



Corporate Governance Policy

1. Background

- 1.1. The Solomon Islands National University is a body corporate with perpetual succession, which has a common seal, established by the *Solomon Islands National University Act 2012* to serve the needs of the post-Secondary educational and industrial training requirements of Solomon Islands. With the power and capacity in its corporate name it can sue and be sued, purchase, hold, charge, sell, exchange, demise or otherwise dispose of real and personal property, to invest, lend or borrow money, to enter into contracts, to appoint agents and attorneys, to engage consultants, to fix charges and other terms for services and other facilities it supplies.
- 1.2. SINU is fully committed to its responsibility as a Premier National Institution providing post-Secondary education and industrial training, to make a lasting and positive contribution to Solomon Islands. The Council of SINU, as the governing body of the University, is tasked with the responsibility of ensuring that the principles of corporate governance, in accordance with the norms of International Conventions, and, consistent with the *Leadership Code (Further Provisions) Act, 1999*, and other laws of the land, persist through the full scope of the SINU's activities in a form relevant to the demands of Solomon Island's legislation and international best practices.

2. SINU's Corporate Governance Framework

- 2.1. The SINU Corporate Governance Framework seeks to expound how the structures, policies and practices of the University are integrated and defines the respective roles of Council and Management. It provides the basis for the effective and efficient discharge of the roles and responsibilities of these executive arms of SINU and furthermore, demonstrates through the policies adopted, the University's commitment to sound and effective corporate governance.
- 2.2. SINU's corporate governance framework is defined by, and includes the following principal documents:
 - 2.2.1. *SINU Act 2012*, and the *SINU Amendment Act 2014*
 - 2.2.2. All policies adopted by the University Council
 - 2.2.3. All procedures and processes adopted by the University Council to regulate the affairs of the Council
 - 2.2.4. All laws of Solomon Islands and relevant International Conventions ratified by Solomon Islands
- 2.3. The corporate governance framework of the University is aimed at ensuring that the objectives of the University are always met with economy and efficiency, and that in the process of meeting those objectives, the broader aspects of corporate responsibility are at all times, maintained. The latter includes the relationship between the University and all its stakeholders. University stakeholders include all members of the University as defined by the SINU Act 2012, the State, suppliers of each and every input to the University, creditors, debtors, sponsors of students (whether within Solomon Islands or outside Solomon Islands), and the communities of Solomon Islands, the Pacific and the World who intend to benefit from education and training provided by the University.
- 2.4. The University recognizes that all stakeholders of the University have a legitimate interest in the academic affairs of the University, and its financial performance to the extent of disclosure required by the SINU Act 2012.
- 2.5. It is the responsibility of every member of SINU to comply with every law of the country.

3. Objectives of the University and University Ethos

3.1. The objectives of the University are specified in SINU Act as follows:

- 4(1) The object of the University is to promote scholarship, research, free inquiry, academic excellence, and trade competence and in this process create, disseminate, maintain, and advance knowledge and productivity by teaching, training and other means, for the welfare and needs of the communities in Solomon Islands and the region;
- (2) The University shall be concerned with education and training at the post-secondary-levels, including education and training at the technical and vocational levels, consistent with international standards of teaching, research and other academic activities in institutions of higher learning.

3.2. The ethos of the University is capsulated in the SINU Act; s5 of the Act states:

- (1) The University shall have academic freedom in all matters of imparting of higher education in accordance with the provisions of this Act.
- (2) The Council must ensure that academic freedom is preserved and enhanced at the University.
- (3) In this section, "academic freedom" means the freedom of the University, within the law, including the best traditions of the academia, and the highest ethical standards –
 - a. To employ and to determine the terms and conditions of its staff;
 - b. for the University to regulate the content of subjects taught at the University, and to determine the mode of teaching and assessment that best promotes learning; and
 - c. for staff and students to question and test received wisdom, to put forward new ideas and to state controversial or unpopular opinions within the best traditions of advancing such ideas, and to engage in research and publication.
- (4) In the performance of their functions as well as policy, the Council and Management of the University and authorities and agents of the Crown, shall always act in ways that are consistent with promoting academic freedom at the University.

3.3. It is the responsibility of every member of SINU to comply with the objectives of the Act and advance the ethos of the University as encapsulated in the law.

