

This document merely serves as a summary and aide of timeframes, and a catalogue of correspondence and documents, in the call of the Special Council meeting.

1. **Call for Special Council Meeting. (25 May 2022)**

First request for a Special Council meeting sent to Chair of Council via the Registrar's office.



Special Council
meeting request 25 M

2. **Response from the Chair via the Registrar's office (9 June 2022)**

Correspondence received from the Chair (noting that the call for a Special meeting met all the statutory criteria)

From: Karen Van Heerden <karen.vanheerden@uct.ac.za>
Sent: Thursday, June 09, 2022 10:43 AM
To: Manjra, Shuaib <Shuaib.Manjra@za.bp.com>
Subject: Reply to request - special meeting of Council

Dear Dr Manjra

Your email sent to Royston Pillay on 25 May 2022 in regard to the above refers. I apologise for the delay in responding; Royston is unwell and in hospital, and I am now picking this up in an acting capacity as requested by the Acting Vice Chancellor and Chair of Council.

I am mindful of the need to convene the special meeting of Council without delay and in accordance with the applicable requirements of the Institutional Statute. I know the Registrar informed the Chair of Council on 26 May of the request for a special meeting. I am told that there were a number of challenges in collating diaries for the convening of a special meeting at short notice. For one, the Chair of Council is traveling abroad until 17 June 2022 making her preparation for, and attendance at, a special Council meeting during this period very difficult. In addition, the Deputy Chair of Council is currently unwell and not in a position to chair a special meeting of Council in the absence of the Chair.

The Acting Vice Chancellor and Chair of Council have indicated that the agenda item, as presently formulated, does not provide the level of detail needed to enable those in these positions to prepare meaningful responses they may wish to make. They have asked *'that a greater level of detail is furnished in relation to the proposed agenda items. For instance:*

- *for the proposed item 2: what matters are being referred to? Kindly provide examples.*
- *for the proposed item 3: please provide examples of where this is alleged to have taken place.*
- *for the proposed item 6: please provide specific examples of when this is alleged to have occurred together with identifying the members referred to.*

- for the proposed item 7: please provide examples of the multiple retirements or early resignations, including the communications referred to.
- for the proposed item 8: are there any other positions being referred to apart from the COO role?’

Clarification of these items will enable an appropriate degree of preparation for discussion, and more fruitful outcomes, for the special Council meeting.

It is also apparent that it will not be possible to hold the special meeting of Council *before* the scheduled Council meeting on Saturday 18 June. It may be that some of the concerns raised in the motivation for the special meeting are covered in the scheduled meeting.

Yours sincerely
Karen van Heerden

Dr Karen van Heerden
Deputy Registrar: Academic Administration:

3. **Response to the Chair via the Registrar's office (10 June 2022)**

Response to the Chair's correspondence of 9th June.

Dear Karen

Thank you for your response, and we wish Royston a speedy and uneventful recovery. I write on behalf those who requested the said meeting, and the request refers.

We are disturbed that it took over two weeks to respond to this simple request for a Special Council meeting. I received an acknowledgment from Royston, stating that it was passed on to the Chair. I have no doubt that it reached the Chair the day it was sent (around midday on the 25th May). Other meetings with less urgent matters, and wafer-thin agendas, have been expedited previously. We can provide a full record should you wish. This delay is inexplicable, even if the Chair is travelling abroad, as she has responded to other UCT matters.

Further the request for the meeting meets all the requirements of the rules and statutes. Six signatories have presented a full agenda, and rationale. There is no reason or requirement to explain the details of each matter, which in any event will be ventilated at the meeting. The Chair or her Deputy and everybody else must simply comply with the rules without stonewalling this request. Rules are not mere conveniences. It is inappropriate that those who are potentially the subject of discussion regarding concerns about governance are wanting to gatekeep this meeting and its agenda or filibuster the process.

The Code of Conduct committee report which I received yesterday makes this meeting even more important.

Considering the importance of this request, and its urgency, if I do not get a positive response by midday on Monday I will take this to full Council for their information and decision.

In the interim, and in the event that this meeting does not take place, please include the following item/s on the Agenda of the Council meeting of the 18th of June.

1. The lack of response to a properly formulated request for a Special Meeting of Council by the Chair and Deputy Chair, for over two weeks, where that meeting was requested to discuss governance concerns as per the attachment.
2. The eventual response received to the request above, which sought to introduce delays, and exceeded the scope of the Chair's authority in asking for motivations for the agenda, contrary to the UCT Statute. (clause attached)

19. Special meetings

- (1) Special meetings must be held -
 - (a) when called by the chairperson; and
 - (b) when a written request, for a special meeting, stating the object of the meeting, is received by the registrar from at least five members of the council.
- (2) At least three days' notice must be given of a special meeting, unless, in the opinion of the chairperson, there is an emergency that warrants a shorter period of notice.
- (3) No matters other than those for which the meeting has been called may be dealt with at a special meeting.

