composition of the Funding Promotion Committee shall be as follows:

The Funding Promotion Committee comprises a Chairperson and not less than five or more than fifteen members, provided that:

- (a) At least one third of the total membership shall consist of women; and
- (b) At least one third of the total membership, including the Chairperson, shall consist of members of the Governing Board.

(2) Manager Planning, Investments and Resources Mobilisation shall serve as Secretary to the Committee and his office serve as secretariat to the Committee.

*DUCE Charter
(2010) 1st
Schedule Rule
45*

- (3) Tenure of Membership to the Committee shall be three years renewable in accordance with the tenure of the College Governing Board.
- (4) Where at any meeting of the Committee the Chairperson is absent the Vice-Chairperson shall preside.
- (5) Functions of the Committee shall include the following:
 - (a) Advise the Governing Board on:
 - i. Matters relating to the procurement and expenditure of College funds;
 - ii. Investment of such funds;
 - iii. Promotion of appropriate income generation; and
 - iv. Fund raising activities.
 - (b) Mobilise resources for and on behalf of the Governing Board for the promotion of the objects and functions of the College;
 - (c) Receive, consider and make recommendations on budget proposals before submitting to Governing Board for consideration and approval;
 - (d) Receive, consider and deliberate on budget allocations made by the College on allocated budget by the Government;
 - (e) Deals with all financial matters of the College both recurrent and of capital nature, before submission to Governing Board;
 - (f) To receive, consider and recommend to Governing Board all proposals/reports on finance and planning;
 - (g) Receive and consider long, medium and short term plans on the overall development of the College and recommend the same to the Governing Board, and;
 - (h) Perform such other functions as may be conferred upon the Committee by the Governing Board.

Audit
Committee

*Audit
Committee
Charter, 2019*

25. (1) Composition of the Audit Committee

The total membership of an Audit Committee shall not be not less than three or more than five, and at least one of the members shall have experience of accounting and auditing. The membership shall comprise of:

- (a) Appointee of the Governing Board who shall be the Chairperson;
- (b) One senior member of the College, nominated by the Principal and approved by the Governing Board; and

- (c) Other members from external organisations nominated by the Principal and approved by Governing Board.
- (2) Chief Internal Auditor shall serve as Secretary to the Committee and his office serve as secretariat.
- (3) Tenure of the Committee members shall be three years renewable in line with the Tenure of the Governing Board.
- (4) Where at any meeting of the Committee the Chairperson is absent the Vice-Chairperson shall preside.
- (5) AC shall have the following powers and functions:
 - (a) Be responsible for the approval of internal annual and strategic audit plans of the College;
 - (b) Review all internal and external audit reports involving matters of concern to senior management of the College, including the identification and dissemination of good practices;
 - (c) Provide advice to the Accounting Officer on action to be taken on matters of concern raised in a report of the internal auditor or in a report of the Controller and Auditor-General concerning the College;
 - (d) As far as practicable, co-ordinate audit programs conducted by internal auditors and the programs conducted by the Controller and Auditor-General;
 - (e) Provide advice to the Accounting Officer on the preparation and review of financial statements of the College;
 - (f) Prepare an Annual Report on its functions, copies of which shall be sent to the Permanent Secretary of the Parent Ministry, the Accountant-General and the Controller and Auditor-General;
 - (g) Call for independent advice on auditing, accounting and accountability issues;
 - (h) Call ad hoc meetings when necessary to do so; and
 - (i) Require the attendance of any officer or employee of the College at committee meetings.
- (6) The Controller and Auditor-General shall be informed in advance of all meetings of the Committee and shall have the right to be represented at any meeting of the Committee. The Audit Committee shall meet at least quarterly.
- (7) Notwithstanding the above, the AC shall be governed by DUCE Audit Committee Charter approved by the Governing Board.

ICT Steering Committee

26. (1) Composition of ICT Steering Committee shall be as follows:

- (a) The Principal who shall be the Chairperson;
- (b) The Deputy Principal responsible for academic affairs who shall be the Vice-Chairperson;
- (c) The Deputy Principal responsible for Administration;
- (d) One representative from the Faculties, who shall be nominated by the Principal;
- (e) The Director of Library Services, and;
- (f) One member with ICT professional from outside the College who shall be nominated by the Principal.

(2) The Manager ICT shall serve as Secretary to the Committee and his office serve as secretariat.

(3) Tenure of the Committee Members shall be three years renewable in line with the tenure of the College Governing Board.

(4) Where at any meeting of the Committee the Chairperson is absent the Vice-Chairperson shall preside.

(5) ICT Steering Committee shall have the following powers and functions:

- (a) To consider high level ICT strategic plans;
- (b) Endorse ICT policy and standards (subject to overall College delegations);
- (c) Approve major project plans and milestones;
- (d) Provide direction to the Management in relation to ICT;
- (e) Endorse the ICT Management Plan and recommend to the Governing Board for approval; and
- (f) To oversee ICT Investments and Projects on behalf of the College Governing Board.