3.4. Corporate decision-making must always be within the context of the objectives and ethos of SINU.

4. Corporate Criminal Responsibility under *Penal Code and Leadership Code (Further Provisions) Act, 1999*, and other laws of the land

4.1. Responsibilities under the *Leadership Code (Further Provisions) Act, 1999* and *Penal Code*

4.1.1. The Council shall provide and maintain a corporate culture within the body corporate that encourages and ensures compliance with all relevant laws.

4.1.2. The Council shall monitor performance of the University as required by the SINU Act 2012. The Council shall not cause or permit, authorise, encourage or tolerate actions that will lead to non-compliance of the provisions of the SINU Act 2012.

5. Corporate Governance Principles

5.1. The following ethical principles underlie corporate governance:

5.1.1. **Accountability:** The essence of good governance is accountability.

5.1.2. **Transparency:** All information should be open to interested parties. The exceptions to this principle are when such information is –

5.1.2.1. intellectual property which might be exploited to the detriment of the legal owners

5.1.2.2. is of a personal nature and not of organisational relevance

- 5.1.2.3. disclosure is not in the interest of the University, the State or the public.
- 5.1.3. **Integrity:** All statements and actions should be made honestly and accurately, so that they could be relied upon.
- 5.1.4. **Dignity:** All dealings with others should be treated with dignity.
- 5.1.5. **Legal Compliance:** All members of the Council, staff and students, shall aim to comply with the laws.

6. The Council

- 6.1. The Council is the University's governing body, and may exercise on behalf of the University, all powers conferred on the University by the SINU Act 2012. The details of the workings of the Council as per the Act are shown in Appendix 1.

7. Committees of the Council

- 7.1. The Council has 5 Committees; each committee may appoint its sub-committees. The Committees are:
 - 7.1.1. Executive Committee/Strategic Planning & Corporate Governance Committee
 - 7.1.2. Human Resources Committee
 - 7.1.3. Finance & Investment Committee
 - 7.1.4. Physical Resources Committee
 - 7.1.5. Audit Committee
- 7.2. A Committee established by the Act is the University Senate.
- 7.3. Council may, in its own deliberate judgment, compose a special committee comprising members of Council or persons who are not members of the Council or a combination of council members and persons who are not members of the Council, to carry out a tackle a specific, well-defined and time-bound work. Such special committees shall rarely be resorted to, and if it is, shall only be composed upon a unanimous resolution of the Council. The Chairperson of the Council, however has liberty to get reports from any person or group outside the Council, but in all such cases, shall table the report at the next Council meeting.

7.4. Purposes of the Committees

- 7.4.1. The Council has assigned its responsibilities advising council on specific matters and of decision making in designated areas between Council meetings to various standing Committees it has appointed, as listed above. The detailed TOR's of Committees are shown in Appendix 2.
- 7.4.2. The purposes of the bodies established by the Act are as provided for in the Act; these purposes are shown in Appendix 2.
- 7.4.3. The use of Committees permit issues requiring detailed consideration to be dealt with separately by members of the Council with specialist knowledge and experience, thereby allowing prudent and proficient management of Council affairs.
- 7.4.4. However, the Council maintains ultimate responsibility for the functions of its Committees and determines their responsibilities.

8. Relationship between the Council and its Committees

- 8.1. The Council's primary role is to provide policy making leadership and development of long term strategies for the Solomon Islands National University to achieve the objectives of the University, and in doing so, to maintain control over its assets, and establish high standards

of ethical behavior, robust corporate governance and risk management practices and procedures.

- 8.2. The Council shall ensure that Management meets the interests of stakeholders and meet the expectations and needs of customers, employees, suppliers, and local, regional and international communities as provided for under the enabling legislation.
- 8.3. The Council is collectively accountable for maintaining established precedents of corporate governance practices, and all members are responsible for complying with their deemed legal and fiduciary obligations and duty of care.
- 8.4. The Council committees are mandated to advise the Council on issues pertaining to the respective and specific areas handled by the Committees:
 - 8.4.1. FIC is primarily responsible for considering, reviewing and advising the Council on the development and implementation of the University's financial matters.
 - 8.4.2. HRC's primary role is to advise and make recommendations to the Council on policy and strategic planning matters as they relate to Human Resources.
 - 8.4.3. (recommended) PRC's role is to advice and make recommendations to the Council on the effective and efficient use of all the University's physical resources including its information and communications technology.
 - 8.4.4. (recommended) Strategic Planning and Corporate Governance Policy's key function is to advise the Council on matters relating to setting a strategic direction for the University through short (Corporate Plan) to long term (Strategic Plan) planning for all aspects of the institution, and for ensuring the implementation of the Corporate Governance Policy.
 - 8.4.5. (recommended)The Audit Committee via delegated authority from the Council is to apply an effective system of internal control and compliance and accurate external financial reporting, fulfilling its legal obligations for managing the relationships with the University's external auditors.