4. *Response from the Chair via the Registrar's office (10 June 2022)*

Without due consultation, the Chair scheduled the Special Council meeting.

From: Karen Van Heerden <karen.vanheerden@uct.ac.za>

Sent: Friday, June 10, 2022 5:44 PM

To: Manjra, Shuaib <Shuaib.Manjra@za.bp.com>

Subject: Reply to request - special meeting of Council

Dear Shuaib,

The Chair of Council has agreed to a special meeting for the agenda item submitted by the six signatories, to be held at 16:00 on Saturday 18th, immediately following the scheduled meeting.

Marius will shortly be issuing the notice and agenda.

Karen

5. ***Response to the Chair via the Registrar's office (10 June 2022)***

Response to the Chair's scheduling a Special Council meeting, immediately after a scheduled Council meeting.

Karen

I submit that this is a bad idea and possibly bad faith. We cannot tack on a meeting of such importance to another important one, that is long and loaded. I suggest an alternate date. Shuaib

6. ***Despite these objections the Chair proceeded to schedule the meeting after the Council meeting of the 18th June 2022.***

Thus meeting could not proceed as possibly because it would have been inquorate, but more to the point, none of the signatories to the call for the Special Meeting were available at the time. In fact, many other Council members left the Council meeting prior to the end.

7. ***The meeting was subsequently scheduled for evening of the 20th of June 2022.***

Notably, whilst the meeting was scheduled for the 20th June, during the Council meeting of the 18th June the Chair attempted a closed meeting of external Council members and attempted to appropriate agenda items from the special Council meeting, without due notice, or this appearing on the Council agenda. This act was described variously at the meeting including it being unprocedural, attempting to rule by stealth, ambushing Council, etc. After a significant number of objections, the Chair aborted this attempt.

The meeting of the 20 June did proceed but was aborted after a coordinated effort at stalling discussion of the agenda, which was distributed well in advance. After gross violations of standard meeting procedure, and prejudicial chairing, the meeting was adjourned ostensibly to seek more details on agenda items.

8. ***Further request for a special meeting was submitted (13 July)***

Consequent to the demands of a group of Council members at the meeting of the 20th June, a further request for the special meeting was submitted on the 13 July with the particulars included. Receipt was confirmed by Registrar's office.



9. Response from the Chair to the letter dated 13th July via the Registrar's office. (28th July)

From: Marius Lund <marius.lund@uct.ac.za>

Sent: Thursday, July 28, 2022 11:02 AM

To: Manjra, Shuaib <Shuaib.Manjra@za.bp.com>

Cc: Karen Van Heerden <karen.vanheerden@uct.ac.za>; Royston Pillay <royston.pillay@uct.ac.za>

Subject: Letter from the Chair of Council

Dear Dr Manjra

I trust that you are well. Please see the attached response from the Chair of Council to your e-mail correspondence of 18 July 2022. Please note that this response will also be posted to Convene for the information of Council.



Response to Dr S
Manjra_28 July 2022.d

Date: 28 July 2022

I refer to your e-mail dated 18 July 2022 regarding the request for a Special meeting of Council.

It is correct that at the Special Meeting of Council held on 20 June 2022, a resolution was passed requiring the meeting to be resumed only after the submission of further documentation. The documentation is intended to support and/or relate to each agenda item.

It is also correct that there is no provision in the University's Institutional Statute requiring the submission of documentation prior to convening either an ordinary or special meeting of council. However, the Statute is clear regarding Council's power to determine its own procedure at Council meetings, by adopting

resolutions which are binding on Council, unless rescinded in terms of Article 20(g). I consider the motion adopted on 20 June 2022 to therefore be binding.

In the Council meeting of the 20th of June 2022, it was noted that the agenda items as formulated, did not provide any level of detail so as to enable the university management, committees and persons referred to therein to be able to prepare meaningfully any responses they may wish to make. 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). The questions I asked in my previous email of 9 June 2022 in relation to these items are reiterated herein with reference to the motion adopted by Council on 20 June 2022. If there is any supporting documentation in relation to items 1 and 2, this should also be furnished in line with the aforementioned motion.

The motion of Council clearly stated that once your written particularity and/or supporting documents are received, the management team and persons named therein shall be afforded the opportunity to respond, in writing if they so elect. Your further particulars, together with their written responses, if any, shall thereafter serve at the convening of the next Special Meeting.

The intention of the motion is to allow Council to apply its mind fully on the matter and exercise its fiduciary responsibility

10. Response to the Chair via the Registrar's office (29th July)

Dear Marius

I confirm receipt of your letter, attached to your email. I note that this has been circulated to all Council members via Convene.

