



UGANDA TECHNOLOGY AND MANAGEMENT UNIVERSITY (UTAMU)

STATUTE ON GOVERNANCE AND MANAGEMENT

Recommended by the University Council at its 24th Meeting Held on 19th February 2021 and Approved by the Board of Directors on 25th February 2021. Approved by the Chairperson on behalf of the General Meeting of UTAMU Ltd on 2nd March 2021. Ratified by the Annual General Meeting in Revised form on 14th day of December 2021. Revised by the Board of Directors on 24th February 2022. Revised by the Board of Directors on 4th day of November 2022.

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Chairperson, Board of Directors

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Secretary, Board of Directors

Table of Contents

| | |
|---|----|
| 1. INTRODUCTION..... | 4 |
| 1.1. Background | 4 |
| 1.2. UTAMU Vision, Mission, Core Functions and Values | 4 |
| 1.3. Membership of UTAMU | 5 |
| 2. GENERAL MEETING | 6 |
| 2.1. Composition..... | 6 |
| 2.2. Powers and Duties of a General Meeting | 6 |
| 2.3. The Company Secretary | 6 |
| 3. THE BOARD OF DIRECTORS..... | 7 |
| 3.1. Functions of the Board of Directors | 7 |
| 3.2. Powers of the Board of Directors..... | 7 |
| 3.3. Composition of the Board of Directors..... | 8 |
| 3.4. The Person Specifications of the Board of Directors | 8 |
| 3.5. Chairperson of the Board of Directors..... | 9 |
| 3.6. Meetings of the Board of Directors..... | 9 |
| 3.7. Term of Office of the Board of Directors | 9 |
| 4. OFFICERS OF THE UNIVERSITY | 10 |
| 4.1. The Chancellor..... | 10 |
| 4.2. The Vice Chancellor | 10 |
| 4.3. The Deputy Vice Chancellors | 11 |
| 4.4. The University Secretary | 12 |
| 4.5. University Controller | 13 |
| 4.6. Academic Registrar..... | 14 |
| 4.7. University Librarian..... | 15 |
| 4.8. Director for Human Resources | 16 |
| 4.9. Director for Internal Audit and Risk..... | 17 |
| 4.10. Director for Students' Affairs | 17 |
| 4.11. Director for Quality Assurance | 18 |
| 4.12. Deans and Directors of Academic Units..... | 19 |
| 4.12.1. Dean of UTAMU Graduate School..... | 19 |
| 4.12.2. Dean of School and Director of Institutes or Centre | 21 |

| | |
|--|----|
| 4.12.3. Head of Department | 21 |
| 4.13. Removal of Officers of the University from Office..... | 22 |
| 5. THE UNIVERSITY COUNCIL..... | 24 |
| 5.1. Membership of the University Council..... | 24 |
| 5.2. Functions of the University Council..... | 24 |
| 5.3. Powers of the University Council..... | 25 |
| 5.4. Qualifications of the Members of the University Council..... | 26 |
| 5.5. Term of Office of the Members of the University Council..... | 26 |
| 5.6. Chairperson and Vice Chairperson of the University Council..... | 26 |
| 5.7. Meetings of the University Council..... | 27 |
| 5.8. Committees of the University Council..... | 27 |
| 5.8.1. Meetings of a Committee of Council..... | 28 |
| 5.8.2. Appointments and Disciplinary Committee..... | 28 |
| 5.8.3. Finance, Administration and General Purpose Committee..... | 29 |
| 5.8.4. Audit and Risk Committee..... | 29 |
| 5.8.5. Quality Assurance Committee..... | 30 |
| 6. THE UNIVERSITY SENATE..... | 32 |
| 6.1. Membership of the University Senate..... | 32 |
| 6.2. Functions and Powers of Senate..... | 32 |
| 6.3. Term of Office of the Members of University Senate..... | 34 |
| 6.4. Chairperson of the University Senate..... | 34 |
| 6.5. Meetings of the University Senate..... | 34 |
| 6.6. Committees of Senate..... | 35 |
| 6.6.1. College Board..... | 35 |
| 6.6.2. School, Institute, Centre or Other Academic Body Board..... | 36 |
| 6.6.3. Departmental Board..... | 37 |
| 7. THE UNIVERSITY MANAGEMENT..... | 39 |
| 7.1. Membership of University Management..... | 39 |
| 7.2. Functions of University Management..... | 39 |
| 7.3. Meetings of the University Management..... | 40 |
| Uganda Technology and Management University (UTAMU) Organogram..... | 41 |

1. INTRODUCTION

1.1. Background

Uganda Technology and Management University (UTAMU) was first incorporated in the Republic of Uganda under the Companies Act (CAP.110) as a company limited by shares on 30th August 2012. In accordance with Section 96 of the Universities and Other Tertiary Institutions Act 2001 and subsequent amendments and in accordance with the National Council for Higher Education Statutory Instrument Number 80 of 2005, the National Council for Higher Education at its 27th meeting held on 11th March 2013 granted a University Licence, No. UIPL022, to Uganda Technology and Management University (UTAMU) to operate as a University in the Republic of Uganda. UTAMU was gazetted in Gazette Vol. CVI No. 14 of 22nd March 2013, Legal Notice No. 4 of 2013.

UTAMU Ltd is the private limited company (limited by shares) that owns UTAMU. Thus, in what follows, a company herein refers to UTAMU Ltd.

UTAMU was established with the purpose of making a difference in the training of Technology and Management Professionals within the region. Thus, Uganda Technology and Management University (UTAMU) has positioned itself as a high-quality education and research institution in the region. Furthermore, the University has positioned itself to undertake consultancy, knowledge and technology transfer partnerships and business incubation.

UTAMU is currently operating under a University Licence, No. UIPL022 issued by the National Council for Higher Education in accordance with Section 97 of the Universities and Other Tertiary Institutions Act 2001 as amended.

In line with Section 104(e) and Section 107 of the Universities and Other Tertiary Institutions Act 2001 as amended, the governance of UTAMU has been provided for under both a Board of Directors and a University Council where the University Council is responsible to the Board of Directors. The University management is responsible to the University Council for the day-to-day management of the University. The powers and duties of the Board of Directors and University Council have been specified in this Statute in accordance with the UTAMU Charter. Section 108 (1) of the Universities and Other Tertiary Institutions Act 2001 as amended provides that a Private University shall have a supreme academic body, whose composition, functions and powers shall be specified in its Charter. The UTAMU Charter provides for the University Senate as the Academic Body of the University where the University Senate is responsible to the University Council.

1.2. UTAMU Vision, Mission, Core Functions and Values

- (i) UTAMU Vision. A global educational institution of excellence in management, science, technology and innovation.
- (ii) UTAMU Mission. To provide global quality Education, Research and Innovation critical to economic and human development.

- (iii) UTAMU Core Functions. The core functions of UTAMU are student centered teaching and learning, development-oriented research, innovations and business incubation, and community engagement.
- (iv) UTAMU Values. UTAMU is mindful of its strategic future plans and the historic perspective of education in the world that emphasises nurturing scientists, technologists and innovators who can transform and create new knowledge. Therefore, the values of UTAMU are:
 - (a) Professionalism: making sure that staff and students conduct themselves with the highest ethical standards and taking responsibility of all their actions;
 - (b) Creativity: committing to stimulating the culture of scientific and technological advancement, innovation and practical enrichment to our stakeholders through a rich and flexible educational experience;
 - (c) Integrity: adhering to ethical and moral principles in all the educational, research and innovation processes;
 - (d) Transparency: seeking to provide accountability and value for money to UTAMU's stakeholders;
 - (e) Empowerment: offering unsurpassed practical opportunities to UTAMU's stakeholders through industry-oriented collaborations, research engagements and incubation clusters in order to transform the educational environment; and
 - (f) Community Engagement: working with the community to solve the real-world problems as a focal point towards economic development.

1.3. Membership of UTAMU

Section 106 of the Universities and Other Tertiary Institutions Act 2001 as amended provides that a Private University shall have the membership specified in its Charter.

The members of UTAMU shall be –

- (a) The Chairperson and Members of the Board of Board of Directors;
- (b) The Chancellor;
- (c) The Chairperson and Members of the University Council;
- (d) The Vice-Chancellor;
- (e) The Deputy Vice-Chancellor (s);
- (f) Members of the University Senate;
- (g) Professors, Associate professors, Senior lecturers, lecturers and Assistant lecturers of the University;
- (h) The University Secretary;
- (i) University Controller;
- (j) University Librarian;
- (k) The Academic Registrar;
- (l) Principals and Deputy Principals of Colleges;
- (m) Deans of Schools;
- (n) Directors of Institutes and Centres
- (o) Directors of Directorates;
- (p) Administrative and support/ technical staff of the University;
- (q) The Students of the University;
- (r) Members of the Convocation; and
- (s) Such other members of the staff of the University or of anybody formally admitted into association with the University as the Board of Directors may, from time to time determine.

2. GENERAL MEETING

Section 47- 74 of Table 'A' of Companies Act Regulations shall apply.

2.1. Composition

The members of the general meeting (whether ordinary or extra ordinary) of UTAMU Ltd shall be the shareholders. As provided for in Sections 55-56 of Table 'A' of the Companies Act Regulations, the chairperson of the board of directors shall preside at every general meeting of the company and in his/her absence the directors present shall elect one of their members to be chairperson of the meeting and if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be chairperson of the meeting. The company Secretary of UTAMU Ltd shall be the Secretary of all general meetings.

2.2. Powers and Duties of a General Meeting

The functions and powers as provided for in the Companies Act and Table 'A' of the Companies Act Regulations shall apply. Without loss of generality the following shall be functions and powers of the General Meeting of UTAMU Ltd:

- i. To fix the shareholding qualification for directors;
- ii. To elect directors in the place of those retiring;
- iii. To determine the remuneration of the directors;
- iv. To consider the annual report and other reports of the directors;
- v. To appoint and fix the remuneration of the external auditors;
- vi. To consider the accounts and the balance sheets;
- vii. To consider audit reports; and
- viii. To declare dividends and or bonus out of a profit, but no dividend shall exceed the amount recommended by the directors.

2.3. The Company Secretary

- a. Section 110 - 112 of Table 'A' of Companies Act Regulations shall apply. The Company Secretary shall be the Secretary of the general meetings and Board of Directors (BOD). The BOD shall appoint the Company Secretary on terms and conditions determined by the BOD. He/she shall be a holder of a master's degree in a relevant discipline and a Bachelor of Laws degree from a recognised Institution. He/she shall be an advocate of the High Court. Being a member of the Institute of Chartered Secretaries and Administrators or Institute of Chartered Public Accountants of Uganda shall be an added advantage. He/she shall possess a minimum of six (6) years of relevant managerial experience from a reputable organisation.

