


UNIVERSITY OF THE WESTERN CAPE		
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	ENTERPRISE RISK MANAGEMENT POLICY	
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UNIVERSITY OF WESTERN CAPE (UWC)

ENTERPRISE RISK MANAGEMENT POLICY

Table of Contents

1. Introduction	3
2. Purpose of the Policy	3
3. Relevant Statutes and Compliance	3
4. The Enterprise Risk Management (ERM) Framework	4
5. Roles and responsibilities	4
5.1 Governance Structures	5
5.2 Management Responsibility	7
6. Proficiency and Due Professional Care	9
7. Risk Management Strategy	10
8. Conclusion	10
9. Definition of Terms within the Policy	10
10. Appendices	10

1. Introduction

The University of the Western Cape (UWC) is committed to the optimal management of risk to achieve its vision, mission, strategy and core values.

UWC is committed to a process of risk management that is aligned with the principles of Leading Practice as proposed in the King IV Report on Corporate Governance for South Africa, 2016.

Effective risk management is imperative to the University as it has diverse functions and services and an intrinsic risk profile. The realisation of UWC's Institutional Operational Plan (IOP) depends on the University's ability to take calculated risks in a way that does not jeopardise the direct interests of stakeholders. Sound management of risks will also enable UWC to anticipate and respond to changes in its environment and to make informed decisions under conditions of uncertainty.

2. Purpose of the Policy

UWC has adopted a common and integrated approach to ensure legal compliance and to monitor the University's strategic and operational risks. The policy aims to provide a governance framework for risk exposures to be dealt with in a consistent and integrated manner, with the overall objective of reducing risk and optimising opportunities as far as responsibly practical. This policy also clarifies the rights and responsibilities of key role players and structures regarding risk management.

3. Relevant Statutes and Legal Compliance

Risk management will be conducted with due consideration to the following regulatory framework:

- **Higher Education Act:** The University was established as a public Higher Education Institution in terms of the Higher Education Act of 1997 (as amended). All provisions of this Act, as it pertains to public Higher education institutions, shall govern the management of the University. In addition to the Higher Education Act, other legislative regulations also apply.
- **Committee of Sponsoring Organizations of the Treadway Commission (COSO):** UWC acknowledges that the National Treasury Risk Management Framework applies to Public Sector institutions. The Public Sector Risk Management Framework is based on the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Risk Management model.
- **Public Finance Management Act:** Although the University does not fall under the auspices of the Public Finance Management Act, it guides the management of public funds. The Public Finance Management Act, section 38 states that:

“The accounting officer for a department, trading entity or constitutional institution must ensure that that department, trading entity or constitutional institution has and maintains effective, efficient and transparent systems of financial and risk management and internal control.”

This authority and delegations may be sub-delegated to ensure the appropriate achievement of this requirement.

- Occupational Health, Safety and Environment Act and relevant. by-laws
- The King IV Code on Corporate Governance insofar as it applies to public higher education institutions.

4. The Enterprise Risk Management Framework (ERMF)

Considering the core functions and specific strategic objectives of the University, it is necessary to adopt a comprehensive approach to the identification of the potential risks and threats relating to processes, assets and strategy. Therefore, a comprehensive Enterprise Risk Management Framework (ERMF) has been developed to give effect to the Risk Management Policy and to support the effective management of risk.

The University's key risk exposures, whether insurable or not, will be identified, assessed, and appropriately managed. Possible threats and risks that may hinder the achievement of the goals of the University's operations may be related to, but not limited to, the following categories:

- Strategic direction
- Financial resources
- Academic enterprise
- Legal, regulatory and process issues
- Management Information
- Human Resources
- Culture and Integrity
- Information Technology
- Reputation
- Health, Safety and Environmental issues
- Operational matters

The University's Strategic Risk Register will be updated bi-annually to assist management with the monitoring of risk. Operational Risk Registers will also serve as a reporting framework for operational and governance purposes.

A communication plan will be developed to support the implementation of the Enterprise Risk Management Framework to ensure adequate dissemination of information to relevant stakeholders.

5. Roles and responsibilities

The ERM process involves various stakeholders and role-players with specific interests and roles to perform. A distinction is made between structures that have governance or oversight roles and structures and role-players that have management responsibilities.