9. Meetings of the Council, its Committees, and Sub-Committees

9.1. Meetings

- 9.1.1. The Council shall annually approve a schedule of meetings for the Council, its Committees and sub-committees. Any deviation from the schedule shall be at the discretion of the Chairperson of the respective Committee
- 9.1.2. The Chairpersons of the various committees can schedule additional meetings whenever it is deemed necessary, provided the members are duly informed.
- 9.1.3. The Council shall convene at least 3 times in a year, whereby notification is given to all members at least a week in advance.
- 9.1.4. Occasionally the Council or any other Committee shall constitute ad hoc or Special meetings to deal with a particular issue before it. This relates to urgent/emergency issues requiring special attention apart from the normal meetings as per schedule.

9.2. University Secretariat

- 9.2.1. The University Secretariat shall be the Office responsible for fulfilling the obligations of the Council Secretary. In full-filling this role, the Secretariat shall take instructions from the Chairperson, and discuss them with the Vice-Chancellor for implementation.
- 9.2.2. Under overall direction of the Vice Chancellor, the Secretariat is responsible for ensuring that appropriate papers are prepared and distributed to all the members seven days prior to the meeting.
- 9.2.3. The Secretariat is responsible for all official records of the University. For this purpose, under the direction of the Vice-Chancellor, the Secretariat shall establish and manage the University Records Office.

9.3. **Agenda of the Meetings**

- 9.3.1. The agenda for all meetings is determined by the Chairperson in consultation with the Vice Chancellor and circulated with the minutes and other papers to all members within the timeframe prescribed. Council recognizes that there may be occasional need for calling urgent or extra-ordinary meetings to deal with emergencies or extra-ordinary circumstances; for such meetings, the Chairperson has the authority to dispense with the requirement that papers be sent with the call for the meeting and/or for adhering to the period of notice for the meeting.
- 9.3.2. Members of various committees are also encouraged to submit items for inclusion on the agenda to the Chairperson.
- 9.3.3. Any member wishing to raise any issue not on the agenda can do so in the “**Any Other Business**” section of the agenda.
- 9.3.4. The members are expected to attend all Council or its sub-committee meetings and when this is not possible, members have the option to join the meeting via video or audio conferencing, or any other means of communication.
- 9.3.5. Under circumstances where a Council member is unable to attend, apologies must be given a day in advance to the respective Chairperson, the Secretariat, or the Vice Chancellor.

9.4. **Confidentiality of Information**

- 9.4.1. In performing the functions, a member is obliged to each of the following:
 - (a) act honestly and in the best interest of the University;
 - (b) exercise reasonable skill, care and diligence;
 - (c) disclose to the Council any conflict that may arise between the member's personal interests and community interests on the one hand, and the interests of the University on the other; and
 - (d) not make improper use of his or her position as a member, or of information acquired because of his or her position as a member, to gain, directly or indirectly, an advantage for the member or another person.

10. **Role of the Chairperson**

- 10.1. The Chairman of the Council and various Committees is/are responsible for ensuring that all meetings are sufficiently well planned and conducted in a manner that ensures the most effective and efficient use of Council resources, including time and energy.
- 10.2. “Chairman” is used in a gender neutral sense.
- 10.3. The Chairman shall be responsible for leading the meetings and setting the platform for the accomplishment of the meeting and the manner in which issues are discussed.
- 10.4. The Chairman shall guarantee that adequate minutes of the proceedings of all meetings are recorded and circulated to all members.
- 10.5. The Chairman shall prepare the Report for the respective Committee they are serving and forward it to the Secretariat 10 days prior to the meetings.
- 10.6. The Chairman shall ensure that all members are enabled and encouraged to play their full part in the activities of the Council/Committee and have adequate opportunities to express their views.
- 10.7. The Chairman shall ensure that all members receive sufficient timely information to enable them to be effective Members.
- 10.8. The Chairman shall act as the link between the Council/Committee and the VC. It is for the Chairman to maintain a proper balance between the Executives of the University and the independent views of the Council/Committee.