3. THE BOARD OF DIRECTORS

The University shall have a Board of Directors as the supreme organ of the University, which shall hold the university in trust on behalf of the shareholders of Uganda Technology and Management University (UTAMU) Ltd, the holding company.

3.1. Functions of the Board of Directors

- (a) The Board shall be responsible for conducting oversight function over both university activities and governance structures within it, oversee the University Council and receive periodic reports from the University Council.
- (b) The Board may, subject to the provisions of the UTAMU Charter, delegate any aspect of its authority to any other authority of the University.
- (c) Without loss of generality of the foregoing provisions the functions of the Board of Directors shall: -
 - i. Be responsible for overall oversight of the objects and functions of the University including providing overall oversight over university activities and governance structures;
 - ii. Determine a balance between governance constraints and entrepreneurial performance;
 - iii. Direct external or internal inspections and visitations or inquiries into teaching, research, general administration and organization of any activity or matter;
 - iv. Mobilise financial resources for the University;
 - v. Review major plans of action and provide strategic direction;
 - vi. Monitor and evaluate key risk and key performance areas and non-financial aspects;
 - vii. Review and guide annual budget and business plans of the University;
 - viii. Monitor and evaluate the integrity of the University's accounting and financial reporting systems;
 - ix. Oversee major capital expenditures, acquisitions and divestiture;
 - x. Approve quarterly reports and annual university report submitted by the University Council;
 - xi. Advise and/ or direct the University on policy matters and managerial affairs of the University through the University Council from time to time;
 - xii. Promote the image of the university;
 - xiii. Provide for the safe custody of the University Seal; and
 - xiv. Perform any other function and take all necessary decisions in good faith and conducive to the fulfillment of the objects and functions of the University.

3.2. Powers of the Board of Directors

The Board of Directors in relation to its functions shall:

- i. Elect utmost 80% members of the University Council from the public with knowledge, competencies and experience in key areas of higher education

- governance who are both non-students and non-employees of UTAMU and neither members of the Board of Directors of UTAMU Ltd nor shareholders of UTAMU Ltd;
- ii. Appoint the Chairperson and Vice Chairperson of the University Council;
 - iii. Issue appointment instruments to the Chairpersons of Council Committees and members of the University Council;
 - iv. Approve and/ or revise the University Charter and recommend it to the National Council;
 - v. Approve the University Statutes on recommendation of the Council;
 - vi. Approve the University budget proposals and the final accounts submitted by the Council;
 - vii. Approve the scales of fees and boarding charges on recommendation of Council;
 - viii. Approve the remuneration of the members of the Board of Directors including the Chairperson of the Board;
 - ix. Approve the remuneration of Chairperson, Vice Chairperson and members of Council and Senate on the recommendation of Council;
 - x. Approve the remuneration of all members of the University Management and the University Salary Structure;
 - xi. Approve the establishment of colleges, schools, institutes and departments and administrative units on recommendation of Council;
 - xii. Represent the University in all legal suits by and against the University;
 - xiii. Appoint the Chancellor on the recommendation of the Chancellor Search Committee constituted by the Board;
 - xiv. Appoint the Vice Chancellor, the Deputy Vice Chancellor (s), and Principal (s) and Deputy Principal (s) of both constituent and campus colleges of the University on the recommendation of the Council;
 - xv. Appoint three (3) persons on the Senate from the public who are capable of contributing to the academic and socio- economic development of the University;
 - xvi. Issue appointment instruments to all members of the Senate;
 - xvii. Appoint external auditors;
 - xviii. Appoint by powers of attorney any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the University for such purposes and with such power, authority and discretion not exceeding those vested in or exercisable by the directors; and
 - xix. Exercise any other powers in good faith and conducive to the fulfillment of the objects and functions of the University.

3.3. Composition of the Board of Directors

- (a) The Board of Directors shall comprise of five (5) Directors elected at a General Meeting of UTAMU Ltd and at least one of whom shall each hold at least 10% shareholding in UTAMU Ltd, the holding company for UTAMU;
- (b) The Board Secretary shall be the Secretariat to the Board and its committees;
- (c) The Chairperson of the University Council and Vice Chancellor may be in attendance.

3.4. The Person Specifications of the Board of Directors

A member of the Board shall:

- (a) Have at least five (5) years of proven senior managerial experience; and

- (b) Have at least three years proven experience as a member or chairperson of a board/council of a reputable company, agency or institution.

3.5. Chairperson of the Board of Directors

- (a) The Board Members shall appoint from among themselves a Director with at least 10% shareholding in UTAMU Ltd who shall neither be a student nor an employee of UTAMU to be Chairperson of the Board.
- (b) The Chairperson of the Board shall be a holder of at least a master's degree from a recognised institution.
- (c) The Chairperson of the Board shall chair Board Meetings and in his absence the members present shall elect a chairperson from among themselves who shall neither be a student nor an employee of the University.
- (d) When it is not practical or feasible to call a special or emergency meeting of the Board, the Chairperson may perform the functions and exercise the powers of the Board with exception of approval of the University annual report, budget proposals and the final accounts. The decisions and actions by the Chairperson of the Board shall be subject to ratification by the Board at the next meeting.

3.6. Meetings of the Board of Directors

- i. The Board of Directors shall meet at least four (4) times in each calendar year at times and at places that it may determine for the transaction of its business.
- ii. The Chairperson may at any time call a meeting of the Board and shall call a meeting if requested in writing by at least one half of all the members of the Board.
- iii. Two (2) members of the Board shall constitute a quorum at any meeting of the Board.
- iv. Any matter for decision by the Board shall be determined by a majority of the members of the Board present and voting; and in the case of an equality of votes, the person presiding at the meeting shall have a casting vote in addition to his or her deliberative vote but at any meeting where an annual budget is being approved, final accounts are being approved or where an annual report is being approved the decision shall be determined by a majority of two thirds of the members present.
- v. The validity of the proceedings, act or decision of the Board shall not be affected by any vacancy in the membership of the Board or by any defect in the appointment of any member or by reason that any person not entitled to do so took part in the proceedings.
- vi. Members of the Board shall be paid such allowances and retainer fees as the Board may determine, taking into account other allowances in similar Boards.
- vii. The Board shall regulate its own procedure, and the procedure of any of its committees.
- viii. The Board may put in place any committee as it deems fit.

3.7. Term of Office of the Board of Directors

A Director shall hold office for three (3) years and shall be eligible for re-appointment. The office of a member of the Board of Directors shall become vacant: (a) upon death; (b)

Upon resignation of a member; (c) Upon being adjudged Bankrupt or of unsound mind; or and (e) Upon being convicted of a crime; and (d) Failure attend three consecutive Board of Directors meetings without apology.

4. OFFICERS OF THE UNIVERSITY

Section 105 of the Universities and Other Tertiary Institutions Act 2001 as amended provides that a Private University shall have persons designated officers of the University as may be specified in its Charter.

4.1. The Chancellor

The Chancellor:

- i. Shall be the titular head of the University;
- ii. Shall in the name of the University confer degrees and award diplomas, certificates and other qualifications of the University;
- iii. Shall promote the image of the University;
- iv. May from time to time give advice to the University Council which the Chancellor considers necessary for the betterment and advancement of the University's scientific, technological, cultural and social progress; and
- v. In pursuant to the objects and functions of the University shall, *mutatis mutandis*, exercise similar function, powers and privileges as are, set out in the charter.

The Chancellor shall be appointed by the Board of Directors from among three (3) candidates recommended by the Chancellor Search Committee. A Chancellor Search Committee constituted by the Board of Directors shall identify suitable candidates for the post of Chancellor and recommend three (3) candidates to the Board of Directors. The Chancellor shall be appointed on terms and conditions determined by the Board of Directors for a term of four (4) years and shall be eligible for re-appointment for one more term. The Chancellor shall be responsible to the Board of Directors.

4.2. The Vice Chancellor

The Vice Chancellor shall:

- i. Be responsible for the academic, administrative and financial affairs of the University;
- ii. Be the Chief academic and administrative officer of the University as well as the Accounting Officer of the University;
- iii. In the absence of the Chancellor preside at all ceremonies of the University and in the name of Uganda Technology and Management University (UTAMU) confer degrees and award other academic titles and distinctions of Uganda Technology and Management University (UTAMU); and
- iv. Perform such other functions that may be delegated to him or her by the University Council.

The Vice Chancellor shall possess a PhD or equivalent, be at the rank of Professor and possess at least eight (8) years of managerial experience at least four (4) of which shall be

at the level of at least Dean of a Faculty/ School or equivalent in a reputable higher education institution, corporate or public institution.

The Vice Chancellor shall be appointed by the Board of Directors from among the three candidates recommended by the University Council. A search committee constituted by the University Council shall identify three (3) to five (5) suitable candidates for the post of Vice Chancellor and forward them to the University Council to nominate three (3) candidates for recommendation to the Board of Directors.

The Vice-Chancellor shall be appointed on terms and conditions determined by the University Council for a term of three (3) years and shall be eligible for re-appointment for a maximum of two more terms of three years each. The Vice Chancellor shall be responsible to the University Council.

The Vice Chancellor shall be neither a shareholder nor a director in Uganda Technology and Management University (UTAMU) Ltd.

4.3. The Deputy Vice Chancellors

4.3.1. Deputy Vice Chancellor for Academic and Student Affairs

The Deputy Vice Chancellor for Academic and Student Affairs shall:

- (a) Deputise the Vice Chancellor and be responsible to the Vice Chancellor for the academic affairs, student affairs and community engagement of the University.
- (b) In the absence of the Vice-Chancellor perform the functions of the Vice Chancellor.
- (c) Perform such other functions that may be delegated to him/her by the Vice Chancellor.

The Deputy Vice Chancellor for Academic and Student Affairs shall possess a PhD or equivalent, be at the rank of at least Associate Professor and possess at least six (6) years of managerial experience at least two (2) of which shall be at the level of at least Dean of a Faculty/ School or equivalent in a reputable higher education institution, corporate or public institution.

The Deputy Vice Chancellor for Academic and Student Affairs shall be appointed by the Board of Directors from among two (2) candidates recommended by the University Council. A search committee constituted by the University Council shall identify two (2) to four (4) suitable candidates for the post of Deputy Vice Chancellor and forward them to the University Council to nominate two (2) candidates for recommendation to the Board of Directors.

The Deputy Vice-Chancellor for Academic and Student Affairs shall be appointed on terms and conditions determined by the University Council for a term of three (3) years and shall be eligible for re-appointment for a maximum of two more terms of three years each. The Deputy Vice Chancellor shall be responsible to the Vice Chancellor.