The UWC model for enterprise risk management is summarised below:

RISK GOVERNANCE:

The following structures will have responsibility for oversight and development of Policy as well as a Common Framework for Risk Management:

- Council
- Audit and Risk Committee of Council
- Safety, Health and Environmental Risk Committee of Council

RISK INFRASTRUCTURE AND MANAGEMENT:

The following structures will have responsibility for the development and deployment of the Enterprise Risk Management Strategy and for sustaining and continuously improving risk management, objective assurance and monitoring of risk:

- Executive Management Committee (EMC)
- Executive Risk Management Committee (ERMC)

RISK OWNERSHIP:

The following role-players will have responsibility for risk management at an operational level and will deal with, amongst others, risk identification, risk assessment and evaluation, integration of risk, design testing and implementation of controls, monitoring, assurance and escalation of risk as well as information dissemination/communication of risk related matters:

- Senior Management
- Line Managers of Academic and Professional Support units

5.1 Governance Structures**Council**

Council has primary responsibility for the oversight of risk management. The Council performs this function through its sub-committees and in collaboration with the Senate and its sub-structures, the Institutional Forum, as well as the Executive Management of the University. The oversight bodies need to:

- Provide strategic direction and input;
- Set policy and procedures;
- Provide functional oversight;
- Monitor compliance;
- Hold process owners accountable; and
- Provide independent assurance.

More specifically, the University Council has to:

- Develop, document and approve the Enterprise Risk Management Policy and Framework;
- Consider the Risk Exposure Assessment Report that forms part of the

- University's Annual Report;
- Determine levels of risk tolerance;
- Appoint an Audit and Risk Management Committee to ensure the adequacy of assurance on key risk areas; and
- Appoint a Committee to oversee compliance with Safety, Health and Environment legislation.

Audit Risk Management Committee of Council

The Audit Committee of Council is primarily responsible for oversight of the University's internal and external audit and related processes. Assurance oversight is their main task and specific to risk management. Their terms of reference include:

- The review of the effectiveness of Council's System of Risk Management;
- Monitoring the appropriateness of the University's integrated assurance plan to ensure that significant risks within the University are adequately addressed, and suitable controls exist to mitigate and reduce these risks;
- Review implementation of the risk management plan;
- The review of arrangements made by the University to ensure employees and outside whistle-blowers (including customers and suppliers) report in confidence, concerns and possible improprieties in matters of financial reporting or compliance with laws and regulations that may have a direct or indirect effect on financial reporting;
- To ensure that the University has appropriate arrangements in place for an independent investigation of whistle-blower reports and for taking any action necessary as a result of such reports;
- Consider IT risk as a critical element of the effective oversight of risk management in the University; and
- Play an oversight role regarding IT risks and controls, business continuity and data recovery related to IT information security and privacy and understand the University's overall exposure to IT risks, including the areas that are most dependent on IT for effective and continuous functioning.

The standing orders of the Audit and Risk Committee of Council are included as Appendix A.

Safety, Health and Environmental Risk Committee of Council

The Committee must coordinate, monitor and assess matters with respect to the following:

- General risk awareness;
- General security, occupational safety and health;
- Crime and crime prevention;
- HIV/AIDS and all HIV/AIDS risk-related matters;
- Communication to the campus community regarding risk and security awareness;
- Risk, security and safety management on campus;
- Environmental preservation and protection;
- Compliance with the provisions of statutes, regulations and municipal by-laws relating to safety, health and environmental preservation and protection on premises under the University; and
- General planning, policy development and implementation, coordination, training and development with respect to the above matters.

The Committee must report regularly, but at least once every calendar year, to Council and

provide Council with its assessment of general occupational, health and safety matters on Campus and the effective management of related risks as well as compliance with the provisions of statutes, regulations and municipal by-laws relating to safety, health and environmental preservation and protection on premises under university control.

The standing orders of the Safety, Health and Environmental Risk Committee of Council are included as Appendix B.

5.2 Management Responsibility

The Rector and Vice-Chancellor is ultimately responsible for the overall management of risk within the University, but each senior manager is responsible for managing risk within their areas of operation. The Executive Management of the University is responsible for risk identification and mitigation monitoring at strategic and operational levels. Executive Management will be assisted by an advisory structure, the Executive Risk Management Advisory Committee.

The Institutional Planner is responsible for the necessary alignment, coordination and development of risk management. He/ she will maintain guidelines to ensure common terminology, aligned processes and adequate standards. The Institutional Planner is also the delegated Risk Management authority who has to:

- Develop, plan, implement and maintain ERM for the University to ensure and organise that the University remains legislatively compliant and aligned with Corporate Governance leading practices in terms of risk management. To further ensure that all risks to the University are continually controlled and managed, including the provision of advisory direction to Management on mitigating risk exposures;
- Develop the University's Enterprise Risk Management Strategy, procedures, processes and systems;
- Continuously improve on existing systems in terms of leading practice and legislative guidelines;
- Implement the ERM strategy, procedures, processes and systems in terms of a change management plan, including communication, consultation and training;
- Coordinate and monitor compliance with mitigation and remedial action commitments of University management; and
- Enforce compliance with the University-wide risk management activities, as defined in the University's ERM Strategy, with appropriate reporting to the Executive Risk Management Committee.