11. Role of the Vice Chancellor

- 11.1. The Vice-Chancellor is the Chief Executive Officer of the University and may exercise the powers and perform the functions conferred on the Vice-Chancellor by the SINU Act 2012, and by the *Instrument for the Delegation of Authority from Council to the Vice-Chancellor (2013)*, or another Act or by the Council.
- 11.2. "Vice-Chancellor" is used in a gender neutral sense.
- 11.3. She shall have a general responsibility to the Council for managing the University in conformity with good governance principles, and for maintaining and promoting the efficiency and good order of the University.
- 11.4. She shall make a report to the Council on the working of the University annually and/or as required by the Chairman.
- 11.5. She shall be a member of the Council and all its sub Committees.
- 11.6. All matters in relation to the University shall be directed to the VC.
- 11.7. She shall be the link between the management and the Council/Committees and members. Any deviation or exception shall be at the discretion of the VC.
- 11.8. The VC may nominate one of the Pro-VCs to Act for him in his absence. The Acting VC shall have the full Authority of the VC in his absence.
- 11.9. She shall be the Chairman of the Senior Management Committee, the Senate, the senior management Appointments Committee, and the University Tender Board.

12. Individual and Collective Responsibility of Council Members

- 12.1. **Duties of Members During their Term in Office:** The Members shall:
 - 12.1.1. Carry out their functions with integrity, independence, and good faith and shall act in the best interest of the University.
 - 12.1.2. Act responsibly and fairly with the care, diligence, loyalty, and prudence of a reasonable individual;
 - 12.1.3. Carry out their functions in such a way as to maintain confidence in the University;
 - 12.1.4. Make every reasonable effort to avoid real or perceived conflicts of interest;
 - 12.1.5. Make a full disclosure of a real or perceived conflict of interest in any matter listed for a Council or Committee meeting at the commencement of the respective meeting, and at all other times, make a full disclosure of a real or perceived conflict of interest in writing as soon as they are aware of it and shall resolve it in the best interests of the University;
 - 12.1.6. Respect the confidentiality of information received in the performance of their duties as well as the confidentiality of the deliberations in which they participate;
 - 12.1.7. Attend all meetings and be familiar with the matters to be discussed. The agenda and agenda papers shall be delivered to members at least seven days prior to any meeting and any dispensation from the seven day regime shall be the prerogative of the Chairman.
- 12.2. **Other Considerations:** The members:
 - 12.2.1. shall not assist any person or any organization in its dealings with the University when such intervention may result in real or perceived preferential treatment to that person or organization by the University;
 - 12.2.2. shall not use, for their personal benefit or advantage, or for the benefit or advantage of any family member, or any other person or organization, any information acquired in the exercise of their office that is not otherwise generally available to the public;

- 12.2.3. shall not use, directly or indirectly, any facilities or services of the University, nor allow them to be used, for purposes other than expressly approved by the University; and
 - 12.2.4. shall not use any information that is made known to them and that is not known to the general public to transact shares or other securities in corporations or other entities involved in transactions that are under consideration, have been approved, or have been rejected;
 - 12.2.5. will not be precluded, as employees or students of the University and elected to the Council by due process in accordance with the *Act* of the University, from activities appropriately associated with their roles.
- 12.3. **Responsibility of Members After Leaving Office:** After leaving office, the members:
- 12.3.1. shall respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the deliberations in which they participated;
 - 12.3.2. shall not make use of any information obtained in their capacity as a Member that is not generally available to the public, in order to derive therefrom a benefit or advantage for themselves or that of any family member, or any other person or organization;
 - 12.3.3. shall not give advice nor act in the name of or on behalf of someone else in negotiations with or in regard to contracts with the University;

13. Conflict of Interest

13.1. Rules Governing Conflict of Interest

- 13.1.1. A Member shall be considered to have a real conflict of interest when he/she holds a personal interest, whether direct or indirect, that he/she is or should be aware of and that would, in the opinion of a reasonably informed and well-advised person be sufficient to put into question the independence, impartiality, and objectiveness that the said Member is obliged to exercise in the performance of his/her duties.
- 13.1.2. A Member shall be considered to have a perceived conflict of interest when he/she would appear to have, in the opinion of a reasonably informed and well-advised person, a personal interest, whether direct or indirect, that would be sufficient to put into question the independence, impartiality, and objectiveness that the said Member is obliged to exercise in the performance of his/her duties.