The Deputy Vice Chancellor for Academic and Student Affairs shall neither be a shareholder nor a director in Uganda Technology and Management University (UTAMU) Ltd.

4.3.2. Deputy Vice Chancellor for Research, Innovation and Enterprise

The Deputy Vice Chancellor for Research, Innovation and Enterprise shall:

- (a) Deputise the Vice Chancellor and be responsible to the Vice Chancellor for:
 - (i) Research, publications and scholarship in the University;
 - (ii) Postgraduate student research in the University;
 - (iii) Integrating research into teaching and learning processes in the University;
 - (iv) Promotion and development of innovations and business enterprise in the University;
 - (v) Knowledge and technology transfer between the University and the public;
 - (vi) Partnerships and collaborations across the globe;
 - (vii) Promotion and development of consultancy services function of the University; and
 - (viii) Grant writing and training to staff and students.
- (b) In the absence of the Vice-Chancellor and Deputy Vice Chancellor for Academic and Student Affairs perform the functions of the Vice Chancellor.
- (c) Perform such other functions that may be delegated to him/her by the Vice Chancellor.

The Deputy Vice Chancellor for Research, Innovation and Enterprise shall possess a PhD or equivalent, be at the rank of Professor and possess at least six (6) years of managerial experience at least two (2) of which shall be at the level of at least Dean of a Faculty/ School or equivalent in a reputable higher education institution, corporate or public institution. He/she shall possess demonstrable experience in winning research grants as well as demonstrable experience in innovation and business enterprise.

The Deputy Vice Chancellor for Research, Innovation and Enterprise shall be appointed by the Board of Directors from among two (2) candidates recommended by the University Council. A search committee constituted by the University Council shall identify two (2) to four (4) suitable candidates for the post of Deputy Vice Chancellor and forward them to the University Council to nominate two (2) candidates for recommendation to the Board of Directors.

The Deputy Vice-Chancellor for Research, Innovation and Enterprise shall be appointed on terms and conditions determined by the University Council for a term of three (3) years and shall be eligible for re-appointment for a maximum of two more terms of three years each. The Deputy Vice Chancellor shall be responsible to the Vice Chancellor.

The Deputy Vice Chancellor for Research, Innovation and Enterprise shall neither be a shareholder nor a director in Uganda Technology and Management University (UTAMU) Ltd.

4.4. The University Secretary

The University Secretary shall:

- i. Be the Secretary to the University Council and its committees;
- ii. Be the custodian of the University Seal, legal documents and other University records and University assets;
- iii. Be responsible for the steward of the constitutional and business rules of procedure, coordinating the flow of business in terms of both timing and content, recording of discussions or decisions of the University Council and transmitting them to relevant University organs or officers through the University system;
- iv. Without loss of generality to (iii) above, be responsible for transmitting to Board of Directors the business from the University Council;

- v. Be responsible for receiving the decisions of the Board of Directors and transmitting them to relevant University organs or officers through the University system;
- vi. Monitor and report to the University Council, the status of implementation of the decisions of both the Board of Directors and the University Council;
- vii. Be responsible for the operation and conduct of the University Council business and in ensuring that appropriate rules of procedure are followed and, irrespective of any other functions that s/he may have within the University, when dealing with the University Council business s/he shall act on the instruction of the University Council itself;
- viii. Be the Chief Legal Officer of the University i.e., be responsible for Legal Services in the University;
- ix. Be responsible for human resources and general administration of the university;
- x. Be responsible for Estates and Security in the University;
- xi. Ensure that the University publications such as the Headed paper, diaries, statutes, policies, University calendar, University prospectus, staff handbook, University gazette, handbook on (administrative) procedures are updated and released regularly; and
- xii. Undertake any other duties assigned by either the Chairperson of the University Council or the Vice Chancellor.

The University Secretary shall be a holder of master's degree in a relevant discipline and a Bachelor of Laws degree from a recognised Institution. He/she shall be an advocate of the High Court. Being a member of the Institute of Chartered Secretaries and Administrators or Institute of Chartered Public Accountants of Uganda shall be an added advantage.

The University Secretary shall possess a minimum of six (6) years of relevant managerial experience from a reputable organisation.

The University Secretary shall be appointed by the University Council on recommendation of the University Appointments and Disciplinary Committee.

The University Secretary shall be appointed on terms and conditions determined by the University Council for a term of four (4) years and shall be eligible for re-appointment for one more term.

The University Secretary shall be responsible to the Vice Chancellor.

The University Secretary shall neither be a shareholder nor a director in Uganda Technology and Management University (UTAMU) Ltd.

4.5. University Controller

The University Controller shall be responsible to the Vice Chancellor for the University's Controllership functions and as such shall:

- i. Be the Chief Financial Officer as well as the Chief Reporting Officer of the University;
- ii. Direct, coordinate and oversee the University's financial, accounting, treasury operations, financial systems management and payroll of the University;
- iii. Be responsible for the financial planning and administration of the University and shall maintain the accounts in a form determined by the University Council;

- iv. Supervise the daily, monthly, quarterly and annual financial reporting and submit reports to the University Council;
- v. Undertake any other duties assigned by the Vice Chancellor.

The University Controller shall be a member of the Institute of Certified Public Accountants of Uganda (ICPAU) and a holder of at least a master's degree from a recognised Institution in a relevant discipline such as business administration, finance and accounting, economics, statistics, human resources or management, and a bachelor's degree from a recognized institution.

The University Controller shall possess a minimum of six (6) years of relevant managerial experience from a reputable organisation.

The University Controller shall be appointed by the University Council on recommendation of the University Appointments and Disciplinary Committee.

The University Controller shall be appointed on terms and conditions determined by the University Council for a term of four (4) years and shall be eligible for re-appointment for one more term.

The University Controller shall be responsible to the Vice Chancellor.

The University Controller shall neither be a shareholder nor a director in Uganda Technology and Management University (UTAMU) Ltd.

4.6. Academic Registrar

The Academic Registrar shall be the Secretary to the University Senate and the custodian of academic records in the University and shall be responsible /In addition he/she shall be responsible to the Deputy Vice Chancellor for coordination and management of academic affairs, student affairs, alumni affairs and convocation.

The Academic Registrar shall:

- i. Assist the Deputy Vice Chancellor responsible for Academic Affairs in overseeing the academic affairs in the University;
- ii. Assist the Deputy Vice Chancellor responsible for Academic Affairs in the coordination and management of the student affairs;
- iii. Be responsible for the coordination and management of the academic programmes including accreditation of the academic programmes with the National Council and other professional bodies;
- iv. Be responsible for coordination, administration and organization of admission and registration of students and conduct of examinations in the University;
- v. Coordinate the preparation of the teaching and examination timetables in the University;
- vi. Serve as the Custodian of the University Academic Records;
- vii. Serve as the Secretary of the University Senate;
- viii. Be responsible for the affairs of the alumni association;
- ix. Be responsible for streamlining and harmonizing the academic guidelines of the University;
- x. Assist in the development and review of guidelines and criteria of the University's academic growth projections;

- xi. Collect, analyze and interpret data on trends in University activities such as enrolments, staffing, staff training, graduate output, etc. and make such data available for decision making;
- xii. Ensure that the University publications in relation to academic affairs such as the University academic calendar, student handbook, University handbook on academic procedures are updated and released regularly;
- xiii. Document and store information on all academic programmes and ensure that the University complies to and maintains minimum academic standards; and
- xiv. Perform any other duties assigned by the Deputy Vice Chancellor responsible for Academic Affairs.

The Academic Registrar shall possess a PhD or equivalent, Master's degree and honours Bachelor's degree from a recognised institution, be at the rank of at least Senior Lecturer and possess at least six (6) years of managerial experience at least two (2) of which shall be at the level of at least Head of a Department in a Faculty / School, Deputy Academic Registrar, Manager or equivalent in a reputable higher education institution.

The Academic Registrar shall be appointed by the University Council on recommendation of the University Appointments and Disciplinary Committee.

The Academic Registrar shall be appointed on terms and conditions determined by the University Council for a term of four (4) years and shall be eligible for re-appointment for one more term.

The Academic Registrar shall be responsible to the Deputy Vice Chancellor responsible for academic affairs.

The Academic Registrar shall neither be a shareholder nor a director in Uganda Technology and Management University (UTAMU) Ltd.

4.7. University Librarian

The University Librarian shall be responsible for library services in the University.

The University Librarian shall;

- i. Be responsible for the development, control, management and co-ordination of all library and information services in the University;
- ii. Serve as the Executive Officer of UTAMU Libraries;
- iii. Maintain, and, enhance and improve, the Library's integrated learning environment, and the engagement of students, and staff in that environment;
- iv. Ensure equitable access to information resources, services, facilities and systems, in physical or virtual environments, both on campus and off campus;
- v. Be innovative and proactive in the implementation of new technologies and library services;
- vi. Assure adequate library and research resources are available to meet staff and student needs, within assigned budget;
- vii. Plan for collection growth and technological change;
- viii. Support teaching and research by ensuring reliable library services;
- ix. Serve as an ambassador and advocate for the library by developing partnerships with other academic research libraries, and regional and national library associations;

- x. Develop a vision to ensure that the UTAMU Library embodies a model of modern librarianship;
- xi. Work closely with the university leadership and with principals/ deans/ directors and departmental heads to prioritize and focus future library developments;
- xii. Be under the direction of the Deputy Vice Chancellor responsible for Academic Affairs;
- xiii. Perform any other duties as assigned by the Deputy Vice Chancellor responsible for Academic Affairs.

The University Librarian shall possess a Bachelor's degree in Library Science, Master's and PhD or equivalent from a recognised institution, be at the rank of at least Senior Lecturer and possess at least six (6) years of managerial experience at least two (2) of which shall be library working experience in a reputable higher education institution.

The University Librarian shall be appointed by the University Council on recommendation of the University Appointments and Disciplinary Committee.

The University Librarian shall be appointed on terms and conditions determined by the University Council for a term of four (4) years and shall be eligible for re-appointment for one more term.

The University Librarian shall be responsible to the Deputy Vice Chancellor responsible for Academic Affairs.

The University Librarian shall neither be a shareholder nor a director in Uganda Technology and Management University (UTAMU) Ltd.

4.8. Director for Human Resources

- (a) The Director for Human Resources shall be responsible to the University Secretary.
- (b) The Director Human Resources shall:
 - i. Be responsible for all matters pertaining to human resources of the University;
 - ii. Deploy staff to various units in conjunction with the University Secretary;
 - iii. Be responsible for staff development issues; and
 - iv. Any other functions that may be assigned to him / her by the University Controller.