PART VII
OTHER MATTERS

Removal of Board Member

27. 1) Board membership shall cease upon the happening of any of the following events:

- (a) He resigns; or
- (b) He becomes or is declared bankrupt; or
- (c) He dies; or
- (d) He is convicted of any offence involving moral turpitude, including fraud or dishonesty; or
- (e) He is absent, without the leave of the Chairperson of the Governing Board, from three consecutive meetings of the

*DUCE Charter
(2010) 3rd*

Board. The Board shall advise the appointing authority of the fact and the appointing authority may, if it deems fit so to do, terminate the appointment of the member and appoint or, as the case may be, elect another member in his place.

(f) He is unable to perform his duties and functions as such member by reason of any infirmity of body or mind; or

(g) The appointing, nominating or, as the case may be, electing authority terminates his appointment, nomination or as the case may be, election; or

(h) Where the appointing authority terminates appointment of a member, a member so appointed or elected shall hold office for the remainder of the term of his predecessor; or

(i) Breaches his duty of confidentiality

28. (1) The Common Seal of the College shall be of such shape size and form as the Governing Board may determine.

(2) The Common Seal shall be affixed in the presence of:

a) The Principal; or

b) The Deputy Principal responsible for Administration; or

c) Such person or persons appointed in writing by the Principal in that behalf, and the person or persons present shall sign over or underneath the sealing in witness thereof.

29. The Board members shall be entitled to annual fee determined from time to time by the relevant authority payable on quarterly basis. The Board member shall, save for per diem where applicable, be entitled to reimbursement of the cost incurred for a recognised expenses upon executing the functions of the Board.

30. (1) The Board and the College Management relationship is vested on the clear mutual understanding of roles, delegations and boundaries having regard to the principles of good governance as follows:

(a) The open flow of relevant and timely information in both directions;

(b) A team approach based on trust and respect, and;

(c) Enquiries by Board members to the Management and Management to Board members shall primarily be channeled via the Chairperson and Principal respectively.

(2) Responsibilities and expectations of the Board include:

- (a) Making quality informed decisions based on relevant information being available to the Board, especially from the Management;
- (b) Overseeing, managing and holding the Management accountable;
- (c) Satisfying itself of the competence, capability and capacity of the Management;
- (d) Monitoring, questioning, probe issues, seek clarification, offer insight and share knowledge and experience, and;
- (e) The Management to provide advice as may be requested.

(3) Responsibilities and expectations of the Management to the Board include:

- (a) Reporting relevant material information to Board;
- (b) Stimulating Board discussion on emerging issues;
- (c) Assisting the Board in analyzing and considering issues;
- (d) Responding to issues raised by the Board;
- (e) Sharing in a timely manner all material information needed for decision making to allow them to effectively fulfill their obligations as Board Members;
- (f) Be clear as to the purpose of the report or presentation and what the Board is being asked to do (i.e. for noting, for endorsement and for approving);
- (g) The Management expects the Board not to unduly meddle in operational matters although being respectful of the need for the Board to delve deeply from time to time, especially if problematic trends are emerging and are not being resolved by the Management;
- (h) Expecting that the Board will trust them to implement strategy and deliver outcomes without undue interference, and;
- (i) Expecting from the Board clearly stated performance objectives, defined boundaries of authority and performance feedback.

Independence
and Declaration
of Conflict of
Interest

31.

- (1) The Board shall ensure independence, transparency and avoid conflict of interest in decision making by ensuring:
- (2) Before commencement of tenure of appointment each Board member shall sign a declaration of integrity form provided under this Charter.

- (3) Members shall declare interest generally and to a specific agenda items at the outset of each meeting, and be updated as necessary;
- (4) Conflict of interest arises when a Board Member or his partner has a financial or other interest that could unduly influence his position with respect to the subject-matter being considered that could affect the member's objectivity and independence hence create an unfair competitive advantage;
- (5) Partner includes spouse, domestic partner, child, grandparent, parent, grandchild, brother, or sister; a parent-in-law, a brother-in-law, or a sister-in-law;
- (6) Board Member shall explain his relationship with partners employed or transacting with the College when such relationship comes to the attention of a Member, and;
- (7) Board Member shall ensure at the end of each year served as a Member, states if he has entered into any business transactions with the College in any form.

Independent External Advice 32.

- (1) Board Members may individually and collectively seek Independent Advice in connection with their duties in the College as and when required but without violating principal of confidentiality.
- (2) Independent professional advice for the purposes of this Charter shall include legal advice, governance, financial and other regulatory matters.