13.2. Management of Conflict of Interest

- 13.2.1. Members are expected to have primary responsibility in the identification and management of their own conflicts of interest.
- 13.2.2. In order to manage one's conflict, a Member must endeavor to identify what is, or could be, a real or perceived conflict of interest.

13.3. Declaration of Conflict of Interest

- 13.3.1. Members are expected to declare to the Council any conflict of interest they foresee in the carrying out of their duty as a member of the Council.
- 13.3.2. For any specific Council meeting, members are expected to declare any conflict of interest encountered before the proceedings of the meeting.
- 13.3.3. Any such declaration shall be recorded in the minutes (or a separate *Conflict of Interest Log Book*), by the Secretary and the member shall

excuse himself or herself from the meeting discussing the matter where the conflict has been declared.

14. Induction of Council and Committee Members

- 14.1. The VC shall organize an induction program at the earliest opportunity for all new members of the Council and Committees which shall be compulsory.
- 14.2. There shall be a pre-engagement consultation process and sign-off before induction, whereby members are oriented towards understanding the roles and responsibilities better.

15. Senior Management Committee

- 15.1. The SMC shall comprise the VC, the Pro-VCs, the Deans, and Directors. Other staff may be invited to the SMC meetings at the discretion of the VC.

15.2. Pro-VCs

- 15.2.1. Pro-VCs shall be responsible for leadership and oversight of
 - 15.2.1.1. strategies to improve academic management in a dynamic and competitive sector;
 - 15.2.1.2. infrastructure and maintenance issues in support of academic activities;
 - 15.2.1.3. financial and budget issues within Schools;
 - 15.2.1.4. human resource management and industrial relations relating to academic activities;
 - 15.2.1.5. occupational health and safety and equal opportunities offices; and
 - 15.2.1.6. represent or act for the Vice Chancellor as and when required.

15.3. Deans

- 15.3.1. **Academic and Administrative Responsibility:** Deans shall be responsible for:
 - 15.3.1.1. Any matter relating to the research, scholarship, teaching and courses in their College/Faculty/School.
 - 15.3.1.2. Shall work closely with the Pro-VCs.
 - 15.3.1.3. Shall work closely with other members of the SMC, and the academia.
 - 15.3.1.4. Considering the development of the academic activities of the University and the resources needed to support them and for advising the Vice-Chancellor, and the Senate thereon.
 - 15.3.1.5. Advising on such matters as the Vice-Chancellor may refer to from time to time.
- 15.3.2. **Overall Responsibility: Deans shall also be responsible for:**
 - 15.3.2.1. Overall responsibility and management of the College/Faculty/School/Department/Institute under their responsibility
 - 15.3.2.2. Leading by example and implementing professional standards
 - 15.3.2.3. Communication, supervision and compliance
 - 15.3.2.4. Maintaining and developing strong relationships with SMC members
 - 15.3.2.5. Maintaining and developing strong relationships with stakeholders.
- 15.3.3. **Directors: Overall Responsibility - Directors shall be responsible for:**
 - 15.3.3.1. Management of the Division
 - 15.3.3.2. Leading by example and implementing professional standards
 - 15.3.3.3. Maintaining and developing strong relationships with SMC members
 - 15.3.3.4. Maintaining and developing strong relationships with stakeholders

16. Relationship between the Council, Committees and Management.

- 16.1. There is a strong relationship between Council performance and organisational performance. Council performance is integral part of organisational performance.

- 16.2. The VC shall provide the link between the management and the Council/Committees. Members shall not liaise with staff on professional matters and vice-versa. All communication between the Council/ Committees and staff shall be through the VC.
- 16.3. Any member of management wishing to raise an issue with the Council/Committees shall do so through the VC.
- 16.4. Any Committee member wishing to raise an issue with the Council shall do so through the respective Chairman.
- 16.5. The ethics guiding the principles of collective decision making shall be adhered to at all times by the members of the Council, the Council Committee, and the members of the Senior Management Committee. This requires, inter alia, that once a decision is made on a matter which has been considered by the respective body through it being on the agenda and a paper on it being discussed and considered, all members of the body shall uphold and abide by the decision made on the matter, irrespective of their personal views or stand on the matter.
- 16.6. No member of the Council or Council Committees shall reprimand any employee or contractor of the University. Any member having any issue with any staff shall raise the matter with the VC. The VC shall be the sole spokesperson on affairs related to the University, the Council or any of the Committees.

