



THE UNITED REPUBLIC OF TANZANIA

**MINISTRY OF
EDUCATION, SCIENCE AND TECHNOLOGY**



DAR ES SALAAM INSTITUTE OF TECHNOLOGY (DIT)

CHARTER OF THE COUNCIL OF THE DAR ES SALAAM INSTITUTE OF TECHNOLOGY (DIT)

DIT/LO/CH/01/RN.00

2023



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LIST OF ABBREVIATION

AC	Academic Committee.
ADC	Appointment and Disciplinary Committee.
AudC	Audit Committee.
CAP	Chapter
DIT	Dar es Salaam Institute of Technology.
DITSO	Dar es Salaam Institute of Technology Students' Organization.
FPC	Finance and Planning Committee.
NACTVET	National Council for Technical and Vocational Education Training.
VETA	Vocational Education and Training Authority.
R. E	Revised Edition
SAC	Students Affairs Committee.

PREFACE

Dar es Salaam Institute of Technology (Hereinafter referred to as DIT) was established by an Act of Parliament No. 6 of 1997 as a Higher technical training institution in Tanzania in succession of the former Dar es Salaam Technical College which was established in 1957. The Institute was established as a legal entity capable of carrying its business in its name as body Corporate unlike the former Dar es Salaam Technical College which had no legal personality. DIT is governed by the Council which has powers and duties to govern and control the Institute as well as its movable and immovable properties.

For proper performance of functions and effective corporate governance, there should be a tool that guide the conduct of the Council members in the performance of its functions and exercise of powers vested upon them under section 9 of the DIT Act No. 6 of 1997. Therefore, the Council Charter is developed to define the governance of the Institute by defining; appointment of members, composition, roles and mandate of the DIT Council as stipulated under the DIT Act No. 6 of 1997, relationship between the Council and the DIT Management, roles of the Chairperson and Secretary of the Council, conduct and proceedings of the meeting as well as minutes recording. Besides, the Charter defines the responsibility of reporting and communicating with the public and/or stakeholders, composition of Council Committees, member's tenure, termination, and remuneration. Before the preparation of this Charter, the Council relied on the establishment Act together with the rules in its schedule for regulation of its conduct and proceedings.

The preparation of this Charter has taken into consideration of the Treasury Registrar's Guideline issued in July, 2022 through letter with Ref. No. CBD.40/229/01/14 dated 11th September, 2015 and the subsequent

reviewed guidelines communicated through letter with Ref. No. CBD.40/229/01/05 dated 3rd August, 2022 which lays down a foundation or framework for preparation of Charters for Boards of Directors/Council of public institutions and corporations and best practice in corporate governance.

This Charter is definitely a replica of the parent Act (DIT Act No. 6 of 1997, CAP. 144 R.E 2019) particularly sections; 3, 4, 7, 9 and 10 as well as the schedule to the Act which provides for establishment of the Institute and the Council, functions powers, tenure and meetings of the Council. Although precaution has been taken in preparation of the Charter but need to state that, in an event of conflict between this Charter and provision of DIT Act No. 6 of 1997 or any other written law or government directives the provision of that written law or directives shall prevail.

Furthermore, this Charter has adopted the Board Charter guidelines for Public and Statutory Corporations, 2022 issued by the Office of the Treasury Registrar in July, 2022 and communicated vide letter referred herein above. It is therefore envisaged that this Charter will enhance corporate governance and proper performance of the Council of the Dar es Salaam Institute of Technology.

PART I

1. INTRODUCTION

1.1 Historical Background of DIT

- (a) Dar es Salaam Institute of Technology (hereinafter referred as “DIT”) was established under section 3 of an Act of the Parliament cited as Dar es Salaam Institute of Technology Act No. 6 of 1997 [CAP. 144 R.E 2019] (hereinafter referred as “DIT Act No. 6 of 1997”). It was established as a body corporate to replace the former Dar es Salaam Technical College which had historical background traces from 1957.
- (b) DIT is, among others, mandated to provide facilities for study and training programmes in the principles, procedures and techniques of engineering related disciplines and allied technologies and to conduct examination and grant award of the Institute as approved by National Council for Technical and Vocational Education Training (NACTVET). Furthermore, DIT is mandated to engage in applied research and provide consultancy services to the government and others bodies, to sponsor, or arrange provide facilities for conference and seminars, to establish departments within the institute for the organization and administration of works, to engage in self-reliance activities for effective financing and promotion of entrepreneurship and to establish and foster closer collaboration with universities and other institutions of higher education and promote international cooperation.

1.2 DIT Vision

To become a leading technical education institution in addressing societal needs.

1.3 DIT Mission

To provide competence based technical education through training, research, innovation and development of appropriate technology.

1.4 Core Values

The Core Values of DIT are known by short form (RESPECT)

- (a) **Responsive:** DIT is quick to react in the way that is needed suitable or right for a particular situation.
- (b) **Exceptional Service:** The Institute creates and improves relationships through positive interactions with others.
- (c) **Student Centeredness:** The institute values and respects all students as unique individuals.
- (d) **Professionalism:** The Institute takes pride in the work we do and value to learn our job and perform to the best of our ability.
- (e) **Excellence:** The Institute recognizes conducive working environment is needed including short and long-term planning, exploration of new ideas, support for innovation, enrichment & professional development programmes, accountability, and attention to health and well-being of faculty and all staff members.
- (f) **Commitment:** The Institute is dedicated to the community it serves.