Executive Management Committee (EMC)

Executive Management, through the University officials, is responsible for designing, implementing and monitoring the process of Enterprise Risk Management and integrating it into the day-to-day activities of the University. The Executive Management Committee:

- Should delegate to line management the responsibility for the risk management plan;
- Ensure that risk assessments are performed on a continual basis at least once a year;
- Receive and review the University's Risk Registers;
- Ensure a framework for anticipating unpredictable risks;
- Ensure management continually implements appropriate risk management responses with risk monitoring;

- Receive assurance on the effectiveness of risk management from management as well as a written assessment of the effectiveness of the system of internal controls and risk management from internal audit; and
- Disclose in the University's Annual Report its view on the effectiveness of the risk management process and any emerging risks and trends.

The Executive Risk Management Committee (ERMC)

The ERMC will provide management oversight and direction for the University's ERM processes. The ERMC will formalize the potential risk exposures experienced within the diverse activities of the University relevant to the risk management activity's function and responsibilities, whether performed by the University's ERM staff or by nominated assistance. The objectives of ERMC are to:

- Ensure that a Risk Management Policy and Framework are formalised, functional and monitored to comply with applicable legislation/ statutory requirements;
- Ensure that a common understanding of the risk universe is identified in the institutional risk register, which needs to be addressed in order to meet the University's strategic objectives;
- Ensure that the Rector and Vice Chancellor refers matters of risk tolerance/appetite and risk priority framework to the Council via the Council Audit and Risk Committee;
- Ensure that risk assessments in terms of an approved methodology are carried out to determine the key risks to which the University may be exposed and to comment on the strategy that the delegated risk management authority should follow to manage those key risks;
- Ensure that risk registers are compiled and updated by management at least annually and that the registers are current;
- Monitor and evaluate the University's risk management and responses to mitigation action efforts;
- Report, on request, to other committees on the risk management work undertaken and the extent of action taken by management to address areas identified for improvement, as well as risk areas where no action was taken. In addition, informing Council, via its Audit and Risk Committee, of risks that might impact the achievement of the University's strategic objectives, including providing guidance to the Accounting Officer and other relevant Risk Management stakeholders on how to manage these risks to an acceptable level;
- Ensure that goals, objectives and key performance indicators for the ERMC and the risk management activity are achieved; and
- Review and monitor the effectiveness of risk control systems, the reliability and accuracy of risk management reporting and the fraud prevention plan.

The ERMC should comprise a minimum of three members from the executive, and can expand the committee to include senior managers and/or independent risk experts. The ERMC will meet quarterly.

Line Management

Management at all levels within the University are responsible for the identification and mitigation of risks, including the timeliness and appropriateness of their decisions, as well as monitoring of risks and their reporting where appropriate.

The ERMC will advise the Executive Management on emerging risks and possible operational weaknesses at the University and on the status of execution of related risk management plans. More specifically, it assists the Executive Management in developing a long to a medium-term overview of possible risks and future scenarios, the compilation of a risk register, and the monitoring of short-term risks.

Stakeholders

The University's risk audience includes internal and external stakeholders and through the University's risk management approaches it is important to recognise that stakeholder actions may have a direct impact on UWC's risk profile and vice-versa.

Risk Champions

- Risk champions act as change agents in the ERM process to ensure the integration of Risk Management activities into daily operations.

Risk Owners

- Risk Owners are the Rector and Vice-Chancellor, Deputy Vice-Chancellors, Executive Directors, Directors, Managers, Heads of Departments and Line Process Owners.
- Their role is to ensure that action is taken on the risk exposures identified in their departments and also to anticipate risks in their areas of expertise.

Action Owners

- The Action Owners are the officials that execute risk mitigation action plans to the satisfaction of Risk Owners and could include Risk Owners (Deans, Directors, and other role-players) identified by the Executive Management Committee.
- The role-players actively work in an integrated manner within the risk management mitigation action plan process to reduce the risk exposures in the interest of stakeholders.

6. Proficiency and Due Professional Care

Risk Management activities must be performed with proficiency and due professional care. The delegated risk management authority(ies) must obtain competent advice and knowledge if risk management lacks the knowledge, skills or other competencies needed to perform all or part of the risk management activity.

Risk owners and risk action owners should should apply the care and skill expected of reasonably prudent and competent risk management officials. Risk owners and risk action owners must exercise due professional care by considering the cost of managing the risk in relation to the value of the objective, that management defines and implement controls to manage risk and reduce the probability of significant errors, irregularities or non-compliance.

