Corporate and Information Governance Services

TERMS OF REFERENCE: NWU BUSINESS SCHOOL (NBS) ADVISORY BOARD

Approved by the University Management Committee: ______________

1 Establishment

The NBS advisory board (NBSAB) is a body that provides non-binding strategic advice to the NBS which strengthens governance, informs strategy and supports management to monitor quality and the niche development for Executive Education for the NBS. The NBS will maintain its academic status quo as part of the Faculty of Economic and Management Sciences (FEMS) with respect to both formal academic and non-formal continuing education programmes for purposes of accreditation, academic integrity and quality assurance. In order to achieve a certain measure of autonomy of the NBS, a number of proposals have been approved by University Management Committee (UMC) on 13 November 2019 and 19 February 2020 and Senate on 26 February 2020 that includes the establishment of the NBS Advisory Board (Advisory Board) within the Faculty of Economic and Management Sciences, the role and responsibilities of which are described in this Terms of Reference (TOR).[1]

2 Functions of the Advisory Board

Against the background of the North-West University Business School (NBS) which strives to establish strategic thought leadership in business for the future, the aim is to provide creative solutions to relevant business management challenges by equipping individuals and organisations through a dynamic and interactive learning experience.

The purpose, function, constitution and procedures of the Advisory Board are as follows:

2.1 to advise on issues aimed at the strategic positioning of the NBS to meet the quality and relevancy expectations of the private and public sector;

2.2 the Advisory Board considers and gives advice on amongst others, the strategic plans and present initiatives of the NBS, the performance of the NBS and any other matters on which the Advisory Board applies its mind or alternatively on which the NBS wishes to be advised on.

2.3 the Advisory Board forms part of any selection process involved in the appointment of the position Chief Director for the NBS. The Advisory Board shall have at least 3 (three) member representatives on any committee or body designated or established to facilitate and implement the appointment of the position Chief Director for the NBS;

2.4 must be constituted by the relevant Deputy Vice Chancellor, the Executive Dean FEMS and NBS along with a predetermined number of nominated members active in the public and private sector, which nominations must be accepted at a level to be agreed upon;

2.5 the Advisory Board meets at least twice a year and the Chairperson may schedule interim meetings as and when required;

2.6 a quorum of the Advisory Board be set and that the Advisory Board itself determines its own rules and procedures regarding its meetings; and

2.7 each member will:

a) maintain an excellent Advisory Board and committee attendance record;

[1] In view of the governance, compliance and financial requirements associated with a separate legal persona (to an extreme), NWU Management decided that the creation of a separate legal entity for the NBS is not feasible, but that specific aspects required attention in order to maximise its perceived autonomy with a direct focus on operational autonomy.

(b) prepare for Advisory Board and/or committee meetings by reading the agenda and background materials prepared for each meeting prior to the meeting;

(c) participate fully in the Advisory Board deliberations and discussions;

(d) participate as required on Advisory Board committees and become knowledgeable about the role and objectives of each Advisory Board committee;

(e) participate in Advisory Board orientation and development programs developed by the NBS from time to time;

(f) become generally knowledgeable of the NBS's business and industry;

(g) maintain an understanding of the regulatory, legislative, and business environments within which the NBS operates;

(h) establish an effective, independent and respected presence and a collegial relationship with other members;

(i) remain knowledgeable about the NBS's facilities and visit them when appropriate;

(h) act honestly and in good faith with a view to the best interests of the NBS;

(i) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;

(k) demonstrate high ethical standards and integrity in their personal and professional dealings;

(l) disclose any material interest in a proposed contract or transaction that is material to the NWU and NBS;

(m) be an available resource to NBS; and

(n) identify potential conflict areas and ensure they are appropriately identified and reviewed.

3 Authority

The Advisory Board will have such authority as provided for in this TOR

4 Membership

4.1 Composition and appointment of Advisory Board

4.1.1 Industry good practice together with accreditation practice requirements dictate the importance of the appointment of independent members. The Advisory Board will consist of NWU assigned members and independent members.

4.1.2 The Advisory Board shall have no more than 15 (fifteen) members.

4.1.3 To be represented as part of the Advisory Board are:

i. NWU Deputy Vice Chancellor: Teaching and Learning;
ii. NWU Executive Dean: Faculty of Economic and Management Sciences;
iii. Chief Director of the NBS; and
iv. Independent Members duly nominated and appointed in accordance with set criteria determined by the Chief Director of the NBS.

4.1.4 The Advisory Board shall at all times ensure that, in addition to the number of NWU related members, a number of independent members at least outnumbering the NWU related component by 3 members.

4.1.5 Independent members shall serve for a term of three (3) years subject to and including but not limited to cessation of office in terms of clause 4.4, removal by the Advisory Board, or resignation.

4.1.6 Independent members may be re-appointed for any number of consecutive terms of office.

4.1.7 Independent members may be remunerated for travelling costs and expenses incurred in relation thereto and furthermore also through an honorarium to be determined by the Chief Director of the NBS.

4.1.8 Should at any time the Advisory Board consist of less than the amount of members required in terms of this TOR, the continuing members may act, notwithstanding any vacancy in their number.

4.1.9 Independent members appointed or to be appointed need not only be South African citizens and should be suitably qualified individuals.

4.1.10 An independent member, or any firm of which he is a shareholder, member, employee, consultant or partner may act, in a professional capacity (other than that of auditor) for the NBS subject to prior disclosure to the Advisory Board and s/he or his/her firm shall be entitled to remuneration for those professional services, as, and on the basis, approved by the Chief director of the NBS.

