

Dear Member of Council

No doubt you would have received this notice from the Chair unilaterally cancelling the Special Council Meeting set for the 8th of September 2022 at 18h00:

As you will know, the Special Meeting of Council that was held on 20 June this year was discontinued because of the inadequacy of the documentation provided by the signatories who had called for the meeting to take place in terms of the UCT Statute. Following from this, I asked the proposers of the Special Meeting to provide appropriate documentation for a resumed meeting. However, they have not yet done so. There is now too little time to circulate a revised agenda for the Special Meeting that had been rescheduled for this Thursday, 8 September and consequently, the meeting has been cancelled.

I feel impelled to write directly to you in order to clarify matters, introduce an element of transparency and integrity in governance, and to appraise you of the facts surrounding the call for the Special Council meeting. I do so only at this stage in order to have granted every possible opportunity to the Chair to convene the requested meeting in accordance with the University Statute. Let me add, and apologise, that I reluctantly appeal directly to Council, as this has been frowned upon previously, as no alternative remains to ensure fairness, transparency, and honesty.

I also feel compelled to write directly to Council because the Chair has assumed the role of gatekeeper, feeding selective information to Council members, and withholding crucial information. This violates all rules of deliberative and informed decision making. The Chair has also deliberately, and by design, consistently delayed responding to our correspondence; and when she does, she does so at the last minute in order to both frustrate and filibuster processes.

Even the deep fissures and fractures which currently characterize Council should never compromise good governance and undermine democratic, consultative, cooperative, and deliberative decision-making, in the pursuit of a blinkered agenda. Council should be afforded the respect it deserves, as a corporate executive with powers, not as a personal club that expects displays of deferential servility; embraces only loyalists; while shunning, censoring, and silencing critical voices.

This correspondence should be read in conjunction with the attached Appendix 1 which is a chronology of events leading up to the present and includes *all* the correspondence. It is evident that crucial information has been withheld from Council, and the Chair has frustratingly operated through elision, omissions, half-truths, and mistruths.

As a disclaimer, I confirm that this correspondence reflects my personal views and not those of the six signatories to the call for the Special Council meeting. In fact, none of them has been canvassed to sign on to this letter.

It is worth reminding Council that the first call for a Special Council Meeting was sent on the 25th of May, about three-and-a-half months ago. The inordinate delay, and the energy and time expended in blocking this meeting is infinitely greater than simply permitting the meeting to proceed with an open, transparent, and honest discussion of the agenda items. Ours was a simple exercise in seeking clarity and transparency on some critical issues confronting the university. A rational and objective mind would ask the simple but crucial question: why is there such obstinate reluctance to proceed with this meeting? The obvious presumption is that those who are intent on blocking this meeting conjure it as a threat and have a vested interest in ensuring that this meeting is not constituted. Why, one may ask. I can only speculate that they perhaps fear Council being appraised of specific facts which they prefer to conceal, and which may be incriminating.

Multiple legal opinions canvassed on the rules for constituting a Special Meeting have uniformly concurred that Council decisions cannot override University Statutes. The latter is clear on the requirements for convening a special council meeting, which have been duly and adequately met. That established fact cannot be overridden by self-serving legal opinions which erroneously conflate and confuse rules established for the constitution of a meeting, and rules to determine procedures at a meeting.

Even *if* for argument's sake we consider valid the decision of Council to seek further information, sufficient documentary evidence has been provided for the meeting to proceed. Consider this against precedent of this very Council where previous Special Council meetings, and scheduled Council meetings, were convened without a shred of documentation supporting agenda items. Somebody has to explain the sudden change of rules, but perhaps a welcome precedent for future meetings.

If we consider this further, the Chair proceeded, despite our protestations and its patent absurdity, to schedule a Special Council meeting immediately AFTER a normal Council meeting on the 18th of June. As a consequence of the unavailability of a large number of Council members, including all the signatories, the Special Council meeting was rescheduled for the 20th of June. However, the point is that the Chair, in the Council meeting of the 18th of June, attempted to appropriate an agenda item from the Special Council meeting without it even being on the agenda of the Council meeting. Thankfully opposition to such *ultra vires* actions by the majority of Council prevailed and the Chair was forced to back down. Importantly at that point this agenda item (item 2), which dealt with the concerning number of senior executive resignations at UCT, was seen as ripe for discussion by the Chair.

The meeting of the 20th of June was a coordinated hatchet job, aided and abetted by the most prejudicial and incompetent chairing, which disregarded the most basic meeting rules. It is unfathomable that an entire cohort consistently thinks alike, raises the same objections in a coordinated way, and operates as a vote bank to push through a predetermined agenda. This meeting was adjourned with a 'resolution' seeking further information on the agenda items.