The Director for Human Resources shall be a holder of at least a Master's degree in in Human Resources Management and a honours Bachelor's degree in a relevant discipline from a recognised institution. He/she shall be a member of the Human Resource managers' Association of Uganda and shall possess a minimum of five (5) years of relevant managerial experience from a reputable organisation.

The Director for Human Resources shall be appointed by the University Council on recommendation of the University Appointments and Disciplinary Committee.

The Director for Human Resources shall be appointed on terms and conditions determined by the University Council for a term of four (4) years and shall be eligible for re-appointment for one more term.

The Director for Human Resources shall be responsible to the University Controller.

The Director for Human Resources shall neither be a shareholder nor a director in Uganda Technology and Management University (UTAMU) Ltd.

4.9. Director for Internal Audit and Risk

The Internal Audit is an independent, assurance and consulting activity designed to add value and improve the University's operations.

The Director for Internal Audit and Risk shall:

- i. Be responsible for the internal audit planning and administration in the University and shall maintain the internal audits in a form determined by the Council;
- ii. Supervise the daily, monthly, quarterly and annual audit reporting and submit reports to Audit and Risk Committee of Council;
- iii. Evaluate and improve the effectiveness of risk management, control and governance processes by performing independent reviews, and reports on the effectiveness of management controls and operational performance throughout the University;
- iv. Determine whether acceptable policies and procedures are followed;
- v. Establish whether the legislative requirements, policies and established standards are met;
- vi. Establish whether the resources are used efficiently and effectively;
- vii. Find out whether planned activities are being accomplished as scheduled;
- viii. Verify whether the objectives of the University are being achieved;
- ix. Assess and integrate professional judgments about probable adverse conditions and/or events;
- x. Perform such other duties as may be assigned to him or her by the Audit and Risk Committee of Council.

The Director for Internal Audit and Risk shall be a member of the Institute of Certified Public Accountants of Uganda (ICPAU) and a holder of at least a master's degree in a relevant discipline from a recognised Institution. He/she shall be a holder of a relevant bachelor's degree from a recognised institution. The Director /He/she shall possess a minimum of five (5) years of relevant managerial experience from a reputable organisation.

The Director shall be appointed by the University Council on recommendation of the University Appointments and Disciplinary Committee.

The Director shall be appointed on terms and conditions determined by the University Council for a term of four (4) years and shall be eligible for re-appointment for one more term.

The Director shall be responsible to the Audit and Risk Committee of Council for the performance of his / her duties and administratively responsible to the Vice Chancellor.

The Director shall neither be a shareholder nor a director in Uganda Technology and Management University (UTAMU) Ltd.

4.10. Director for Students' Affairs

The Director for students' affairs shall be responsible for:

- i. The welfare of students;
- ii. The affairs of Students Guild;
- iii. Games and co-curricular activities;
- iv. Guidance and counseling;
- v. The general discipline of the students; and
- vi. Any other duties assigned to him or her by the Academic Registrar.

The Director for Students' Affairs shall be a holder of at least a master's degree in a Management or Social Sciences from a recognised Institution and a Bachelor's degree in a relevant discipline from a recognized institution. The Director for Students' Affairs shall possess a minimum of five (5) years of relevant managerial experience from a reputable organisation.

The Director shall be appointed by the University Council on recommendation of the University Appointments and Disciplinary Committee.

The Director shall be appointed on terms and conditions determined by the University Council for a term of four (4) years and shall be eligible for re-appointment for one more term.

The Director shall be responsible to the Academic Registrar.

The Director shall neither be a shareholder nor a director in Uganda Technology and Management University (UTAMU) Ltd.

4.11. Director for Quality Assurance

The Director for Quality Assurance shall be responsible for the following duties:

- i. Develop or review the quality assurance framework, plans, tools, and strategies for approval by Council or other relevant decision-making organs of the University;
- ii. Oversee the University's response to and implementation of Senate and Council policies and decisions and decisions of the Board of Directors, quality standards and any other policy or quality requirements as set by the Sector Ministry, National Council for Higher or other relevant quality assurance bodies;
- iii. Advise on and monitor quality assurance requirements for teaching, learning, research, innovation, consultancy and community outreach programs;
- iv. Provide technical and professional support to the various academic and administrative units in the implementation or enhancement of quality assurance systems within the University;
- v. Supervise the Quality Assurance teams in their undertakings and oversees the quality assurance and quality enhancement activities of the University;
- vi. Plan, implement and continually improve the quality management systems of the University in conformity with universally accepted standards;
- vii. Evaluate quality assurance or inspection reports from the various units of the University;
- viii. Oversee the provision of support to University units in eliminating impediments to implementation of quality programs in their internal operations;
- ix. Coordinate the conduct of quality management system audits and conformity assessments by External Advisors, Assessors and auditing, certification, accreditation or pre-qualification bodies.

- x. Oversee and participate in the sensitization, education and training of both staff and other relevant Stakeholders in Quality Management Systems;
- xi. Prepare and submit to the Quality Assurance Committee periodic reports on quality assurance audits in accordance with the University quality assurance policies; Communicate quality management targets, shortfalls, remedial measures and improved processes and procedures;
- xi. Perform such other duties as may be assigned to him or her by the Vice Chancellor or the quality assurance committee.

The Director for Quality Assurance shall possess a PhD from a recognised institution, Masters and honours bachelor's degree in relevant disciplines from recognised institutions. He/she be at the rank of at least Senior Lecturer and possess at least five (5) years of managerial experience at least two (2) of which shall be at the level of at least Head of a Department in a Faculty / School or equivalent in a reputable higher education institution. Training in quality assurance shall be an added advantage.

The Director shall be appointed by the University Council on recommendation of the University Appointments and Disciplinary Committee.

The Director shall be appointed on terms and conditions determined by the University Council for a term of four (4) years and shall be eligible for re-appointment for one more term.

The Director shall be responsible to the Joint Quality Assurance Committee of Senate and Council for the performance of his / her duties and administratively responsible to the Vice Chancellor.

The Director shall neither be a shareholder nor a director in Uganda Technology and Management University (UTAMU) Ltd.

4.12. Deans and Directors of Academic Units

4.12.1. Dean of UTAMU Graduate School

The Dean of the Graduate School shall be responsible to the Deputy Vice Chancellor for Research, Innovation and Enterprise for the performance of the following duties:

- i. Be responsible for the administrative and financial affairs in the Graduate School;
- ii. Coordinate Graduate Education and Research in the University;
- iii. Be responsible for Research Management in the University;
- iv. Coordinate research and innovation activities of the University and manage the research and innovation output for both electronic and print in liaison with relevant University Units to increase its visibility;
- v. Monitor the registration status and the progress of Graduate students at different levels in the University;
- vi. Identify sources of and solicit for funds to support research and graduate training;
- vii. Strengthen links with other universities and research institutions /organizations in research activities;
- viii. Promote and periodically review the University research agenda to reflect the priorities of the University and other stakeholders;

- ix. Produce an annual update report on completed and on-going research and publications in the University;
- x. Provide support to conferences and organizes workshops, seminars, symposia on research activities;
- xi. Develop and nurture a culture of excellence in research in the University;
- xii. Develop and manage the digital Academic Records for research, graduate students, and related staff;
- xiii. Develop and maintain authors / researchers' intellectual property rights, copyrights, rights management, and other legal issues especially as they apply to primary research in various forms in liaison with the University Library as mandated by the Legal Deposit Act;
- xiv. Ensure faculty (academic staff), graduate students and academic units compliance with all academic policies set by the university;
- xv. Provide support in the identification, recruitment, and matriculation of prospective graduate students in the University;
- xvi. Support the University academic units in marketing and advertising graduate programmes;
- xvii. Evaluate the effectiveness of existing and proposed systems and processes in support of graduate programmes (enrollment, applications, curricular development and review) at UTAMU;
- xviii. Define a compelling, cohesive and ambitious vision for the Graduate School with a shared purpose aligned to the broader corporate goals of the University, that will inspire its staff;
- xix. Set the strategic agenda in order to achieve this, ensuring that this is embedded across the University and implemented in terms of its operational delivery;
- xx. Manage effectively the resources (human, physical and financial) of the Graduate School in order to maximize its contribution to the University's strategic development and operational delivery;
- xxi. Promote and facilitate entrepreneurial activity across the University;
- xxii. Perform such other functions as are assigned by the Deputy Vice Chancellor responsible for Research, Innovation and Enterprise.

The Dean shall be a person of integrity and outstanding academic and administrative experience and capability. The Dean shall be a person with exemplary record of scholarship, teaching, research, innovation and consultancy services and with extensive knowledge and experience of university systems. The Dean shall be a holder of PhD from a recognised institution in a discipline offered in the University, masters, Bachelors in relevant disciplines from recognised institutions, be at the level of at least Associate Professor in a reputable institution and possess a minimum of four (4) years of managerial experience at the level of at least Head of Department in a Faculty / School / Institute / Centre.

The Dean shall be appointed by the University Council on recommendation of the University Appointments and Disciplinary Committee.

The Dean shall be appointed on terms and conditions determined by the University Council for a term of four (4) years and shall be eligible for re-appointment for one more term.

The Dean shall neither be a shareholder nor a director in Uganda Technology and Management University (UTAMU) Ltd.

4.12.2. Dean of School and Director of Institutes or Centre

The Dean of the School or the Director of the Institute or Centre shall:

- i. Be responsible for the academic, administrative and financial affairs in the school, institute or centre;
- ii. Promote research and innovation within the school, institute or centre;
- iii. Define a compelling, cohesive and ambitious vision for the School, institute or Centre with a shared purpose aligned to the broader corporate goals of the University, that will inspire its staff;
- iv. Set the strategic agenda in order to achieve this, ensuring that this is embedded across the School, Institute or Centre and implemented in terms of its operational delivery;
- v. Manage effectively the resources (human, physical and financial) of the School, Institute or Centre in order to maximize its contribution to the University's strategic development and operational delivery;
- vi. Encourage, support and facilitate entrepreneurial activity across the School, Institute or Center;
- vii. Be the Chairperson of the Board of his School or Institute or Centre and be responsible for the duties as provided under the charter;
- viii. Perform such other functions as are assigned by the Vice Chancellor.

The Dean or Director shall be a person of integrity and outstanding academic and administrative experience and capability. The Dean or Director shall be a person with exemplary record of scholarship, teaching, research, innovation and consultancy services and with extensive knowledge and experience of university systems. The Dean or Director shall be a holder of PhD in a discipline related to the respective School, Institute or Centre and be at the level of at least senior lecturer in a reputable institution.

The Dean or Director shall be appointed by the University Council on recommendation of the University Appointments and Disciplinary Committee.