4.1.11 Nominations for Independent membership to the Advisory Board shall be made by the Chief Director of the NBS after due consultation with the Advisory Board having regard to existing market, industry or policy guidelines, whether internal or external. Independent membership shall be confirmed in writing by the School Board of the NBS.

4.2 Appointment of Chairperson and Deputy-Chairperson

The Chairperson and Deputy-Chairperson of the Advisory Board is elected by the Advisory Board from its independent membership for purposes of conducting meetings. When the Chairperson is not available for a meeting, the Deputy-Chairperson will fulfil the role and function of the Chairperson. The Advisory Board has the authority to remove or substitute the Chairperson or Deputy-Chairperson for whatever reason by simple majority.

4.3 Co-opted members, observers and visitors

The Advisory Board (through the office of the Chairperson) may invite members of NWU management, internal or external advisors to attend meetings and provide pertinent information, as necessary, with written notice to the Secretariat.

4.4 Independent Members' Cessation of Office

Any independent member shall cease to be a member on the happening of any of the following events:

- if his estate is finally sequestrated;

- if he or she is placed under curatorship by any court of competent jurisdiction; and or

- If he or she does not adhere to the standard of conduct for directors stipulated within the Companies Act 71 of 2008 as and where amended to rationally apply within this context; and or

- If he or she does not adhere to any applicable standard of conduct prescribed in accordance with the Higher Education Act 101 of 1997 or NWU policy (including but not limited to the Policy on Conflict of Interest as well as Ethics Policy), rules or disciplinary procedures.

5 Secretariat

The Chief Director of the NBS will determine and appoint secretariat services for the Advisory Board.

6 General Meeting arrangements

Frequency of meetings	The Advisory Board meets at least twice per annum.
Extraordinary meetings	Extraordinary meetings are held as required, upon the approval of the Chairperson, and provided that the Chairperson provides the reason for the extraordinary meeting in the notice of the meeting.
Notice of the meeting	At least 14 days before the meeting date, the Secretariat electronically notifies of the time and place where the meeting is to be held. The minutes of the previous meeting will be enclosed and members are requested to provide the Secretariat with input by the closing date for the agenda. Should no response be received by this time it will be assumed that the members agree with the record.
Agenda	At least 5 days prior to the meeting, the Secretariat provides the complete agenda pack electronically to all members. No hard copies will be provided.
Attendance register	An attendance register will be circulated by the Secretariat at the beginning of each meeting. Every member present must sign the attendance register. The attendance register is proof of attendance for purposes of the minutes.

Confirmation of Minutes	An ordinary meeting, after being constituted and opened, commences with reading and confirming (by means of the chairperson signing) of the minutes of the previous meeting(s). Any objection to the minutes is raised and disposed of before the minutes are confirmed. The minutes may be regarded as read if a copy of the draft minutes was provided to members prior to the meeting. Minutes will be a true reflection of the previous meeting, and will contain all views expressed under the heading “noted”. Decisions made by the committee will reflect under the heading “resolved”.
Decisions	Matters are generally to be decided by means of consensus. In the event that a deadlock concerning any matter is reached the Chief Director of the NBS shall render a final decision after due consultation with the Chairman of the Board.
Conflict of Interest	A member may not take part in the discussion on any matter in which the member has a direct financial or other interest, unless the members first discloses the nature and extent of the interest and obtains the leave of the meeting to take part in the discussion or to vote.
Disrespectful / Disorderly conduct	Anyone attending a meeting who, after having been requested to refrain from disrespectful or disorderly conduct, continues to disobey a ruling from the Chairperson, must be requested to leave the meeting.
Revoking of a resolution	The revoking of any resolution entails a formal process by means of which a member may table a formal written request for a rescission, motivating the reason for the review of the resolution in question, as well as providing a suggestion for a resolution.
Apology	An apology will be noted when a member electronically submits it to the Secretariat. Members absent from the meeting without above mentioned apology are noted as “without apology”. The views of a member who is unable to attend a meeting may be submitted in writing.
Recording of meeting	At the opening of the meeting, the Chairperson indicates that a recording will be made for minute purposes. The audio file is saved for archival/historical purposes, but does not constitute a record of the meeting after the minutes have been signed.
Round Robin Process	The Chairperson may electronically submit urgent matters in between scheduled meetings. The Secretariat will assist in this process. At least two thirds of the members have to electronically confirm their involvement in the process by giving feedback, approval or non-approval. When a majority of members reaches agreement it is taken as a resolution. Such resolution is equivalent to a resolution of the committee and must be recorded in the minutes of the next meeting.
Resources and Budget	A centralised budget regarding the matters of this Advisory Board shall be made available by the NBS. The travel and accommodation costs of members will be paid according to the approved "Guidelines for Travel and Accommodation of Advisory Board Members.
Records management	All records of the Advisory Board (terms of reference, membership list, agendas, minutes, attendance register, correspondence, etc.) will at least be kept electronically. Members have automatic access to all records of the board. All other interested parties must complete a request form in terms of the Promotion of Access to Information Act, which will be assessed in terms of the prescriptions contained in the Act. Advisory Board records are regarded as confidential.

7 Reporting

The Chairperson shall deliver an annual report to the office of the relevant Deputy Vice Chancellor on the activities of the committee and the fulfilment of its mandate.

8 Review

The Terms of Reference for the Advisory Board will be reviewed on a 3-year cycle.

Original details:

Current details:

File reference: