

ILMI Charter

Version 1 (4 June 2018) (*unsigned*)

Version 2 (17 January 2019)

1. Name and Form of Institute

The Integrated Land Management Institute (ILMI) was established in 2001 as a centre at the then Polytechnic of Namibia. In 2015 a group of NUST staff members developed the 'Land, Livelihoods and Housing' research framework and adopted a governance structure (from here on also referred to as 'the Institute'). This charter formally outlines the governance of ILMI as an institute at the Namibia University of Science and Technology (NUST).

2. Vision and Mission

Vision

ILMI is the leading institute for land, livelihoods and housing research and knowledge diffusion based in Namibia.

Mission

ILMI conducts and enables collaborative and transdisciplinary research on land, livelihoods and housing and promote outreach through multiple platforms for equitable socio-economic development.

3. Aims and Objectives

The Institute shall have the following aims and objectives:

3.1 Aims

ILMI was established to bring together the socio-spatial expertise at NUST and beyond to strengthen research and outreach activities on land, livelihoods and housing-related matters.

3.2 Objectives

- Create a conducive environment for research, outreach, and knowledge diffusion activities
- Establish partnerships among faculties and departments at NUST, as well with other key partners locally, regionally and internationally.
- Establish a research agenda addressing contemporary matters encapsulated in the 'land, livelihoods and housing' themes.
- Actively solicit funding to support research and outreach activities.

4. Associates

- 4.1** Association with ILMI is open to individuals who show an involvement in and a commitment to the activities and ideals of the Institute.
- 4.2** Associates: Associates are individuals who would like to support the Institute. They are expected to make themselves available to the Institute from time to time so that the Institute may draw upon their skills and expertise and vice versa.
- 4.3** Termination of associateship: The Board may revoke an associateship by majority vote of the Board if the associate's behaviour or conduct is detrimental to the interest of the Institute.
- 4.4** Non-discrimination: The Institute will not discriminate in membership on the basis of race, colour, religion, national origin, ancestry, citizenship, sex, gender, sexual orientation, age or disability.

5. Annual Associates and Partners Meeting

- 5.1** An Annual Associates and Partners Meeting (AAPM) shall be held once in each academic year to report on past and planned activities and to obtain feedback and advice.
- 5.2** Invitation to the AAPM shall be directed to all Associates at their email address at least two weeks prior to the date of the meeting.

6. The Board

- 6.1** The Board shall be responsible for the strategic decisions of the Institute.
- 6.2** The Board will have the following values;
- a) Accountability
 - b) Transparency
 - c) Good governance
- 6.3** The Board shall comprise of not less than five and no more than seven members who are full-time employed by NUST, and can co-opt additional *ex officio* members as deemed appropriate; the Board comprises of the following positions:
- a) the Chairperson
 - b) the Deputy Chairperson
 - c) 3-5 Members
 - d) Additional *ex officio* members, including the Coordinator and the Administrator.

6.4 The Board strives to have representation of members of key Departments, Faculties, and other offices at NUST.

6.5 The Board members will hold office for two years. Thereafter, members of the Board shall be nominated or re-elected by the Board. Only the Board has mandate to add or remove Board members. Not more than half the number of Board members at a given time may be replaced.

6.6 Each Board member may serve up to three consecutive terms. Thereafter, additional terms of service may be authorised by a majority vote of Board members.

6.7 A Board member will be deemed to have resigned if s/he fails to attend two (2) consecutive meetings without prior apology with a valid reason.

6.8 If any member of the Board resigns or is repeatedly unavailable to carry out his/her responsibilities, the Chairperson should engage the member to determine his/her continued interest to serve on the Board. Depending on the Chairperson's report, the Board may vote to revoke his/her membership. Subsequently, the Board shall inform the member so removed in writing.

6.9 Board meetings

- a) The Board will hold quarterly meetings, but may convene meetings throughout the year as necessary. The time, date, and place of such meetings must be announced to all members of the Board at least two weeks prior to the meeting. The schedule of meetings is to be prepared at the first meeting of each year.
- b) A simple majority of members shall form a quorum.
- c) A decision of a majority of members present at a meeting of the Board shall be the decision of the Board. In the event of an equality of votes, the Chairperson or in her/his absence the Deputy shall have a casting vote in addition to his or her deliberative vote.
- d) The Board may co-opt any non-member to a meeting if appropriate, this person will not have voting rights.

6.10 Reporting

- a) Proceedings of all meetings shall be minuted and approved by the Board and subsequently signed by the Chairperson of the meeting.
- b) Minutes of Board meetings are circulated to members and approved by the Board at the subsequent meeting.

6.11 Disclosure of interest

Board members shall fully disclose any conflict of interest as soon as possible after the commencement of the Board meeting at which that matter is the subject of consideration, and that member shall not take part in the consideration of, or vote on, any question relating to that matter.

7. Management Team

7.1 The Board delegates everyday management of the Institute to the Management Team¹.

7.2 The Management Team shall comprise:

- a) the Head of Department (HoD) of the Department of Land and Property Sciences (DLPS),
- b) the Coordinator², and
- c) the Administrator².

7.3 The appointment of the Coordinator and the Administrator will follow NUST's human resources (HR) procedures. The Board shall initiate and be directly involved in the recruitment process.