Before we provide a substantive response to the letter from the Chair, I want to point out an important and crucial omission.

The response of the Chair references our call for a Special Council meeting, and the agenda and motivation provided. However, Council members would be at a loss to the references absent the referenced documents.

May I request that the document be made available to all Council members in the interest of transparency. I don't expect it to take more than a day to action this request.

Failing any action on this by close of business tomorrow (Friday) I will be obliged to circulate this document in the best interest of governance at UCT.

(the document that bears reference was after our prompting subsequently circulated to Council (see 8))

11. Response to the Chair via the Registrar (01 August 2022) in response to document from Chair (see 9)

In response to the Chair's letter dated 29th July, and with consideration for the following statement:

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),

indicating that while items 1 and 2 were ripe for discussion, the Chair required more information on Item 3. In the interest of progress, a revised agenda removing item 3 was submitted. For reasons which can only be speculative the revised agenda was never submitted to Council.

Dear Marius

I note the response to our call for a Special Council meeting from the Chair of Council.

Particular note is taken of the following response and request:

"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). The questions I asked in my previous email of 9 June 2022 in relation to these items are reiterated herein with reference to the motion adopted by Council on 20 June 2022".

We reiterate the importance of such a meeting for matters of governance. Consequently, and in the interest of proceeding with matters contained in our request, the signatories have decided to remove item 3 from the agenda altogether and are willing to proceed with the meeting and deal with items 1 and 2 only. While important, we see a common interest in moving forward, but reserve the right to deal with matters contained in item 3 separately and at a future date, time or forum.

Regards

Shuaib

12. Letter to Registrar (10th August 2022) regarding an inordinate delay in response.

Dear Royston

I trust you are well.

It has been nearly ten days since my response to the Chair of Council regarding the Special Council meeting. This after it took the Chair over two weeks to respond to my previous correspondence regarding this meeting and providing the information requested.

This delay is unfathomable because it does not present anything new and this matter is needlessly being filibustered.

We have provided information to the Chair's comfort, and where she claims we have not, we have been prepared to remove that from the agenda of this Special Council meeting.

I trust that we receive some response soonest.

13. Letter from the Chair via the Registrar on the 23rd August 2022 scheduling the Special Council meeting.

On the 23rd of August 2022 the Notice for the Special Meeting was sent out to all Council members. The meeting is scheduled for the 8th September, without the agenda attached. When asked, the Registrar's office provided no reason for not attaching the sent agenda, except to say that it will follow.

From: Marius Lund <marius.lund@uct.ac.za>
Sent: Tuesday, August 23, 2022 10:12 AM
To: Marius Lund <marius.lund@uct.ac.za>
Subject: Notice of Special Meeting of Council

Dear Council Member

Notice is herewith given in terms of clause 19(1)(b) of the Statute of a Special meeting of the Council of the University of Cape Town to be held

Date: Thursday 8 September 2022
Time: 18:00
Venue: Zoom/Convene Virtual meeting

The agenda will follow.

14. In the interest of progress, I also sent this to the Registrar's office for circulation to Council members (24th August 2022)

Dear Marius

May I also request that the notice states that if any member has any objections to this meeting proceeding, they should state this upfront and the reasons thereof, as we do not want a repeat of the debacle that ensued at the last meeting. People will set aside their valuable time to attend. It is fairly reasonable to anticipate another attempt at filibustering. To be clear, I am not attempting to silence objections, I am requesting that objections be raised prior so that they can be addressed outside the chaotic constraints of a meeting.

15. Letter from the Chair via Registrar (28th August 2022; circulated by Registrar on 31st August 2022).

Despite setting the Special Council meeting date, and an agenda, the Chair sent the following correspondence effectively providing two days to respond, with the threat of cancelling the meeting.

This after sitting on this for weeks, an agenda she indicated was adequate, and the removal of the agenda item she felt did not provide sufficient detail (item 3).

To: Dr Shuaib Manjra
Date : 28 August 2022

Dear Dr Manjra

I refer to your e-mail to Marius Lund dated 1 August 2022 and regarding the resumption of the Special Meeting of Council that was held on 20 June this year. As you note in this message, the meeting of 20 June was discontinued because of the inadequacy of the documentation provided by the signatories who had called for the Special Meeting to take place in terms of the provisions of the UCT Statute.