Various attempts to resume this meeting, as is evident in Appendix 1, have been frustrated by the Chair, in order to ensure that this forum for fundamental accountability does not eventuate. Worse however, in classic gaslighting, the blame for the failure of constituting this meeting is placed at the door of the signatories:

“Following from this, I asked the proposers of the Special Meeting to provide appropriate documentation for a resumed meeting. However, they have not yet done so. There is now too little time to circulate a revised agenda for the Special Meeting that had been rescheduled for this Thursday, 8 September and consequently, the meeting has been cancelled.”

To reiterate, the expanded agenda was timeously provided to the Chair on the 13th of July. The additional documentation, to which the agenda speaks - including the minutes of the Special Council meeting convened to account for the departure of DVC Associate Professor Lis Lange; and the Non-Disclosure Agreement between Lange and UCT - were already in the possession of the Chair and Registrar’s office, and indeed all Council members. Both the Agenda and the documents were mysteriously omitted from the notice for the Special Council meeting scheduled for 8th of September. On query, the Registrar’s office responded on the 23rd of August with the following message:

*Dear Shuaib. Please refer to the final sentence of my e-mail below which states that the “Agenda will follow”. The agenda has not **yet** been uploaded to Convene*

Needless to say, the agenda was NEVER loaded on Convene, nor distributed.

Council need not be reminded that the Special meeting regarding Associate Professor Lis Lange’s departure had to be forced on the Chair who initially attempted to mislead Council regarding her departure, as she did in the case of DVC Professor Loretta Ferris. When such basic rules of accountability require special pleading, it evidences governance failure.

Considering the documentation submitted on the 13th of July for the resumption of the Special Council meeting, the Chair’s 28th of July response was as follows:

“Whilst your most recent letter does serve to amplify the agenda items in relation to points 1 and 2, it remains lacking in sufficient detail and/or particularity in relation to item 3, sub-paragraphs (a) to (f) ... If there is any supporting documentation in relation to items 1 and 2, this should also be furnished in line with the aforementioned motion”.

Thus points 1 & 2 were, by the Chair’s own admission, adequately addressed. Supporting documentation in relation to these could only be provided by the Registrar’s office, as Convene (the UCT meeting platform) would not permit copying or forwarding of said documentation. Items 1 & 2 were settled as far as we were concerned, and in the interest of proceeding apace, we communicated to the Chair on the 1st of August that Agenda Item 3 (which dealt with broader governance matters) will be removed from the agenda in deference to her view that this was not sufficiently amplified.

None of this correspondence was made available to Council members.

After being in possession of this correspondence for four weeks, the Chair wrote to us on 28th August (forwarded to us by the Registrar on the 31st August), just over a week prior to the scheduled September 8th meeting, requesting information already provided, and which she previously deemed adequate. We were given two days to respond (2nd September), failing which she threatened to cancel the said meeting. We requested till Monday 5th September to respond, which we did. About 8 minutes prior to our correspondence being sent to the Registrar the Chair unilaterally cancelled the meeting.

To reiterate, our further correspondence responding to the Chair's threat to cancel the meeting reached the Registrar within the promised timeframe. The correspondence included two documents: Appendix 1 and formal motions of censure of the Chair, and for the meeting to proceed. However, the essential documentation, including the agenda necessary for convening the meeting was sent weeks prior. Thus, the Chair's following assertion does not comport with the facts: *"There is now too little time to circulate a revised agenda for the Special Meeting that had been rescheduled for this Thursday, 8 September and consequently, the meeting has been cancelled."*

Furthermore, by the Chair appropriating powers to determine the adequacy of information is prejudicial, particularly in a context where there is a potential conflict of interest. My further request that documentation submitted on the 5th of September be sent to all Council members was declined by the Chair.

This necessarily long missive is part of an obligation for me to act in the best interest of the University and the constituency which elected me, and to ensure I fulfil my fiduciary obligation. With the many obstacles being placed in my quest for transparency, integrity and fairness in governance, my options to act purely within the ambit of the UCT Council seem to be closing. This leaves me (and I am sure others) with no other option than to reserve all my rights and address this matter of misgovernance through alternate mechanisms. The outcome and consequences of whatever action is desirable will be the responsibility the Chair and those Council members who support her *ultra vires* actions and have abdicated their fiduciary responsibility. No amount of name-calling, labelling, libeling, or pernicious assertions will cause me to deviate from my quest for a university which embodies transformation in word, deed and spirit.

Shuaib Manjra

11 September 2022