7.4 General Powers and Responsibilities of the Management Team

- a) The Management Team shall manage the Institute and work to achieve the aims and objectives of the Institute. The Management Team will have the duty to translate any policy decisions made by the Board into practice.
- b) In the current configuration, decisions of the Management Team shall be taken by the Coordinator in consultation with the HoD of DLPS.
- c) Subject to the terms of this Charter and resolutions passed by the Board, the Management Team shall have the necessary powers and authority to manage the Institute and shall exercise its powers as it considers appropriate to achieve the objectives of the Institute.

¹ This is a temporary arrangement that the current governance structures requires, as only the HOD: DLPS is authorised to approve requisitions at Departmental level.

² It is envisioned that this position will become a full-time position if funding allows.

- d) The Management Team shall not be personally liable for any acts and/or omissions, provided only that the said team shall have acted in good faith.

7.5 General Duties of the Management Team

The general duties of the Management Team shall include the following:

- a) to ensure that the objectives of this Charter are being fulfilled and maintained at all times;
- b) to create programs and activities that serve to fulfil the aims and objectives of the Institute;
- c) to manage the Institute's finances and to monitor adherence to contracts or obligations of the Institute.

7.6 HoD DLPS: the HoD DLPS shall be responsible for the following:

- a) oversee adherence to institutional administrative procedures.

7.7 Coordinator: The Coordinator shall be responsible for the following:

- a) support the production of research and a research-enabling environment among the Institute's partners, Associates, the university and beyond;
- b) maintain an active relation with Associates and partners;
- c) convene meetings whenever required;
- d) compile an annual report for the Board and for the AAPM;
- e) implement policies of the organization;
- f) ensure efficient and effective operation of the Institute;
- g) bring relevant matters to the attention of the Board in an accurate and timely manner;
- h) control the Institute's bank account;
- i) ensure that the Institute's funds are utilised in accordance with the Institute budget;
- j) submit quarterly reports and annual financials to the Board;

- k) prepare the annual budget of the Institute for approval by the Board;
and
- l) any other function necessary for the successful operation of the Institute.

7.8 Administrator: The Administrator shall be responsible for the following

- a) issue notices concerning Board meetings to all members;
- b) record minutes of all meetings;
- c) manage all correspondence on behalf of the Institute;
- d) ensure the safekeeping of all relevant documents of the Institute;
- e) maintain a record of all income received and expenditure incurred by the Institute;
- f) manage the Institute's bank account;
- g) issue receipts for money received by the Institute;
- h) draft quarterly reports and annual financial reports for the coordinator;
- i) safeguard and manage the assets of the Institute; and
- j) oversee the financial auditing of the accounts of the Institute,

7.9 All other responsibilities of the Management Team may be delegated to a Board member or an Associate if involved as project leader.

8. Powers of the Institute

8.1 The Institute shall have the power to do the following in furtherance of its aims and objectives:

- a) apply for and receive funds, donations and gifts of money or property of any description;
- b) provide, furnish and fit out offices and other premises as necessary, and to manage and maintain such premises;

- c) purchase, subscribe to or otherwise acquire books, publications and other resource material;
- d) open and operate a bank account in the name of the Institute;
- e) apply the funds of the Institute in any reasonable manner in furtherance of its aims and objectives; and
- f) do any other lawful things that will further the aims and objectives of the Institute.

9. Finances

- 9.1 The Institute shall be established as an institute at NUST. The income and the property of the Institute shall be applied solely towards the promotion of the mission of the Institute as set forth in this Charter and shall not be used for the personal benefit of any of the members of the Institute.
- 9.2 No portion of the income or property of the Institute shall be paid or distributed directly or indirectly to any member of the Institute except as contemplated in Section 9.6.
- 9.3 The Institute shall open a bank account in the name of the Institute at a registered commercial bank in Namibia; the Finance Department at NUST will have oversight of the account for institutional reporting and auditing purposes through the institutional ITS system.
- 9.4 Funds may be received on behalf of the Institute by the Management Team. All funds received shall be deposited in the Institute's bank account.
- 9.5 Payments issued by the Institute shall be approved by the Management Team.
- 9.6 All services performed for the Institute by the Board and Associates shall be purely voluntary, unless they are part of the team in projects that entail remuneration. In some extraordinary circumstance, Board and Associates may be reimbursed for reasonable expenditures made on behalf of the Institute with the prior approval of the Management Team.
- 9.7 ILMI prioritises 'seed funding' for research related to the 'land, livelihoods and housing' framework. ILMI 'seed funding' feeds from a pool of funds sourced from the remainder of completed projects to support research activities on 'land, livelihoods and housing'.
- 9.8 ILMI will strive to ensure financial sustainability by not depleting all funds in a given year, and furthermore making adequate allocations allowing for research activities, seed funding, and operations; in a proportion deemed adequate.

9.9 Each level of governance has the power to approve requisitions up to the following thresholds:

- a) Coordinator: up to N\$5,000
- b) ILMI Board: N\$5,001 and above

9.10 ITS Approvals.

- a) Requisitions are initiated by the Administrator.
- b) First approval is given by the HoD DLPS in consultation with the Coordinator.
- c) Second approval by Finance.
- d) Principal investigators may be allocated approval rights before the coordinator on the ITS system for requisitions.

10. Dissolution

10.1 The Institute may be dissolved by a 2/3 majority of the Board and in accordance with NUST policies.

11. Review of the Charter

The Charter of the Institute will be occasionally reviewed by the Board in keeping with the Institute's vision and mission.

12. Publication of the Charter.

The charter will be publicly available through the Institute's website.

Approved by the ILMI Board on 30 January 2019

Resolution No. 20190130/1

Signed


Chairperson of the Board
ILMI Coordinator