17. Acting at Arms length

- 17.1. The Council shall establish a formal and transparent arrangement for maintaining an “arms length” relationship with external auditors, and ensure that there is timely and accurate disclosure to the stakeholders of any information.
- 17.2. The Council shall establish a formal and transparent arrangement for maintaining an “arms length” relationship with the service providers, and ensure that there is timely and accurate disclosure to the stakeholders of any information.
- 17.3. For clarity, ‘Arms Length’ refers to decision makers at SINU acting only and only for SINU’s interest, and not be or act under any pressure, duress, or actual or potential incentive or benefit from any other party.

18. Gift Policy: The University shall have a Gift Policy.

19. Whistle Blowing: The University shall have a Whistle Blowing Policy.

20. Finance Policy: There shall be a Finance Policy for the organisation approved by the Council.

21. Human Resources Policy: There shall be a Human Resources Policy Manual for the organisation approved by the Council.

22. Cultural Sensitivity: Co-existing in a plural society, due care and sensitivity shall be exercised in dealing with cultural issues.

23. Media/Communication Policy: There shall be a Media/Communication Policy congruent with good governance.

24. Interpretation and Review

- 24.1. In matters not specified but considered prudent for good governance, authority shall be vested in the Corporate Governance Committee to make an interpretation or judgment.
- 24.2. This Policy shall be reviewed from time to time by the Solomon Islands National University Council.

APPENDIX 1:

SINU COUNCIL

(As per SINU Act 2012 as amended in 2014)

1. Role of SINU Council¹

1.1. Role of the Council

1.1.1. The Council is the University's governing body, and may exercise on behalf of the University, all powers conferred on the University by the SINU Act 2012.

1.2. Chairperson of University Council

1.2.1. There shall be a Pro-Chancellor of the University who shall be the Chairperson of the University Council.

1.2.2. The Pro-Chancellor shall be appointed by the Minister, in consultation with the Council, and shall hold office for terms of up to 3 years.

1.2.3. The Pro-Chancellor shall be eligible for reappointment, but shall not hold office for more than 3 consecutive terms.

1.3. Vice Chancellor

1.3.1. The Vice-Chancellor is the Chief Executive Officer of the University and may exercise the powers and perform the functions conferred on the Vice-Chancellor by the SINU Act 2012 or another Act or by the Council.

1.3.2. The Vice-Chancellor shall have a general responsibility to the Council for managing the University, and for maintaining and promoting the efficiency and good order of the University. He or she shall make a report annually to the Council on the working of the University.

1.4. Objective of the University

1.4.1. The objective of the University shall be to promote scholarship, research, free inquiry, academic excellence, and trade competence and in this process create, disseminate, maintain, and advance knowledge and productivity by teaching, training and other means, for the welfare and needs of the communities.

1.4.2. The University shall be concerned with education and training at the post-secondary levels, including education and training at the technical and vocational levels, consistent with international standards of teaching, research, and other academic activities in institutions styled as institutions of higher learning.

1.5. Council to promote University's interests

The Council must act in the way that appears to it most likely to promote the University's interests.

1.6. Delegation

1.6.1. The Council may delegate any of its powers, duties and functions to such institutions and committees or to the Vice Chancellor of the University. However, no delegation may prevent the Council from performing any of the functions or exercising any of the powers of the Council. All such delegation is revocable by will.

¹ SINU Act 2012 as amended in 2014
SINU Corporate Governance Policy

2. Composition of the Council

2.1. Membership of Council

2.2. Official members

There are six (6) Official Members appointed by the Minister of Education and Human Resources Development whose positions are as specified in SINU Act. Their membership ceases when they no longer hold the position.

2.3. Appointed Members

There are five (5) appointed members appointed by the Minister of Education and Human Resources Development. These appointed members each represent the field on Natural Resources, Health and Medicine, Education and Training, Business and Tourism Industry and Technology. In considering these appointments, the Minister shall consider appointing people with credible background.