Risk owners and risk action owners must be alert to the significant risks that might affect objectives, operations or resources, but cannot guarantee that all significant risks will be identified. Risk owners and risk action owners should be offered opportunities to enhance their knowledge, skills, and risk management competencies to effectively support the University's risk management process and embedding risk management in the University.

7. Risk Management Strategy, frameworks, procedures and tools

The Policy will be complemented by the Strategy that will contain frameworks, procedures, systems, and templates to be utilized for Enterprise Risk Management (ERM).

8. Conclusion

The policy allows for all managers to have a mutual understanding of risk management and to speak a common language of risk. Management will be able to assess their risks and place corrective action plans in place to mitigate the risk exposure in a consistent manner.

Risk Management processes and responsibilities are incorporated in the list of responsibilities allocated to the Accounting Officer (Vice-Chancellor), Executive Risk Management Committee, and the Audit and Risk Committee of Council. However, these responsibilities are extended to all managers and employees, as risk management is everybody's responsibility.

9. Definitions

Risk: The possibility that an event will occur and negatively affect the achievement of objectives, which can prevent value creation or erode existing value.

Internal Control: Internal control is a process, effected by an entity's executive management, management and other personnel, designed to provide reasonable assurance regarding the achievement of objectives.

10. Appendices

Appendix A – Audit and Risk Management Committee

Appendix B – Safety, Health and Environmental Risk Management Committee

11. Version History

Version	Date	Summary of changes	Date of next review
Amendment 1	22 June 2023	Items; 1, 3, 4, 5, 5.1, 5.2 and 6	June 2028



STANDING ORDERS AUDIT AND RISK COMMITTEE OF COUNCIL (CAR)

1. NAME AND ACRONYM

1.1 The Committee is known as the Audit and Risk Committee of Council with the acronym CAR and is a committee of Council.

2. COMPOSITION

The Committee is constituted as follows:

2.1 Ordinary Members

2.1.1 Four (4) external members of Council.

2.1.2 Three (3) independent persons who are not members of Council, not in the employ of the University, not a student and does not conduct business with the University. Such members shall be recommended by the Executive Management in consultation with the Executive Committee of Council to the Membership Committee of Council for consideration and recommendation to Council, for approval.

2.1.3 The members appointed to the Committee must have sufficient qualifications, experience, knowledge and understanding to fulfil their duties, including but not limited to the following:

2.1.3.1 financial and sustainability reporting; internal financial controls; the external audit process; internal audit process; risk management; sustainability issues; information technology governance as it relates to governance processes with the institution, and assurance, and

2.1.3.2 are required to keep up to date with required competencies.

2.1.4 The Committee may from time to time and/or with regard to specific matters, co-opt a person, not in the employ of the University, provided that such person may take part in discussions but will not have voting rights.

2.2 Members in attendance

2.2.1 The Vice-Chancellor/Rector, Deputy-Vice Chancellor(s)/Vice- Rector(s), Executive Director: Finance & Services, Executive Director: Human Resources, Registrar and Institutional Planner are *ex officio* members and shall have no voting rights.

2.2.2 The Chairpersons of the Finance Committee of Council and the Safety, Health and Environmental Risk Management Committee of Council, the Director of Legal Services, representatives of External Auditors, Internal Auditors, other assurance providers, and professional advisors may attend Committee meetings by invitation only and shall have no voting rights.

2.3 The Chairperson of Council is not eligible to be the Chairperson or a member of the Committee.

3. TERM OF OFFICE

The term of office of members of the Committee is as follows. Members contemplated in:

3.1 paragraph 2.1.1, for the duration of their term as members of Council, provided that should their term on Council be extended, such extension shall not automatically result in their membership on the Committee being extended. Ordinary membership processes conducted through the applicable governance processes will apply; and

3.2 paragraph 2.1.2, three years,

unless before the expiry of such period, a member submits his or her resignation in writing to the Committee or vacates his or her office for any other reason.

4. CHAIRPERSON, VICE-CHAIRPERSON AND ACTING CHAIRPERSON

4.1 The Chairperson and Vice-Chairperson of the Committee shall be external members of Council in terms of 2.1.1 above and are elected by the Committee.

4.2 In the absence of the Chairperson, or on his or her request, the Vice-Chairperson performs the functions of the Chairperson.

4.3 Should both the Chairperson and the Vice-Chairperson be absent, the Chairperson shall designate an ordinary member of the Committee to chair the meeting. In the absence of such designation, the members present must elect an ordinary member who is present to preside at that meeting, subject to 5.4 below.

5. QUORUM

5.1 At all meetings of the Committee one more than half of the external Council and independent members contemplated in paragraphs 2.1.1 and 2.1.2, present in person or by electronic communication, constitutes a quorum.

5.2 In the event of there being no quorum fifteen minutes after the time fixed for the meeting, the meeting shall adjourn without motion or vote for fifteen minutes, after which the members present, whether present in person or by electronic communication, shall be deemed to constitute the requisite quorum.