Following from this, you and the other signatories wrote, on 18 July, insisting that the Special Meeting be recalled, following the original three broad themes but still with no substantial proposals for Council to consider or debate. Rather than respect the views of the majority of Council members who had approved the motion to suspend the meeting of 20 June, your proposal of 18 July merely reiterated the assertions and speculations to which the majority of Council members had objected on 20 June. I replied to you, to this effect, on 28 July, reminding you that: "In the Council meeting of the 20th of June 2022, it was noted that the agenda items as formulated, did not provide any level of detail so as to enable the university management, committees and persons referred to therein to be able to prepare meaningfully any responses they may wish to make."

Despite this, your message to Council's servicing officer of 1 August insists that the Special Meeting of Council be reconvened to discuss the first two discussion themes of your original proposal. Neither in this message, nor in your document of 18 July, do you or your co-signatories provide any specifics that can be referred to the university's managers for professional, evidence-based responses that will enable Council to exercise its governance and fiduciary responsibilities.

With regard to the first theme that you propose as an agenda item - "the timeline and material facts related to the departure of DVC Lis Lange" - you offer nothing more than a proposal to review the minutes and documents from previous meetings of Council, seemingly on the grounds that in one case two members of Council asked for objections to be noted on the record, as is their right. Earlier questions about A/Prof Lis Lange's decision not to seek a further 5-year contract as Deputy Vice-Chancellor have been asked and answered. Your proposal that a Special Meeting of Council be convened to re-open this issue provides no material detail to justify this.

The second theme that you propose as an agenda item appropriate for a Special Meeting of Council is titled "staff departures". Again, and as you note, concerns about tensions within the University Executive have frequently been discussed at Council meetings, with frequent reports on progress in resolving these issues. An issue of concern has been frequently and openly discussed at Council meetings can hardly be cited as a prima facie instance of governance failure, as is implied by your portentous reference to the King Reports. Your list of "resignations" is misleading and inaccurate,

In simply re-iterating your original motivation for a Special Meeting of Council, you are ignoring the substance and intent of the motion that was put and carried at the Special Meeting of 20 June, and therefore the considered view of the majority of Council members. Accordingly, and unless you can supply appropriate detail on specific issues, that have not already served before Council, and in response to which university committee and managers can prepare accurate and evidence-based responses, there can be no justification for calling another Special Meeting of Council on 8 September.

I request that you send us the agenda for the 8th of September meeting with supporting documents for Council to properly apply its mind. We need this by Friday, 2 September 2022, otherwise I will have to cancel the special meeting request.

Babalwa Ngonyama, Chair of Council

16. My response to the Chair's letter via the Registrar (01 September 2022)

Dear Royston

I note your email below and the Chair's response to our call for a Special Council Meeting, which I only saw last evening. My response is as follows (WITHOUT PREJUDICE):

1. Whilst I serve merely as a conduit for pursuing the call for the Special Council meeting, I am not its sole signatory nor have any special role in its initiation nor execution;
2. This means that there are numerous Council members who are seriously concerned about governance matters at UCT, some of whom are part of this initiative;
3. Thus responding to the Chair's initiative will require a democratic consultation among Council members who are party to this call, as I don't want to assume powers I do not have;
4. There has also been, what I personally deem to be an established pattern of deliberate delay in responding to our communications by the Chair, and then attempting to pressure a response;
5. Further, your absence from the University on other business, has inadvertently added to this delay;
6. Expecting a response from us on the same timeline, and within two days would be highly prejudicial, and reflective of the poor governance we are attempting to address in the first place;
7. We aver that we have abided by the rules established for calling a Special Meeting, and have met the conditions demanded of us at the last Council meeting.
8. Thus we believe that the Special Council meeting SHOULD continue as scheduled on the 8th September at 6pm. The AGENDA and documentation we have submitted a few weeks ago must be

circulated to all Council members without delay. In fact, in the first instance it should have been included in the communication announcing the Special meeting.

9. Considering the above, we will provide a more substantive response to the Chair' communication by Monday, 5th September.

10. We reserve all our rights.

Regards

Shuaib

17. Response from Chair via Registrar (5 September 2022) (9.42 pm received)

Please see message from the Chair of Council below.

Royston

Dear Member of Council

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.

Babalwa Ngonyama
Chair of Council

18. Document sent to Chair via Registrar (6 September 2022) (9.50pm)

A **motion** was sent to the Chair regarding scheduled meeting of the 8th September.

Dear Royston

Pursuant to my previous correspondence, more specifically a commitment to send required documentation by Monday the 5th September 2022, please find attached documentation for consideration by Council.

I respectfully request that both the attached documents be submitted to all Council members.

Sincerely

Shuaib Manjra



APPENDIX 1 Special SPECIAL COUNCIL
Council meeting ChroMOTION September 2

19. *Communication to Registrar and Chair (copied to Deputy-Chair) (6 September 2022)*

Dear Royston

We would appreciate an indication IF, and WHEN, the documents submitted last evening will be distributed to all Council members.

Regards

Shuaib