- (g) **Transparency:** The Institute believes that success is achieved through open exchange of information. Cognizant is built on a foundation of open and honest communication.

1.5 Core Functions of the DIT

The DIT mission is translated into concrete functions, which are also clearly stipulated in its establishment Act as follows:

- (a) To provide facilities for study and training in the principles, procedures and techniques of Electrical Engineering, Mechanical Engineering, Civil Engineering, Computer Studies, Laboratory Science and Technology, Electronics and Telecommunications Engineering, Leather products technology and such other related disciplines as the Institute may from time to time decide;
- (b) To conduct training programmes in the disciplines as specified above;
- (c) To engage in applied research and development in the disciplines specified above and evaluate the results achieved by the Institute training programmes;
- (d) To provide consultancy services to the Government, parastatal bodies or industries and such other bodies or organizations;
- (e) To sponsor, arrange or provide facilities for conferences and seminars;

- (f) To establish departments within the Institute for the organizations and administration of its work and activities;
- (g) To conduct examinations and grant awards of DIT certificates as approved by the National Council for Technical and Vocational Education Training (NACTVET);
- (h) To arrange for publications and general dissemination of material produced in connection with the work and activities of the Institute;
- (i) To engage in self-reliance activities for effective financing and promotion of entrepreneurship;
- (j) To establish and foster closer cooperation with the universities, technical colleges and other institutions of higher learning and promote international cooperation with similar institutions; and
- (k) To do all such acts and things and enter into all such contracts and transactions as are in the opinion of the Council expedient or necessary for the proper and efficient discharge of the functions of the Institute.

PART II

2. ESTABLISHMENT, COMPOSITION, APPOINTMENT, TENURE, POWERS DUTIES AND INCIDENTAL MATTERS OF THE DIT COUNCIL,

2.1 Establishment of the DIT Council.

The Council is established under section 7 of the DIT Act No. 6 of 1997 (the Act) to replace and in succession of the former Dar es Salaam Technical College which was established in 1957.

2.2 Powers and Duties of the Council;

Pursuant to the provision of the DIT Act No. 6 of 1997, the Council shall be vested with the following powers and duties;

- (a) To govern and control the Institute;
- (b) To administer both movable and immovable properties of the Institute;
- (c) To administer the funds and other assets of the institute;
- (d) To signify the acts of the institute by using the common seal;
- (e) To receive grants, gifts, donations or other moneys on behalf of the Institute;
- (f) To establish boards and committees as the Council may deem fit;
- (g) To provide for the welfare of the students and the staff of the Institute;
- (h) To formulate policies of the Institute;
- (i) To set fees of the institute; and
- (j) To do all such acts as may be provided for in this Act or as may in the opinion of the Council be necessary or expedient for the proper discharge of its functions.

2.3 Appointment, Size and Composition of the DIT Council

2.3.1 Appointment of Council Members

New Council Members appointment may take place in the following events;

- (a) The Council comes to an end of its tenure; The Secretary of the Council will give notice of the fact to the appointing authority at least three (3) months before the due date of tenure expiration and advise for appointment procedures.
- (b) The Council Member terminated, resigned or died; The Secretary in Consultation with the Chairperson of the Council will give notice of the fact to the Appointing authority and request for replacement of the Member.

2.3.2 Size of the Council

The Council shall be comprised of;

- (a) The Chairperson appointed by the President of the United Republic of Tanzania;
- (b) Not more than ten (10) other members appointed by the Minister responsible for science and technology in accordance with composition stipulated in the Act; and
- (c) The Principal who is the Secretary appointed by the Minister under the Act.

2.3.3 Composition of Council Members

The Minister appoints members of the Council based on the composition stipulated under paragraph 1(1) of the schedule to the Act as hereunder;

- (a) One member from the Ministry responsible for science and technology;
- (b) One member from Ministry responsible for public service;
- (c) One member from the Ministry responsible for education;
- (d) One member from the Ministry responsible for industries;
- (e) One member from the Ministry responsible for legal affairs;
- (f) One member from the Vocational Education and Training Authority (VETA);
- (g) One member from the Faculty of engineering of the University of Dar es Salaam;
- (h) One member from the Academic staff of the Institute;
- (i) One member from the students' Community of the Institute;
- (j) One member from the Engineers Registration Board.

The Appointing Authority shall, in appointing members of the Council under the Act, ensure that women form at least one third of the total membership.