5.3 In the event of 5.2 being invoked, any matters that require a decision must be presented to Council for approval at the next sitting of Council, unless such approval is obtained at a duly constituted Committee meeting prior to the sitting of Council.

5.4 No further business may be conducted in the absence of two (2) or more Council members.

5.5 For the purposes of clarity, individuals in attendance, ex officio or by invitation may participate in discussions but do not form part of the quorum for Committee meetings.

6. MEETINGS AND PROCEEDINGS

6.1 Frequency of meetings

6.1.1 Meetings shall be held quarterly and shall be arranged by the secretary of the Committee in consultation with the Chairperson.

6.1.2 Meetings in addition to those scheduled may be held in order to meet

business requirements at the request of the Chairperson in consultation with the Vice-Chancellor/Rector; or, with approval of the Chairperson, at the request of the External Auditor, the Internal Auditor, the Vice-Chancellor/Rector, Executive Director: Finance and Services; or Council.

6.1.3 The Committee must meet with internal and external auditors at least once a year without Management present. The secretariat shall remain in attendance to minute such meeting(s).

6.2 Conflict of interest

6.2.1 A member of the Committee who has a direct or indirect business, commercial, financial, personal or other interest in any matter to be discussed at a meeting and which may result in a conflict of interest arising, whether real or perceived, must before the meeting, declare and inform the Chairperson in writing of the possible conflict of interest, which declaration must also be recorded at the meeting by such member.

6.2.2 Such member of the Committee must recuse himself or herself from the meeting during the discussion of the matter and the voting thereon, unless the Committee decides otherwise by a majority vote, and while absent he or she is not to be regarded as being present for the purpose of a quorum.

6.3 Minutes

6.3.1 The minutes of the previous meeting and of any additional meetings held subsequent thereto shall be circulated to the Chairperson of the Committee for review.

6.3.2 A copy of the minutes shall be circulated to the members ideally five (5) business days before the meeting.

6.3.3 The minutes must be formally approved by the Committee at its next scheduled meeting.

6.3.4 Any objections to the minutes must be raised and dealt with before the confirmation thereof.

6.4 Decisions of the Committee

6.4.1 Decisions of the Committee are by majority vote of ordinary members of the Committee.

6.4.2 In the event of a vote by secret ballot, the results of the vote for and against the motion shall be recorded in the minutes.

6.4.3 In the event of a tie, the Chairperson shall have the casting vote in addition to his / her deliberative vote.

6.4.4 The opinion of an ordinary member who is unable to attend a meeting either in person or by electronic communication must, if it has been put in writing, be laid before the meeting, but may not count as such member's vote.

6.4.5 The ruling of the Chairperson on any question of order or procedure at meetings for which no provision is made in the Statute, or this Standing Orders is final, unless immediately challenged by a member, upon which the matter must be put before the meeting, without any further discussion for final decision.

6.5 Reporting

6.5.1 The Chairperson of the Committee shall report, at Council meetings, on

the Committee's deliberations, decisions and recommendations.

7. AGENDA

- 7.1 The agenda of the meetings planned for the year shall cover the items emanating from the annual work plan.
- 7.2 The agenda of the meeting shall be prepared and distributed, with the notice of the meeting, at least five (5) business days prior to the meeting date.
- 7.3 At least three (3) business days written notice must be given to Committee members for additional meetings. The notice must also state the business for which the meeting is convened.
- 7.4 A member may at an ordinary meeting table a motion of an urgent nature without prior notice, with the consent of at least two-thirds of the ordinary members present at the meeting, whether present in person or by electronic communication.
- 7.5 A matter may not be withdrawn or removed from the agenda without the consent of the majority of the ordinary members present at the meeting, whether present in person or by electronic communication, and any matter so withdrawn or removed may not be tabled as a motion or otherwise discussed at such meeting.

8. FUNCTIONS AND DUTIES

8.1 Functions

- 8.1.1 The Committee has an independent role with accountability to Council.
- 8.1.2 The Committee does not assume the functions of Management, which remain the responsibility of the Senior Management of the University.
- 8.1.3 The Committee must establish an annual work plan which shall cover matters laid out in the Committee's responsibilities contemplated in paragraphs 8.2 to 8.6 below. The more critical matters must be attended to each year while other matters may be dealt with on a rotation basis over a three-year period.

Duties / Responsibilities

8.2 Financial reporting

- 8.2.1 The Committee, in a joint meeting with the Finance Committee, annually reviews the management accounts and finance documents that informs the annual financial statements;
- 8.2.2 The Committee reviews the integrity of the finance accounts and documents, including the management accounts prepared, at such intervals as the Committee may decide.
- 8.2.3 Recommends the approval of the annual financial statements and relevant information of the Annual Report to Council.