The Dean or Director shall be appointed on terms and conditions determined by the University Council for a term of four (4) years and shall be eligible for re-appointment for one more term.

The Dean or Director shall be responsible to the Vice Chancellor.

The Dean or Director shall neither be a shareholder nor a director in Uganda Technology and Management University (UTAMU) Ltd.

4.12.3. Head of Department

The Head of Department shall: -

- i. Be a senior academic member of staff at the academic rank of at least senior lecturer with exemplary record of scholarship, teaching, research and consultancy services.
- ii. Be responsible to the Dean of the school or Director of the Institute or Centre; as the case may be, in respect of all matters concerning the department.
- iii. Provide academic leadership to the Department, embracing the range of subjects and disciplines represented in the Department, by providing a coherent academic

- vision and by inspiring the highest standards of teaching, research and innovation in the Department;
- iv. Manage the Department's portfolio through identification, development, and promotion of the Department's strengths including supporting cross Departmental activities and allocating resources accordingly;
 - v. Encourage, support and facilitate entrepreneurial activities, identifying and pursuing external funding and income-generating activities for the Department;
 - vi. Enhance the quality of the student experience at undergraduate and postgraduate levels, ensuring that students are engaged fully as partners in developing the learning experience and are appropriately supported; and
 - vii. Perform any other duties as assigned by the Dean or Director.

The Head of Department shall be a person of integrity and outstanding academic and administrative experience and capability. The Head of Department shall be a person with exemplary record of scholarship, teaching, research, innovation and consultancy services and with extensive knowledge and experience of university systems. The Head of Department shall be a holder of PhD in a discipline related to the respective department and be at the level of at least senior lecturer in a reputable institution.

The Head of Department shall be appointed by the University Council on recommendation of the University Appointments and Disciplinary Committee.

The Head of Department shall be appointed on terms and conditions determined by the University Council for a term of four (4) years and shall be eligible for re-appointment for one more term.

The Head of Department shall be responsible to Dean of the School or the Director of the Institute or Centre.

4.13. Removal of Officers of the University from Office

4.13.1. Removal of the Chancellor from Office

The Board of Directors shall remove the Chancellor from office on any the following grounds:

- i. Upon being adjudged Bankrupt; or
- ii. Upon being adjudged of unsound mind; or
- iii. Upon being convicted of a crime; or
- iv. Gross misconduct.

4.13.2. Removal of the Vice Chancellor and Deputy Vice Chancellor from Office

Any of the following grounds shall lead to the removal of the Vice Chancellor or Deputy Vice Chancellor from office:

1. The contract of the Vice Chancellor or Deputy Vice Chancellor shall be deemed to have been terminated when the Appointing Authority revokes the appointment; or
2. The contract of the Vice Chancellor or Deputy Vice Chancellor shall be terminated by the Appointing Authority:

- i. If two thirds of the University Council are satisfied that the Vice-Chancellor or a Deputy Vice- Chancellor should be removed from office on the grounds of misconduct or inability to perform the duties of the Office of the Vice Chancellor or Deputy Vice Chancellor; or
- ii. Upon being adjudged Bankrupt; or
- iii. Upon being adjudged of unsound mind; or
- iv. Upon being convicted of a crime.

4.13.3. Removal of the University Secretary, University Controller, University Librarian, Academic Registrar, the Dean of a School or the Director of an institute or centre, director of an administrative unit and Head of Department.

The contract University Secretary, University Controller, University Librarian, Academic Registrar, the Dean of a School or the Director of an institute or centre, director of an administrative unit and Head of Department shall be terminated by the Appointing Authority:

- i. If at least two thirds of the University Council pass a resolution that the University Secretary, University Controller, University Librarian, Academic Registrar, the Dean of a School or the Director of an institute or centre, director of an administrative unit and Head of Department should be removed from office on the grounds of misconduct or inability to perform the duties of the Office of the University Secretary, University Controller, University Librarian, Academic Registrar, the Dean of a School or the Director of an institute or centre, director of an administrative unit and Head of Department; or
- ii. Upon being adjudged Bankrupt; or
- iii. Upon being adjudged of unsound mind; or
- iv. Upon being convicted of a crime.

5. THE UNIVERSITY COUNCIL.

The University Council shall be responsible to the Board of Directors. The University Council shall be responsible for policy formulation as well as direct the academic, administrative and financial affairs of the University.

5.1. Membership of the University Council.

Neither a Member of the Board of Directors of UTAMU Ltd nor a shareholder of UTAMU Ltd shall be a member of the University Council. The University Council shall comprise of fifteen (15) members including ex-officio and the following shall constitute the University Council:

- i. Nine (9) independent members with knowledge, competencies and experience in key areas of higher education governance who are both non-students and non-employees of UTAMU, elected by the Board of Directors from the Public;
- ii. A Representative of the University Senate who is not a member of the University Management, elected by the University Senate;
- iii. A Representative of the University academic staff at the rank of at least senior lecturer and who is neither a member of University Senate nor University Management elected by the academic staff;
- iv. A Representative of the University non-academic staff who is neither a member of University Senate nor University Management elected by the non-academic staff;
- v. A Representative of the University Convocation who is both non-student and non-employee of the University elected by the University Convocation;
- vi. A Representative of the University Students elected by the University Students;
- vii. The Chairperson and Vice Chairperson of the University Council shall be appointed by the Board of Directors from among the members of the University Council who are neither employees nor students of the University;
- viii. The Vice-Chancellor of the University shall be an Ex-Officio Member of the University Council;
- ix. The Board of Directors may appoint additional ex-officio member (s) on the University Council whenever it deems it appropriate;
- x. The University Secretary shall be the Secretary to the University Council.

5.2. Functions of the University Council

The University Council shall:

- i. Be responsible for the direction of the academic, administrative and financial affairs of the University;
- ii. Implement decisions of the Board of Directors on the affairs of the University;
- iii. Give general guidelines to the University Management on matters relating to the operations of the University;
- iv. Prepare Statutes and recommend them to the Board of Directors for Approval;
- v. Formulate the general policies (including academic policies) of the University;
- vi. Approve all policy documents of the university in accordance with the Statutes of the University and always notify the Board of Directors;
- vii. Determine the requirements (including academic qualifications and experience) for the various academic, administrative and support/ technical staff positions in the University except where provided otherwise under this Statute or University Charter;

- viii. Appoint academic, administrative and support/ technical staff of the University except where provided otherwise under this Charter;
- ix. Ensure the integrity of the University's accounting and financial reporting systems
- x. Ensure that accurate records are kept on the University;
- xi. Record facts and assumptions which lead it to conclude that the business will be a going concern in the next financial year and if not state what steps it is taking;
- xii. Submit the Annual Report and quarterly University reports (including quarterly financial and audit reports) to the Board of Directors for approval;
- xiii. Submit quarterly reports on all (money) accounts of the University to the Board of Directors;
- xiv. Consider periodic University Senate reports on the academic affairs of the University;
- xv. Consider the Quarterly Report of the Vice Chancellor on the affairs of the University; and
- xvi. Undertake any other functions as delegated in writing by the board of directors.

5.3. Powers of the University Council.

The University Council shall, in relation to its functions:

- i. Approve the establishment of academic programmes and courses of study and recommend them to the National Council for Higher Education for accreditation;
- ii. Provide for the welfare and discipline of staff and students;
- iii. Keep custody of and manage all the (money) accounts of the University;
- iv. Jointly control with the Board of Directors all the collection accounts of the University;
- v. Receive gifts, donations, grants or other moneys and make disbursements as may be required in accordance with the statutes and policies of the University;
- vi. Cause proper books of account to be kept with respect to— (1) all sums of money received and expended by the University and the matters in respect of which the receipt and expenditure takes place, (2) all sales and purchases of goods by the University, and the assets and liabilities of the University;
- vii. Submit the University budget proposals and the final accounts to the Board of Directors for approval;
- viii. Award honorary degrees on the recommendation of a joint honorary awards committee comprised of three (3) members of university senate and two (2) members of university council whose chairperson shall be appointed by the Board of Directors from among its members;
- ix. Recommend to the Board of Directors three (3) suitable candidates for the position of Vice Chancellor, from among whom, the Board of Directors shall appoint the Vice Chancellor;
- x. Recommend to the Board of Directors two (2) suitable candidates for the position of Deputy Vice Chancellor, from among whom, the Board of Directors shall appoint the Deputy Vice Chancellor;
- xi. Recommend to the Board of Directors two (2) suitable candidates for the position of Principal, from among whom, the Board of Directors shall appoint the Principal of a College;
- xii. Recommend to the Board of Directors two (2) suitable candidates for the position of Deputy Principal, from among whom, the Board of Directors shall appoint the Deputy Principal of a College;
- xiii. Recommend to the board of directors the scales of fees and boarding charges for

- approval;
- xiv. Recommend to the board of directors the establishment of constituent and / or campus colleges, schools, directorates, centres, and departments and administrative units for approval; and
 - xv. Exercise any other powers as delegated in writing by the Board of Directors.

5.4. Qualifications of the Members of the University Council.

With exception of the student representative, a member of the University Council shall be a holder of at least a Master's Degree from a recognized institution and in addition possess a minimum of 5 years of managerial experience in a reputable organization. Other (professional) qualifications will be an added advantage.

5.5. Term of Office of the Members of the University Council.

With exception of the student representative and those who are members of the University Council by virtue of the positions they hold in the University, all the other members shall hold office for a term of three (3) years and are eligible for re-appointment. The office of a member of Council shall become vacant (a) upon death; (b) Upon ceasing to be a representative of the particular office or body or constituency by virtue of which that person became a member of the University Council; (c) Upon resignation of a member; (d) Upon being adjudged Bankrupt or of unsound mind; (e) Upon being convicted of a crime; upon the Board of Directors passing a vote of no confidence in the member of the University Council; and (f) Failure to attend three consecutive University council meetings without apology.

5.6. Chairperson and Vice Chairperson of the University Council.

- (a) The Chairperson of the University Council shall chair University Council Meetings and in his absence the Vice Chairperson shall chair and in the absence of both the Chairperson and the Vice Chairperson the members present shall elect a chairperson from among themselves who is neither a student nor an employee of the University.
- (b) The Vice Chairperson of the University Council shall deputise the Chairperson of the University Council and in the absence of the Chairperson of the University Council perform the duties of the Chairperson of the University Council.
- (c) When it is not practical or feasible to call a special or emergency meeting of the University Council, the Chairperson may perform the functions and exercise the powers of the University Council with exception of approval of the University annual report, budget proposals and the final accounts. The decisions and actions by the Chairperson of the University Council shall be subject to ratification by the University Council at its next meeting.
- (d) The Chairperson of the University Council in consultation with the Vice Chancellor shall keep the Chancellor fully informed about the general conduct of the affairs of the University through submission of quarterly reports to the Chancellor and shall furnish the Chancellor with such other information as he or she may require on any particular matter relating to the affairs of the University.

- (e) The Chairperson and Vice Chairperson of the University Council shall be persons with immense experience in the governance of higher education institutions and should have served as members of a University Council or equivalent for a period of at least four (4) years and who is neither a student nor an employee of the University.
- (f) The office of the Chairperson or Vice Chairperson of Council shall become vacant
 - (a) upon death;
 - (b) Upon ceasing to be a representative of the particular office or body or constituency by virtue of which that person became a member of the University Council;
 - (c) Upon resignation of the Chairperson or Vice Chairperson of the University Council;
 - (d) Upon being adjudged Bankrupt or of unsound mind;
 - (e) Upon being convicted of a crime; upon the Board of Directors passing a vote of no confidence in the Chairperson or Vice Chairperson of the University Council.

5.7. Meetings of the University Council

- i. The University Council shall meet at times and at places that it may determine for the transaction of its business but not less than four (4) times in each calendar year. The Chairperson may at any time call a meeting of the University Council and shall call a meeting if requested in writing by at least forty percent of all the members of the University Council.
- ii. Forty percent (40%) of the members of the University Council shall constitute a quorum at any meeting of the University Council.
- iii. Any matter for decision by the University Council shall be determined by a majority of the members of the University Council present and voting; and in the case of an equality of votes, the person presiding at the meeting shall have a casting vote in addition to his or her deliberative vote but at any meeting where an annual report is being approved the decision shall be determined by a majority of two thirds of the members present.
- iv. The validity of the proceedings, act or decision of the University Council shall not be affected by any vacancy in the membership of the University Council or by any defect in the appointment of any member or by reason that any person not entitled to do so took part in the proceedings.
- v. Members of the University Council shall be paid such allowances and retainer fees as the Board of Directors may determine, taking into account allowances and retainer fees of other University Councils.
- vi. The University Council may regulate its own procedure, and the procedure of any of its committees.

5.8. Committees of the University Council.

The standing committees of Council shall comprise of the Appointments and Disciplinary Committee; the Finance, Administration and General Purpose Committee; The Audit and Risk Committee; The Quality Assurance Committee and any other committee (s) the Board of Directors may establish. The University Council may establish temporary adhoc committees to serve a specific purpose within a period of not more than six (6) months. A Council Committee shall comprise of 5 members only. The University Secretary shall be secretary of all council committees. The membership of the audit and risk committee and the membership of the quality assurance committee and how they are appointed shall be provided for under the audit and risk committee and the quality assurance committee respectively. Unless otherwise expressly provided herein, the University Council shall

appoint the members of the university council committees from among its members and / or non-members. There shall be a Chairperson for each committee of the University Council and nobody shall be appointed to chair more than one committee of the University Council.

5.8.1. Meetings of a Committee of Council

- i. The committee shall meet at times and at places that it may determine for the transaction of its business but at least once in each calendar year.
- ii. The Chairperson may at any time call a meeting of the committee and shall call a meeting if requested in writing by at least one forty percent of all the members of the committee.
- iii. Forty percent (40%) of the members of the committee shall constitute a quorum at any meeting of the committee.
- iv. Any matter for decision by the committee shall be determined by a majority of the members of the committee present and voting; and in the case of an equality of votes, the person presiding at the meeting shall have a casting vote in addition to his or her deliberative vote.
- v. The validity of the proceedings, act or decision of the committee shall not be affected by any vacancy in the membership of the committee or by any defect in the appointment of any member or by reason that any person not entitled to do so took part in the proceedings.

5.8.2. Appointments and Disciplinary Committee

- (a) The terms of reference shall include:
 - (i) To be responsible to the University Council for the appointment, promotion, removal from service and discipline of all officers and staff of the academic, administrative and support/ technical service of the University, as may be determined by the University Council except where provided otherwise under this Statute or University Charter;
 - (ii) To make recommendations to Council concerning Terms and conditions of Service or application for variation of Terms and conditions for special leave, study leave or training leave;
 - (iii) To adjudicate any dispute concerning Terms and Conditions of service or application for variation of Terms and Conditions of service for special leave, study leave or training leave;
 - (iv) To liaise with the School Staff Development Committees and co-ordinate the Staff Development programmes of the University;
 - (v) To be responsible to the University Council for staff affairs in the University;
 - (vi) To be responsible to the University Council for student affairs in the University; and
 - (vii) To perform any other duties assigned by the University Council.
- (b) The Appointments and Disciplinary Committee in the discharge of its functions may invite any person to give technical advice in any meeting of the Committee.
- (c) The Chairperson of the Appointments and Disciplinary Committee shall be an

advocate of the high court. Holding qualifications in human resources or management shall be an added advantage.

5.8.3. Finance, Administration and General Purpose Committee

- (a) Terms of Reference shall include:
- (i) To consider a salary structure for academic, administrative and support/technical staff of the University and make recommendations to the University Council;
 - (ii) To conduct a periodic review of establishments considering all recommendations for changes in staff establishments and to make recommendations thereof to the University Council;
 - (iii) To receive the proposed budget estimates from the University Management and make recommendation to the University Council;
 - (iv) To control the banking and investment operations of the University and to make provision for the examination of all the bills and accounts and for the discharge of liabilities incurred by the University;
 - (v) To control all the expenditure of the University under approved Annual Estimates;
 - (vi) To receive and consider all requests for authorization of expenditure more than the approved Annual Estimates and make recommendations to the University Council;
 - (vii) To receive proposed University Development plans from the University Management for an approved period and make recommendations to the University Council;
 - (viii) To keep under review approved development programmes and to ascertain that the objectives of the University are being achieved and to make recommendations thereof to the University Council;
 - (ix) To prepare and keep up to date an accurate comprehensive inventory of University property;
 - (x) To consider and propose tuition fees and other student fees to the University Council;
 - (xi) To report to the University Council all matters related to finance, planning, investment, development, establishment and administration; and
 - (xii) To exercise such powers as the University Council may from time-to-time delegate to it.

(b) The Chairperson of Finance, Administration and General Purpose Committee shall be a member of the Institute of Certified Public Accountants of Uganda (ICPAU) with relevant financial management experience.

5.8.4. Audit and Risk Committee

(a) Membership of the Audit and Risk Committee:

The audit and risk committee shall comprise of the following five (5) members:

- (i) The Chairperson, who shall be a representative of Council elected by the University Council from among its members and who shall not serve on any other committee of the University council and shall as well be a member of the Institute of Certified Public Accountants of Uganda (ICPAU) with relevant audit experience;
- (ii) The Chairperson of Audit and Risk Committee shall be a member of the Institute of Certified Public Accountants of Uganda (ICPAU) with relevant audit experience;

and

- (iii) Four (4) persons appointed by the Board of Directors from the public that shall include at least two (2) members of the Institute of Certified Public Accounts of Uganda (ICPAU).

(b) Terms of Reference of the Audit and Risk Committee:

- i. To monitor and review the systems (internal control) in place used to safeguard University assets and to verify the existence of such assets as and when necessary;
- ii. To monitor and review the internal audit programme and its effectiveness;
- iii. To consider both external and internal audit investigations and recommendations thereof as well as Management's responses at university and unit level;
- iv. To receive and consider reports in conformity with financial laws and policies and operational procedures laid down in any legislation and good accounting practice;
- v. To discuss with the External Auditors issues such as compliance with accounting standards and proposals by the External Auditors regarding the internal audit process;
- vi. To evolve any other relevant policies to strengthen the internal control systems of the University;
- vii. To receive quarterly internal audit reports on the operations of the University and recommend solutions, set standards/ guidelines in relations there to the University Council;
- viii. Consider and/ or review the risk management framework for UTAMU and make recommendations to the University Council; and
- ix. To exercise such powers as the University Council may from time-to-time delegate to it.

5.8.5. Quality Assurance Committee.

- (a) The quality assurance committee of Council shall assure and control quality in all the affairs of university.

(b) Membership of the Quality Assurance Committee: The quality assurance committee shall comprise of the following five (5) members:

- i. The Chairperson, who shall be a representative of Council elected by the University Council from among its members and who shall not serve on any other committee of the University council;
- ii. Two experts on quality assurance appointed by the Board of Directors from the public;
- iii. A representative of the University Senate elected by the University Senate from among its members and who shall not be a member of the University Management;
- iv. A representative of Non-academic Staff elected by the Non-academic staff from among themselves and who shall not be a member of the University Management, Senate or Council.

(c) Terms of Reference of the Quality Assurance Committee: The specific terms of reference for the Quality Assurance Committee shall be as follows:

- i. To formulate policies and standards that will enable quality assurance in all the processes and units of the university both academic and non-academic;
- ii. To promote and ensure a culture of quality service delivery in the University;

- iii. With the assistance of management, to carry out periodic internal quality audits on the processes and activities of the University;
- iv. To effectively monitor quality in the principle activities of the University i.e. teaching, research, innovation and community engagement;
- v. To review quality aspects in policies, and other documentation originating from other committees of council that have a bearing on the image of the University, for example curricula;
- vi. To establish systems and processes that ensure quality control in the services offered by the university;
- vii. To attend to any specific recommendations by Council and Senate on issues to do with quality assurance and control in the University; and
- viii. To exercise such powers and or undertake any other duties as the University Council may from time-to-time delegate to it.

(d) The Chairperson of the Quality Assurance Committee shall be a holder of a PhD or equivalent from a recognised institution. He /she shall possess experience in teaching, research and management of higher education institutions.

6. THE UNIVERSITY SENATE

The Senate shall be the academic organ of the University and shall be responsible to the University Council.

6.1. Membership of the University Senate.

- a. There shall be a University Senate whose maximum number of members shall be determined by the Board of Directors on the recommendation of the University Council from time to time.
- b. The Senate shall consist of the following members:
 - i. The Vice-Chancellor, as chairperson.
 - ii. The Deputy Vice-Chancellor(s).
 - iii. Principals of Constituent Colleges and Campus Colleges.
 - iv. Deans of Schools and Directors of Institutes or Centers of the University.
 - v. The University Secretary.
 - vi. The University Controller.
 - vii. The University Librarian.
 - viii. Three persons capable of contributing to the academic and socio-economic development of the University appointed by the Board of Directors.
 - ix. One member at the rank of at least senior lecturer from each School, Institute or other academic body elected by academic staff of the School, Institute or other academic body.
 - x. One postgraduate student representative elected by the postgraduate students.
 - xi. One undergraduate student representative elected by the undergraduate students.
 - xii. The Academic Registrar who shall be secretary to Senate but shall not vote on any matter at any meeting of the Senate.