2.4. Elected members

The elected members consist of two Deans of Schools of the University, elected by the Deans; two members of the university's full-time staff at the rank of professor, elected by the professorial staff of the University; one member of the University's full-time non-professorial academic staff; one representative of the University's full-time students; one representative of the University's graduates with degrees or diplomas conferred by the University, and one general staff member of the University.

The Secretariat shall undertake the election of the elected members as and when required.

An elected member can be re-elected.

2.5. Co-opted members

The Council in consultation with the Minister of Education and Human Resources Development shall appoint Co-opted Members with commercial, academic or professional eminence

The appointment of a co-opted member may be renewed by the Council. Co-opted members shall have the same voting rights and privileges as the official, appointed and elected members of Council.

2.6. Failure to Make Nominations in Accordance to Section (12) (3)

Where failure to make nominations in accordance to Section (12) (3) the Council shall advise the Minister of Education and Human Resources Development to take appropriate action in accordance to the Act.

2.7. Failure to Elect Elected Members

Where failure to elect elected members occurs, in accordance to Section (12) (3) the Council shall advise the Minister of Education and Human Resources Development to take appropriate action in accordance to the Act.

2.8. Ineligibility for Membership of Council

A person is not eligible to become co-opted, elected or appointed if the person is declared

bankrupt, has been sentence to a term of imprisonment or suspended sentence, within the last 10 years.

2.9. Vacation of Office

The office of the elected, or co-opted member becomes vacant as specified dies; for the co-opted or elected member, ceases to be an eligible person for the entity that elected or appointed the person; is absent without leave from Council Meetings for three consecutive meetings; becomes an official member; resigns in writing given to the appointing authority for an appointed member or to the Chairperson of the Council for an elected or a co-opted member; or the member is removed from office under section 18 of the Act

2.10. Function and Obligations of Members

A member of Council shall offer his/her expertise, knowledge and experience for the betterment of the University.

2.11. Removal of Member From Office

A member of Council shall be removed from office when he/she fails to comply with the interests or obligations of the University, convicted in a court of law, or medically unfit to perform his/her duties.

2.12. Meetings of Council

At any meeting of Council, the quorum shall be half of the total of council members plus 1 and shall consist of at least 2 official members, 3 appointment members and two elected members. In the absence of the Chairperson, the Deputy Chairperson shall preside over the Council meeting.

2.13. Conduct of Meetings

The Conduct of the meetings of Council shall be in accordance with the Council Standing Orders.

2.14. Protection of Members of Council

The members of Council as eminent people in their own right and by virtue of their appointment, the University has an obligation ensure that they are protected by policy and regulation of the University.

2.15. Disclosure of Interest

Council members shall and are required to disclose any business activity and directorship that they may involve, own or participate in.

APPENDIX 2:

TERMS OF REFERENCE OF COMMITTEES

1. EXECUTIVE COMMITTEE / STRATEGIC PLANNING & CORPORATE GOVERNANCE COMMITTEE

Functions

The Executive Committee /Strategic Planning & Corporate Governance Committee of Council:

- may make decisions on behalf of the Council when the full Council is not possible to convene and shall report on such decisions at the next sitting of Council for noting; and
- advises the Council on matters relating to setting a strategic direction for the University, through short to medium term planning of all aspects of the University. This Committee
 - shall consider and make recommendations on any matter of strategy and policy referred to it by the Council;
 - monitor progress against the University's Strategic Plan and Corporate Strategies;
 - monitor wider developments in Solomon Islands, the Pacific and the world with a view to ensuring that the University continues to benefit from such developments, and at worst, that the University is not unduly affected adversely by such developments.
- advises the Council on any matter of serious concern involving corporate governance of the University. For clarity, "serious concern" refers to situations where the matter can potentially place the University in risks serious enough to destroy the standing of the University; and "corporate governance" is defined as the role and responsibility of the Council with respect to the provisions of the Act and its relationship with the Management of the University.

Membership

Chairperson: Pro-Chancellor

Members:

- Chairpersons of all Council Standing Committees except Audit Committee
- Vice-Chancellor
- Pro Vice-Chancellor (Academic)
- Pro Vice-Chancellor (Corporate)

2. HUMAN RESOURCES COMMITTEE

Functions

The primary roles of this Committee are to:

- Advise and make recommendations to the Council on policy and strategic planning matters as they relate to Human Resources.
- Periodically examine the Human Resources Policy of the University and ensure that it sufficiently covers all core aspects of the human resources of the University.