8.3 Combined assurance

- 8.3.1 The Committee will assess whether a combined assurance model is applied to provide a coordinated approach to all assurance activities, and in particular the Committee should:
 - 8.3.1.1 monitor whether the combined assurance received is appropriate to address all the significant risks; and
 - 8.3.1.2 monitor the relationship between the external assurance

providers and the University.

8.4 Internal audit

8.4.1 The Committee is responsible for oversight of internal audits, and in particular the Committee must:

8.4.1.1 be responsible for the appointment and approval, performance assessment and / or dismissal of the Internal Audit Service provider in consultation with the Executive Management team;

8.4.1.2 approve the internal audit plan;

8.4.1.3 review and monitor Management's response to the findings and recommendations of Internal Audit;

8.4.1.4 meet with the internal auditors at least once a year without Management being present to discuss the remit of the internal audit and any issues arising from internal audits conducted; and

8.4.1.5 monitor whether the internal auditors are subject to an independent quality review, as and when the Committee determines it appropriate.

8.5 Enterprise Risk Management

8.5.1 The Committee is responsible to review and monitor risk management processes, biannually, which includes but is not limited to governance, legal, insurance and reputation risk.

8.6 External Audit

8.6.1 The Committee is responsible for recommending the external auditor and in this regard the Committee must:

8.6.1.1 In compliance with the Public Audit Act, 2004, as amended, recommend the external auditor for appointment by Council;

8.6.1.2 approve the terms of engagement and remuneration for the external audit engagement;

8.6.1.3 monitor and report on the independence of the external auditor in the annual financial statements;

8.6.1.4 obtain assurance that the application of current legislation has been applied to all reportable irregularities (as identified in the Auditing Profession Act, 2005);

8.6.1.5 obtain assurance, where relevant, that all reportable irregularities have been identified in accordance to the current legislation and reported by the external auditor;

8.6.1.6 assess the performance and effectiveness of the external audit process;

8.6.1.7 review the external auditor's Management letter and Management's response to the external auditor's findings and recommendations; and

8.6.1.8 review and approve the audit approach plan.

8.7 Authority

8.7.1 The Committee is responsible for the resolution of disagreements between Management and any auditor regarding reporting.

8.7.2 The Committee is authorised to seek any information it requires from any employee of the University in order to perform its duties and to call any employee to be questioned at a meeting of the Committee, as may be deemed necessary.

8.7.3 The Committee has the right to obtain independent outside legal or other professional advice and secure the attendance of external professional advisors at its meeting to assist with the execution of its duties, at the cost of the University.

9. REVIEW OF COMMITTEE'S PERFORMANCE AND STANDING ORDERS

9.1 The Committee must perform an annual review and evaluation of the performance of the Committee and its ordinary members, including the evaluation of the compliance of the Committee with these Standing Orders.

9.2 These Standing Orders are subject to provisions of any current or future applicable law or regulatory provision.

9.3 The Committee must assess the adequacy of its Standing Orders annually and recommend any changes to Council.

10. APPROVAL OF THESE STANDING ORDERS AND A LIST OF PREVIOUS AMENDMENTS

10.1 The terms of reference were recommended by the Audit and Risk Committee to Council on 29 May 2014 and approved by Council on 28 August 2014.

10.2 The terms of reference were changed to Standing Orders of the Audit and Risk Committee of Council and at the Council meeting of (C2020/2) 2 July 2020. The Standing Orders, including alignment with the amended institutional statute of the University of the Western Cape, as published by the Minister of Higher Education and Training in Notice 41887 in Government Gazette 927 on 7 September 2018 were approved at the C2020/2 meeting held on 2 July 2020.

10.3 Amended by Council on 17 September 2020 (C 2020/3).

10.4 Amendments to clauses 2.2(2.2.1, 2.2.2), 2.3, 8.2(8.2.1, 8.2.2, 8.2.3), 8.4.1.4 and 8.5.1 approved by Council on 25 March 2021 (C2021/01).

10.5 Amendment to clause 2.1.1 approved by Council on 28 March 2023 (C2023/01).

10.6 Amendments to clause 6.1.2 and the addition to clause 2.1.4 was approved by Council at its meeting held on 22 June 2023 (C2023/02).