6.2. Functions and Powers of Senate.

- a. Subject to the provisions of the UTAMU Charter, the University Senate shall be responsible to the University Council for the organization, control and direction of the academic matters of the University, and as such the Senate shall be in charge of the teaching, research, innovation and general standards of education, research and innovation and their assessment in the University.
- b. Subject to the provisions of the UTAMU Charter, the Senate shall exercise the following powers and functions:
 - i. Initiate the academic policy of the University and advise the University Council on the required facilities to implement the policy;
 - ii. Direct and regulate the instruction program and the structure of any degree, diploma or certificate course within the University;
 - iii. Advise the University Council regarding the eligibility and qualifications of persons for admission to courses leading to the conferment of degrees and award of diplomas, certificates or other awards of the University;

- iv. Make regulations regarding the content and academic standard of any course of study in respect of a degree, diploma, or certificate or other wards;
- v. Make regulations regarding the standard of proficiency to be attained in each examination for a degree, diploma, certificate or other award by the University;
- vi. Decide which persons have reached the standard of proficiency and are fit for the conferment of any degree or award of any diploma, certificate or other awards of the University and determine their titles and abbreviations;
- vii. Advise the University Council on the promotion, coordination, control and general direction of research and innovation in the University;
- viii. Consider and report to the University Council on any matter relating to, or in connection with the academic work of the University;
- ix. Recommend to the University Council the proposals for establishment of Constituent Colleges and Campus Colleges, Schools, Institutes, Centres and other academic bodies;
- x. Recommend to the University Council the proposals for new academic programmes and revised academic programmes;
- xi. The Senate may deprive any person of a degree, diploma, certificate or other award of a University if after due inquiry it is found that the award was obtained through fraud or dishonourable or scandalous conduct and a person deprived of an award by the Senate may appeal to the University Council against the decision of the Senate;
- xii. Organize, control and direct the academic work of the University in teaching, research and publication;
- xiii. Control and provide general direction of assessment, research and innovation within the University;
- xiv. Regulate and determine the requirements for admission of persons to the University and to courses of study in the University and their continuance or discontinuance in any such course;
- xv. Make rules and regulations with regard to all University examinations and the standard of proficiency to be attained in such examinations, and the appointment of examiners, including external examiners;
- xvi. Recommend the award of honorary degrees to persons who have excelled in any sector of life as it may deem fit on the recommendation of an honorary degree committee established jointly by Senate and the University Council;
- xvii. Propose to the Council the financial needs of the academic, training and research programs of the University;
- xviii. Promote and supervise the development of the library and the archives;
- xix. Advise the Council on standards of conduct for academic staff and students and to act on matters related to mass indiscipline or unrest;
- xx. Constitute the final court of appeal in cases of academic discipline of students;
- xxi. Make regulations governing such matters as are within its powers; and
- xxii. The Senate may delegate any of its powers or functions to a Senate Committee or a College, School, Institute, Centre or any other academic Board as the Senate may consider fit for the efficient discharge of its functions and duties.

6.3. Term of Office of the Members of University Senate.

With exception of those who are members of the University Senate by virtue of the positions they hold in the University, all the other members shall hold office for three (3) years and are eligible for re-appointment with exception of the two (2) student representatives who shall hold office for one year. The office of a member of Senate shall become vacant (a) upon death; (b) Upon ceasing to be a representative of the particular office or body or constituency by virtue of which that person became a member of the University Senate; (c) Upon resignation of a member; (d) Upon being adjudged Bankrupt or of unsound mind; (e) Upon being convicted of a crime; and (f) Failure to attend three consecutive University Senate meetings without apology.

6.4. Chairperson of the University Senate

The Vice Chancellor shall be the Chairperson of the University Senate and shall preside at all meetings of the Senate at which he is present. In the absence of the Vice Chancellor, the Deputy Vice Chancellor shall preside and in the absence of both the Vice Chancellor and the Deputy Vice Chancellor (s) the members present shall elect a chairperson from among themselves who is neither a student nor an employee of the University.

When it is not practical or feasible to call a special or emergency meeting of the University Senate, the Chairperson may perform the functions and exercise the powers of the University Senate with exception of decisions in regard to which persons have reached the standard of proficiency and are fit for the award of any degree, diploma, certificate or other awards of the University; and deprivation of any person of a degree, diploma, certificate or other award of a University. The decisions and actions by the Chairperson of the University Senate shall be subject to ratification by the University Senate at the next meeting.

6.5. Meetings of the University Senate

- i. The University Senate shall meet at times and at places that it may determine for the transaction of its business but not less than three times in each calendar year;
- ii. The Chairperson may at any time call a meeting of the University Senate and shall call a meeting if requested in writing by at least forty percent of all the members of the University Senate;
- iii. Forty percent (40%) of the members of the University Senate shall constitute a quorum at any meeting of the University Senate;
- iv. Any matter for decision by the University Senate shall be determined by a majority of the members of the University Senate present and voting and in the case of an equality of votes, the person presiding at the meeting shall have a casting vote in addition to his or her deliberative vote;
- v. The validity of the proceedings, act or decision of the University Senate shall not be affected by any vacancy in the membership of the University Senate or by any defect in the appointment of any member or by reason that any person not entitled to do so took part in the proceedings;
- vi. Members of the University Senate shall be paid such allowances and retainer fees as the Board of Directors may determine, taking into account allowances paid to members of University Senate in other Universities; and
- vii. The University Senate may regulate its own procedure, and the procedure of any of its committees.

6.6. Committees of Senate

A Senate Committee shall comprise of 5 members including the Chairperson. Forty percent (40%) of the members of the Senate Committee shall constitute a quorum at any meeting of the Senate Committee. The Chairperson of a Senate Committee shall be a Deputy Vice Chancellor or any other member of Senate elected by the Senate. The Academic Registrar shall be secretary of all senate committees. The University Council shall approve the number of committees and terms of reference of senate committees on recommendation of the University Senate. The University Senate shall appoint the members of senate committees from among the members of senate and/ or non-members.

To support the conduct of its statutory functions, the university Senate shall, unless otherwise decided by the University Council on the recommendation of the University Senate, have the following committees:

- i. Admissions Board;
- ii. Graduate Studies Board;
- iii. Research and Innovation Board;
- iv. Academic Policy and Appeals Committee;
- v. ICT and Library Services Committee; and
- vi. Other Committees as the University Council on the recommendation of Senate, may establish to enable proper functioning of the University Senate.

6.6.1. College Board

The College shall be made up of schools, institutes, centres and other academic bodies. Each College Board shall comprise of: (i) The Principal and Deputy Principal (s); (ii) Deans and Directors; (iii) Deputy Dean (s) and Deputy Director (s); (iv) One representative of each school, institute, centre or directorate; (v) One representative of the University Students' Guild and (vi) one representative of the University Senate.

- i. The College Board may make recommendations or presentations to Senate on any matter pertaining to its own academic or professional activities.
- ii. The College Board may establish committees with approval of Senate and delegate thereto such of its respective powers and functions as it may determine.
- iii. The College Board shall meet at least twice every semester for the discharge of business emanating from within and outside the College.
- iv. The quorum for a meeting of the Board shall be half of its membership.
- v. A decision of the College Board on any matter shall be by a majority of the members present and in the case of equality the person presiding at the meeting shall have a casting vote.
- vi. The College Board may exclude from its meetings any member, if it is considering any matter, which in the opinion of the College Board is considered confidential.
- vii. The Principal shall send or cause to be sent minutes and all other documents connected there to, of every meeting of the College Board to the Academic Registrar for action or information of Senate.

The College Board may, with the approval of Senate, determine its own procedure and fix the times and places of its meetings

6.6.2. School, Institute, Centre or Other Academic Body Board

- (1) Each school, institute, centre and other academic body shall have a board consisting of the following –
 - (a) the Dean or Director who shall be Chairperson;
 - (b) Heads of Departments within the school, institute or other academic body;
 - (c) representatives of the teaching staff as determined by the Senate;
 - (d) Two student representatives: one graduate and the other undergraduate;
 - (e) One representative of the College Board.
 - (f) such other persons as the University Senate may decide;
 - (g) A Representative of the Academic Registrar shall be the Secretary.
- (2) The School, Institute, Centre or Other Academic Body Board shall recommend for adoption by the Senate in relation to the School, Institute, Centre or other academic body, proposals –
 - i. Regulating the attendance of students, the system of courses and lectures and the admission of students in the school, institute or other academic body;
 - ii. On the methodology and curricula to be followed taking into account the policy guidelines given by the University Council;
 - iii. Regulating the procedure and dates of examinations; and
 - iv. Relating to the promotion of teaching, research and writing of papers in the school, institute or other academic body.
- (3) Without loss of generality, the terms of reference for a school, institute, centre or other academic body board shall include:
 - (a) Direct and regulate the instruction and teaching within a School, institute or other academic body and comply with the regulations of University in the examination of candidates for degrees and other awards;
 - (b) Conduct examinations for the conferment of degrees and award of diplomas, certificates and other awards of the school, institute, centre or other academic body;
 - (c) Process and approve examinations results;
 - (d) Make recommendations for award of degrees, diplomas, certificates and any other awards;
 - (e) Make regulations governing the admission of persons to courses of study at the school, institute, centre or other academic body that are preparatory for examinations for a degree, diploma, certificate or other award of the University;
 - (f) Promote research and require reports from time to time on such research from principal investigators;
 - (g) Make recommendations to the University Senate on all regulations made subsequent to these regulations and on all rules

- and proposed changes in either regulations or rules of the school, institute, centre or other academic body;
- (h) Make recommendations to the Senate on the establishment, organization and functions of Departments, Centres, or any other units of the School, institute, centre or other academic body;
 - (i) Establish committees of the Board with approval of the University Senate for the better functioning of the school, institute, centre or other academic body; and
 - (j) Hold any additional powers as may be conferred by the University Council and Senate.
- (4) The School, Institute, Centre or Other Academic Body Board may establish committees with approval of the University Senate and delegate thereto such of its respective powers and functions as it may determine.
 - (5) The School, Institute, Centre or Other Academic Body Board shall meet at least twice every semester for the discharge of business emanating from within and outside the Faculty/School/Institute/Centre/College.
 - (6) The quorum for a meeting of the School, Institute, Centre or Other Academic Body Board shall be 40% of its membership.
 - (7) A decision of the School, Institute, Centre or Other Academic Body Board on any matter shall be by a majority of the members present and in the case of equality the person presiding at the meeting shall have a casting vote.
 - (8) The School, Institute, Centre or Other Academic Body Board may exclude from its meetings any member, if it is considering any matter, which in the opinion of the Board is considered confidential.
 - (9) The Dean or Director shall send or cause to be sent minutes and all other documents connected there to, of every meeting of the School, Institute, Centre or Other Academic Body Board to the Academic Registrar or Principal of the College for action or information of Senate.
 - (10) The School, Institute, Centre or Other Academic Body Board may, with the approval of Senate, determine its own procedure and fix the times and places of its meetings.