Membership:

Chairperson: A member from the Appointed Members of the Council, appointed by the Council
Members:

- Vice-Chancellor
- Pro Vice-Chancellor (Academic)
- Pro Vice-Chancellor (Corporate)
- Two other Council Members

Ex-Officio:

- Director of Human Resources.

3. FINANCE & INVESTMENT COMMITTEE

Functions

To monitor and advise Council on all matters relating to financial sustainability of the University

- All matters relating to the investment of University funds;
- Capital funds necessary to develop and sustain the University;
- Fees to be charged for programmes of studies, residential and other services;
- Annual Budgets;
- such other matters referred by the Council or the Vice-Chancellor

Membership:

Chairperson: A member of the Council, appointed by the Council
Members:

- Permanent Secretary, MOF
- Permanent Secretary, MEHRD,
- Two other Council Members
- Vice-Chancellor
- Pro Vice-Chancellors

Ex-Officio

- Director Finance

4. PHYSICAL RESOURCES COMMITTEE

Functions

To advise Council on:

- the policy framework for the governance of all the University's physical resources including its information and communications technology.
- support needed for the university in its quest for continuously improving the stock and quality of physical resources of the University.
- such other matters as may be referred by Council or the Vice-Chancellor.

Membership

Chairperson: A member of the Council, appointed by the Council

Members:

- Two other members of the Council
- Vice-Chancellor
- Pro Vice-Chancellors

Co-opted Members:

- Director, Planning, Coordination & Research Unit (MEHRD)
- Under Secretary-Ministry Dev. Planning & Aid Coordination

Ex-Officio

- Director, Property & Campus Management
- Director Planning
- Director Finance

5. AUDIT COMMITTEE

The Audit Committee is appointed by the Council and is accountable to the Council. This committee is assigned the oversight of the financial reporting and auditing processes.

Functions

The Audit Committee is to ensure that:

- The University fulfills its legal obligations with respect to financial reporting, and to satisfy itself that the financial reports fairly reflect the University's financial position and results of its operations;
- The University at all times has in place effective systems of internal control and compliance;
- Advise the Council on:
 - accounting and disclosure policies and procedures, including unusual and related-party transactions;
 - inherent and other forms of risks, including fraud and diminution of University assets;
 - sufficiency of dealing with problem areas and irregularities raised in audit reports.

Membership

Chairperson: A person with considerable audit experience from outside the University, appointed by the Council

Members:

- Two other persons, preferably with relevant professional membership or experience, appointed by the Council
- One person, being the nominee of the Permanent Secretary for Finance

6. SENATE

The Senate is established by s33 of the SINU Act.

Functions and Responsibilities:

- The Senate shall be responsible for the teaching, research and all other academic work of the University and for the regulation and superintendence of the education, training and discipline of the students of the University.
- The Senate shall:
 - (a) advise the Council about teaching, scholarship and research matters concerning the University;
 - (b) formulate proposals for academic policies of the University;
 - (c) monitor academic activities of the University; and
 - (d) promote and encourage scholarship and research at the University.
- The Senate may establish academic boards for colleges, faculties and schools to regulate the academic affairs of the respective college, faculty and school, and to advise the Senate on academic affairs of the colleges, faculties and schools.
- The Senate may advise the Council on establishment of faculties, schools, and institutes of the University as are necessary to achieve the objects of the University.
- The Senate may recommend to the Council on affiliating any existing or new colleges or academic institutions with the University by resolution.
- The Senate:
 - (a) may advise the Council on the composition of each faculty, division, school or department and their academic and administrative organisations.
 - (b) may advice the Council on the creation of institutes and centres, and other academic units, of the University

Membership:

Chairperson: Vice Chancellor

Members:

- all officers of the University responsible for academic affairs of the University who are above the position of a Dean of School;
- all heads of the University's faculties, divisions, schools, centres and institutes; and
- A number of professors of the University as determined by the Council periodically to be elected by the full-time professorial staff of the University on a two-year basis.

Document history

Version	Author (Name & Designation)	Approval Date	Revision
1	Vice Chancellor, through Senior Management Committee & Senate	1 August 2019 By SINU Council	