**STANDING ORDERS
SAFETY, HEALTH AND ENVIRONMENTAL RISK COMMITTEE OF
COUNCIL (CSHER)**

1. NAME AND ACRONYM

1.1 The Committee is known as the Safety, Health and Environmental Risk Committee of Council with the acronym CSHER.

2. COMPOSITION

The Committee is constituted as follows:

2.1 the Vice-Chancellor/Rector, provided that the Vice-Chancellor/Rector may designate another member of the University's academic or administrative staff to serve on the Committee in his/her stead or to serve on the Committee in his/her absence;

2.2 the Director: Risk and Compliance;

2.3 the Director: Residential Services;

2.4 the HIV/AIDS Coordinator;

2.5 the Head: Campus Health Centre;

2.6 the Director: Centre for Student Support and Services;

2.7 the Executive Director: Human Resources or his/her nominee;

2.8 the Executive Director: Finance and Services or his/her nominee;

2.9 the Director: Information and Communication Services or his/her nominee;

2.10 the Director: Infrastructure and Engineering;

2.11 one (1) member of the Students' Representative Council, designated by such Council;

2.12 one (1) member of the Central House Committee, designated by the Students' Representative Council on the recommendation of the Central House Committee;

2.13 one (1) Dean, designated by the Executive Committee of Senate;

2.14 one (1) member of Council, designated by Council;

2.15 one (1) representative of the professional, administrative and support staff of the University designated every calendar year by an organisation representing such employees and recognised by Council as such; and

2.16 The Committee may from time to time or in respect of specific matters, co-opt any person, provided that, although such person may take part in discussions, he/she will not have a vote.

3. TERM OF OFFICE

The term of office for members of the Committee is as follows: Members contemplated in,

3.1 paragraphs 2.1 to 2.10 and 2.13, for the duration of the member holding particular office;

3.2 paragraphs 2.11 and 2.12, one year;

3.3 paragraph 2.14, for the duration of the member's term as a member of Council, provided that should his/her term on Council be extended, such extension shall not automatically result in his/her membership on the Committee being extended. Ordinary membership processes conducted through the applicable governance processes will apply; and

3.4 members contemplated in paragraph 2.15, three years,

unless before the expiry of such periods, a member submits his or her resignation in writing to the Committee or vacates his or her office for any other reason.

4. CHAIRPERSON, VICE CHAIRPERSON AND ACTING CHAIRPERSON

4.1 The Vice-Chancellor/Rector or the person designated by him in terms of 2.1 above shall be the Chairperson of the Committee.

4.2 The Vice Chairperson of the Committee is elected by the Committee.

4.3 In the absence of the Chairperson, or on his or her request, the Vice-Chairperson performs the functions of the Chairperson.

4.4 Should both the Chairperson and the Vice-Chairperson be absent, the Chairperson shall designate a member of the Committee to chair the meeting, in the absence of such

designation, the members present must elect a person from among their number to preside at that meeting.

5. QUORUM

- 5.1 At all meetings of the Committee one more than half of the members contemplated in paragraphs 2.1 to 2.15, present in person or by electronic communication, constitutes a quorum.
- 5.2 In the event of there being no quorum fifteen minutes after the time determined for the meeting, the meeting shall adjourn without motion or vote, for fifteen minutes, whereafter one-third of the members shall constitute a quorum; and
- 5.3 if less than one-third of the members are present during the course of the meeting, the meeting is deemed to be terminated and no further business may be conducted by the members still present.

6. MEETINGS AND PROCEEDINGS

6.1 Frequency of meetings

- 6.1.1 Meetings shall be held once per term and shall be arranged by the secretary of the Committee.
- 6.1.2 Additional meetings may be held in order to meet business requirements at the request of the Chairperson of the Committee.

6.2 Conflict of interest

- 6.2.1 A member of the Committee who has a direct or indirect business, commercial, financial, personal or other interest in any matter to be discussed at a meeting and which may result in a conflict of interest arising, whether real or perceived, must before the meeting, declare and inform the chairperson in writing of the possible conflict of interest, which declaration must also be recorded at the meeting by such member.
- 6.2.2 Such member of the Committee must recuse himself or herself from the meeting during the discussion of the matter and the voting thereon, unless the Committee decides otherwise by a majority vote, and while absent he or she is not to be regarded as being present for the purpose of a quorum.

6.3 Minutes

- 6.3.1 The minutes of the previous meeting and of any additional meetings held subsequent thereto shall be circulated to the Chairperson of the Committee for review.
- 6.3.2 A copy of the minutes shall be circulated to the members ideally five calendar days before the meeting.
- 6.3.3 The minutes must be formally approved by the Committee at its next scheduled meeting.
- 6.3.4 Any objections to the minutes must be raised and dealt with before the confirmation thereof.

6.4 Decisions of the Committee

- 6.4.1 Decisions of the Committee are by majority vote of members of the Committee.
- 6.4.2 In the event of a vote by secret ballot, the results of the vote for and against the motion shall be recorded in the minutes.
- 6.4.3 In the event of a tie, the Chairperson shall have the casting vote in addition to his / her deliberative vote.
- 6.4.4 The opinion of a member who is unable to attend a meeting either in person or by electronic communication must, if it has been put in writing, be laid before the meeting, but may not count as such member's vote.