Board Training	33.	<ul style="list-style-type: none"> (1) The Board will provide new members with an effective induction programme in order to familiarize them with their responsibilities as Board members, general principles of corporate governance and Board practices. The induction programme will also provide the Board members with an orientation of the College, strategic plans, financial policies, risk management, compliance programmes and the Code of Conduct and Ethics. (2) The Board will ensure that a competence needs assessment is carried out periodically and an annual development plan prepared to address identified gaps. In this regard, Board Members will be provided with access to, or notice of, continuing development programmes that are designed to keep Members abreast of the latest developments in sector best practice, corporate governance and critical issues relating to the operation of public sector Boards.
Assessment and Evaluation of the Board's Performance	34.	<ul style="list-style-type: none"> (1) To have an understanding of strengths, weaknesses, challenges and opportunities, the Board shall undertake a formal assessment and evaluation of its own performance, performance of the Chairperson, performance of its members, performance of its committees and of the Chief Executive Officer. (2) The following are the guidelines for evaluation: <ul style="list-style-type: none"> (a) Internal assessment and evaluation will be at least annually conducted by a team of internal/in-house experts; (b) External assessment and evaluation will be conducted by a team of independent external expert (consultant) at least after every three years. (c) The Board Members will develop Terms of Reference for the evaluation team; (d) Trust and confidentiality are critical for the success of the evaluation exercise, and; (e) Evaluation report will be presented to the Board for deliberations and implementation.
Review of Board Charter	35.	<p>This Charter may be reviewed from time to time as may be deemed necessary and approved by Treasury Registrar upon endorsement of the Board.</p>



Appendix

CHUO KIKUU CHA DAR ES SALAAM
CHUO KISHIRIKI CHA ELIMU DAR ES SALAAM

AHADI YA UADILIFU KWA WAJUMBE WA BODI YA USIMAMIZI YA CHUO

Tamko la ahadi ya uadilifu kwa wajumbe wa Bodi ya Usimamizi ya Chuo linalotolewa kwa kutambua dhamira ya kuifanya Bodi ya Usimamazi kuwa yenyewe ufanisi na kuheshimika kutokana na wajumbe wa Bodi kufuata Sheria, Kanuni, Taratibu na Miongozo mbalimbali iliyowekwa na Serikali ya Jamhuri ya Muungano wa Tanzania katika kusimimia taasisi za umma.

Mimi.....ambaye ni mjumbe wa Bodi ya Usimamizi ya Chuo Kishiriki cha Elimu Dar es Salaam (DUCE) ninaahidi kwa umma kwamba:

1. Nitakuwa mzalendo kwa nchi yangu na mtii kwa Serikali ya Jamhuri ya Muungano wa Tanzania;
2. Nitahudumia umma kwa heshima;
3. Nitatimiza wajibu wangu wa kutoa huduma bora kwa umma;
4. Nitatoa huduma bora kwa usawa kwa watu wote na kutofanya ubaguzi kwa misingi ya dini, siasa, kabilia, udugu, ukanda, jinsia, urafiki au hali ya mtu;
5. Sitaomba, kushawishi, kutoa wala kupokea rushwa;
6. Sitaomba, kutoa wala kupokea zawadi au fadhila za kiuchumi au za kisiasa au kijamii zisizoruhusiwa na Sheria;
7. Sitatumia madaraka yangu kwa manufaa binafsi, ya ndugu, rafiki au jamaa zangu;
8. Nitatekeleza wajibu wangu kwa kufuata Sera, Sheria, Kanuni, Taratibu na Miongozo mbalimbali ya Bodi na Utumishi wa Umma;
9. Nitafanya kazi za Bodi kwa bidii na nidhamu ya hali ya juu;
10. Nitalinda na kutumia rasilimali za umma kwa manufaa ya umma;
11. Nitaepuka tabia ambayo inavunja heshima ya utumishi wa umma;
12. Sitatoa siri za Bodi kwa watu wasiohusika isipokuwa kwa mujibu wa sheria;
13. Nitajiepusha na mgongano wa maslahi na pale utakapojitokeza nitautatua kwa maslahi ya umma

Tamko: Ninakiri kwamba nimeisoma Hati hii ya Ahadi ya Uadilifu kabla ya kuweka sahihi. Ninakubaliana na kutambua kwamba masharti yaliyo katika Hati hii ni ya kimaadili na kisheria na ninawajibika kuyatekeleza. Ninaelewa kwamba ukiukwaji wa masharti hayo ni ukiukwaji wa maadili na masharti ya Sheria ya Kuzuia na Kupambana na Rushwa, Sheria ya Kudhibiti Mgongano wa Maslahi, Sheria ya Ununuzi wa Umma, Kanuni za Maadili ya Kitaaluma pamoja na sheria nyingine na kwamba hatua za kinidhamu na kisheria zinaweza kuchukuliwa dhidi yangu iwapo nitakiuka masharti hayo.

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JINA

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SAINI

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TAREHE

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**MWENYEKITI WA
BODI YA USIMAMIZI**

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SAINI

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TAREHE