6.6.3. Departmental Board

- (1) Each College, School, Institute, Centre and other academic body may have departments for the various courses of study covered the college, school, institute, centre or other academic body as the Board of Directors on the recommendation of the University Council may determine.
- (2) Each department shall have a Departmental Board consisting of the following –
 - (a) the Head of Department, who shall be Chairperson;
 - (b) academic staff members in that department; and
 - (c) Two student representatives: one graduate and the other undergraduate.
 - (d) A Representative of the Academic Registrar as the Secretary
- (3) Each Departmental Board, subject to the direction of the University Senate and the college, school, institute, centre or other academic body, shall –
 - (a) deal with its own academic and administrative matters;

- (b) propose study plans and academic decisions to the Dean or Director for approval;
 - (c) assign its members to particular courses, lectures, seminars and workshops.
- (4) The organization of each department shall be such as is regulated by the Senate.
- (5) The Departmental Board may, with the approval of the Board of the School, Institute, Centre or Other Academic Body determine its own procedure.

7. THE UNIVERSITY MANAGEMENT

The University management shall be responsible for the day-to-day management of the University. The business from management shall be considered by the University Council and the University Senate through the respective committees.

7.1. Membership of University Management.

There shall be a University Management consisting of:

- i. The Vice-Chancellor, who shall be the chairperson;
- ii. The Deputy Vice-Chancellor (s);
- iii. The University Secretary;
- iv. University Controller;
- v. The Academic Registrar;
- vi. University Librarian;
- vii. Principals of Colleges; and
- viii. Deans of Schools.
- ix. The University Management shall appoint one administrative staff to serve as Secretary.

7.2. Functions of University Management

7.2.1. The functions of the University Management shall be to oversee the implementation of policies, administration, and management of the University and in particular but not limited to matters relating to:

- i. Financial operations;
- ii. Preparation of budget;
- iii. Personnel management;
- iv. Capital development;
- v. Student and staff welfare; and
- vi. Daily operations of the University.

7.2.2. Without loss of generality to Section 7.2.1 above, the functions of the University Management shall include:

- i. Advise the Vice Chancellor on the academic, administrative and financial affairs of the University;
- ii. Initiate policy proposals for consideration by Senate and its committees and/ or council and its committees;
- iii. Initiate and/ or generate business for both Senate and Council Committees;
- iv. Keep the University organs updated on the affairs of the University;
- v. Submit quarterly reports on university affairs to the University Council; and
- vi. Implement University Senate, University Council and Board of Directors Decisions.
- vii. Discuss other matters of interest to the university and make appropriate recommendations through the relevant committees to the university Senate and council.
- viii. The University Management shall determine its own procedure.

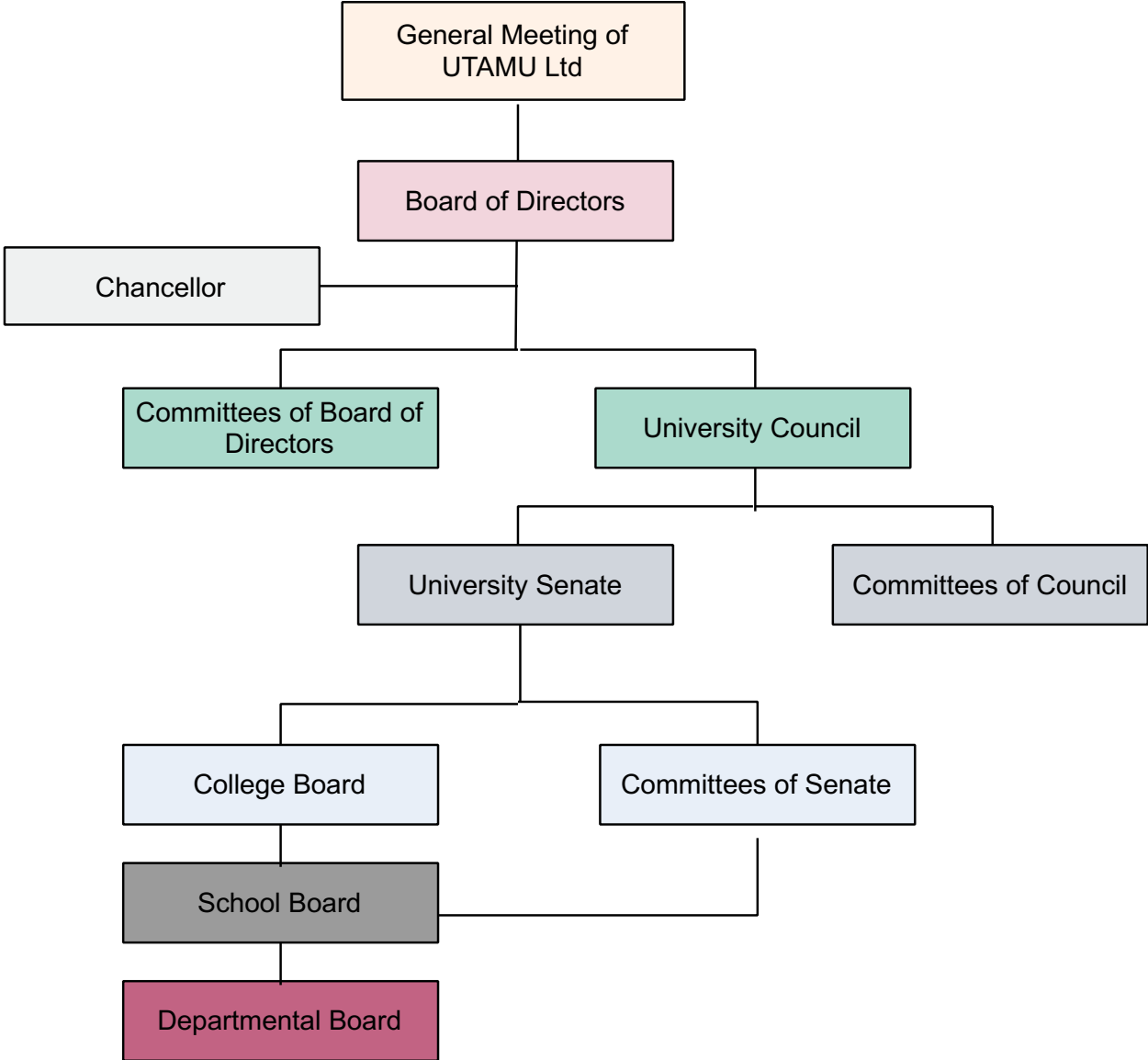
7.3. Meetings of the University Management

- i. The University Management shall meet at times and at places that it may determine for the transaction of its business at least once a month;
- ii. The Chairperson may at any time call a meeting of the University Management and shall call a meeting if requested in writing by at least 40% of all the members of the University Management;
- iii. Forty percent (40%) of the members of the University Management shall constitute a quorum at any meeting of the University Management;
- iv. Any matter for decision by the University Management shall be determined by a majority of the members of the University Management present and voting, and in the case of an equality of votes, the person presiding at the meeting shall have a casting vote in addition to his or her deliberative vote;
- v. The validity of the proceedings, act or decision of the University Management shall not be affected by any vacancy in the membership of the University Management or by any defect in the appointment of any member or by reason that any person not entitled to do so took part in the proceedings; and
- vi. The University Management may regulate its own procedure, and the procedure of any of its committees.

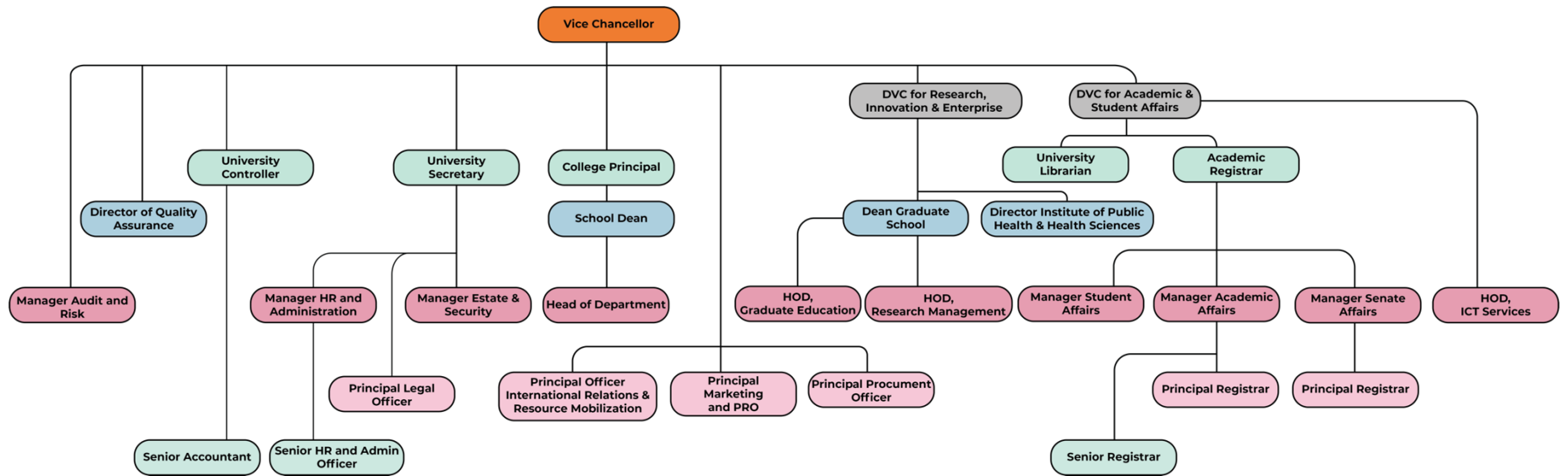
Uganda Technology and Management University (UTAMU) Organogram.

Uganda Technology and Management University (UTAMU) being a private university for profit has the following governance and management organs: The Board of Directors, the University Council, the University Senate and the University Management. The Board of Directors is the supreme organ of the University. Thus, the University Statute on Governance and Management is aimed at streamlining and specifying the reporting, powers and functions/duties of each organ among others. The UTAMU governance and management structures are provided below:

UTAMU Governance Structure:



Current UTAMU Administrative Structure:



Signed this 4th day of November 2022 by:

Chairperson, Board of Directors

Secretary, Board of Directors