6.4.5 The ruling of the Chairperson on any question of order or procedure at meetings for which no provision is made in the Statute, or this Standing Orders is final, unless immediately challenged by a member, upon which the matter must be put before the meeting, without any further discussion for final decision.

6.5 Reporting

6.5.1 The Chairperson of the Committee shall report, at Council meetings, on the Committee's deliberations, decisions and recommendations.

7. **AGENDA**

7.1 The agenda of the meeting shall be prepared and distributed, with the notice of the meeting, at least five calendar days prior to the meeting date.

7.2 At least three days written notice must be given to Committee members for additional meetings. The notice must also state the business for which the meeting is convened.

7.3 A member may at an ordinary meeting table a motion of an urgent nature without prior notice, with the consent of at least two-thirds of the ordinary members present at the meeting, whether present in person or by electronic communication.

7.4 A matter may not be withdrawn or removed from the agenda without the consent of the majority of the ordinary members present at the meeting, whether present in person or by electronic communication, and any matter so withdrawn or removed may not be tabled as a motion or otherwise discussed at such meeting.

8. **EXECUTIVE COMMITTEE**

8.1 This Executive Committee is constituted as follows:

8.1.1 the Vice-Chancellor/Rector (Chairperson) or his designate;

8.1.2 the Executive Director: Finance and Services;

8.1.3 the Executive Director: Human Resources;

8.1.4 the Director: Risk and Compliance; and

8.1.5 the Director: Infrastructure and Engineering.

8.2 The Executive Committee will have the same power as the Committee and will report to the Committee on all decisions taken.

9 **FUNCTIONS AND DUTIES**

9.1 The role of the committee is to assist Council to provide leadership and policy in discharging its health and safety management and wellbeing responsibilities within the university.

9.2 To provide a forum that can effectively address health and safety matters arising in UWC with particular reference to the requirements of the Occupational Health and Safety Act, 85 of 1993.

9.3 The Committee must co-ordinate, monitor, review and assess matters with respect to the following on Campus:

9.3.1 general risk awareness relating to safety management, environmental preservation and security on campus;

9.3.2 HIV/AIDS and all HIV/AIDS risk related matters;

9.3.3 general wellbeing of staff and students;

9.3.4 communication to the campus community regarding risk and security awareness;

9.3.5 compliance with the provisions of statutes, regulations and municipal by-laws relating to safety, health and environmental preservation and protection;

9.3.6 policy development; and

9.3.7 any other duties and responsibilities which have been assigned to it from time to time by Council.

9.4 The Committee must report regularly, but at least once every calendar year, to Council and provide Council with its assessment of:

9.4.1 general occupational, health and safety matters on Campus and the effective management of related risks; and

10 REVIEW OF COMMITTEE'S PERFORMANCE AND STANDING ORDERS

- 10.1 The Committee must perform an annual review and evaluation of the performance of the Committee and its ordinary members, including the evaluation of the compliance of the Committee with these Standing Orders.
- 10.2 These Standing Orders are subject to provisions of any current or future applicable law or regulatory provision.
- 10.3 The Committee must assess the adequacy of its Standing Orders annually and recommend any changes to Council.

11 LIST OF PREVIOUS AMENDMENTS

- 11.1 Approved by Council on 20 March 2003 (C 2003/2, item7.3).
- 11.2 Amended by Council on 27 June 2003 (C 2003/4) by inserting paragraph 2.1.17.
- 11.3 Amended by Council at its meeting of 30 November 2005 (C 2005/5).
- 11.4 Amendment of Clauses 2.1.15 & 2.2 approved by Council on 19 March 2008 [C 2008/1].
- 11.5 Amendment of Clause 2.1.16 approved by Council on 27 November 2008 [C 2008/4].
- 11.6 Amendment of Clause 2.1.13 & 2.2 approved by Council on 25 November 2010 [C 2010/4].
- 11.7 Standing orders reviewed and approved by Council on 25 August 2011 [C 2011/3].
- 11.8 Amendment of Clause 2.1.13 approved by Council on 29 November 2012 [C 2012/6].
- 11.9 Amendment of Clauses 2.1.4, 2.15, 2.1.20 approved by Council on 28 August 2014 [C 2014/5].
- 11.10 Amendments approved by Council on 28 September 2017 [C2017/4].
- 11.11 Amended by Council at its meeting of 17 September 2020, including alignment with the amended institutional statute of the University of the Western Cape, as published by the Minister of Higher Education and Training in Notice 41887 in Government Gazette 927 on 7 September 2018 (C2020/03).