2.4 Role of the Chairperson of the Council

- (a) To provide overall leadership for the Council;
- (b) To ensure the Council works as a team in discharging its role and responsibilities in the most effective manner;
- (c) To ensure good governance practices and procedures are in place and existence of constructive relationship between the Council and Management;

- (d) To lead the Council evaluation process and initiate a culture of transparency and team work among Council members;
- (e) With the advice of the Secretary, to convene and preside both ordinary and extra-ordinary meetings of the Council;
- (f) To approve certain matters be resolved by the Council through circulars;
- (g) To call or invite any person who is not a member to participate in the deliberations of the Council provided that, the person invited shall have no right to vote at the meeting;
- (h) To have a casting vote in addition to his/her normal or deliberative vote; and
- (i) To perform all functions of the Council as provided by any written law or Government circulars.

2.5 The Vice-Chairperson

There shall be the Vice- Chairperson of the Council.

2.5.1 Selection of the Vice Chairperson

- (a) The Council shall elect one member from among its composition to be the Vice-Chairperson.
- (b) The Vice-Chairperson shall be elected through proposing the name or names of the members for election through supporting the proposal or secret ballot.

2.6 Roles of the Vice-Chairperson

- (a) The Vice-Chairperson shall preside the meetings of the Council during absence of the Chairperson.
- (b) The Vice-Chairperson, may act or perform any duty to be performed by the Chairperson, if the Chairperson is absent from the United Republic of Tanzania or unable to perform such duty for sufficient reasons.

- (c) In absence of the Chairperson and Vice-Chairperson, members shall, amongst members present, elect one member to be a Chairperson of the meeting.

PART III

3 SECRETARY AND SECRETARIAT OF THE COUNCIL AND ITS ROLE

3.1 Secretary of the Council

Pursuant to section 10(2) and (3) of the DIT Act No. 7 of 1997, the Principal as the Accounting Officer and Secretary of the Council.

3.2 Roles of the Council Secretary

The secretary of the Council shall perform the following roles;

- (a) Providing guidance to the Council on its duties, responsibilities and other governance issues;
- (b) Ensuring all Council Committees are properly constituted and provided with clear terms of reference;
- (c) Consulting the Chairperson for scheduling dates of the meeting;
- (d) Consolidating and preparing agenda for the Council/ Committee meetings;
- (e) Advising the Council on legal and administrative matters as well as member's duties, responsibilities and powers;
- (f) Ensuring that the applicable rules and regulations for the conduct of the affairs of the Council are complied with;

- (g) Circulating Notices, papers or circulars of meetings to the Council members timely and minutes of the Council meeting are properly recorded and kept;
- (h) Submitting or cause to be submitted reports from the Management in the meeting;
- (i) Recording minutes during meetings of the Council;
- (j) Preparing, compiling and follow up implementation of directives of the Council meeting;
- (k) Guiding members of the Council on Council Evaluation process;
- (l) Preparation and administration of the Budget for Council meeting expenses, members allowance and annual fees, members' participation to events, training or workshops and other costs related to the Council.

3.3 Top DIT Management and the Council

- (a) A minimum number of senior members of DIT Management approved by the Council shall serve as secretariat to the Council and shall be responsible for supervision and preparation of papers of the meetings.
- (b) One Officer from the Legal Counsel Unit or other Officer, with requisite skills and experience, may be appointed by the Council as a Rapporteur or any other designation, and shall be responsible to coordinate the Secretariat and act as a focal point between the Council, Committees and the Management.
- (c) The secretariat shall attend the Council and its Committee meetings unless the Council holds a confidential session and/or directs all or some of the secretariat to absent from the meeting.

- (d) The secretariat required to attend the meeting of the Council shall, at all time when the meeting is conducted, be present and respond to issues or matters requiring clarification as may be within his or her knowledge.
- (e) Other members of the Management not selected to serve the secretariat of the Council, shall be required to be around the Institute or available at all time during the meeting. The Council may require or direct the Principal to cause any member of the Management to be present in the meeting for clarification of issues.

PART IV

4 COMMITTEES OF THE COUNCIL

4.1 Establishment of Committees of the Council

- (a) Pursuant to section 9(f) of the DIT Act No. 6 of 1997, the Council may, for the purposes of efficient performance of its functions and by resolution in writing, establish a number of its committee (Committees) to perform functions as may be directed by it.
- (b) There shall be established Academic Committee (AC), Finance, Planning Committee (FPC), Appointment and Disciplinary Committee (ADC), Students Affairs Committee (SAC) and the Audit Committee (AudC) to perform such advisory functions as the Council may direct.

- (c) The Committee shall have the function of critically examining and scrutinizing matters submitted to it thoroughly and reporting to the Council with appropriate recommendation.

4.2 Composition and Appointment of the Committee Members

- (a) The membership of each Committee shall include; -
 - (i) The Chairperson who shall be appointed by the Council from amongst its members; and
 - (ii) Not less than three (3) and not more than five (5) members who shall be appointed by the Council.
 - (iii) Council Committees, upon approval of the Council, may co-opt or invite to the meeting a person outside the Council whom, in opinion of the Committee, it is desirable such person to attend the meeting.
- (b) The Secretary to the Council shall be the Secretary to the Committees except the Audit Committee. The Secretary may delegate to another senior staff member to be the secretary of a Committee but the Secretary shall take charge and responsibility of the transaction of such Committee.
- (c) The Council may, subject to such terms, conditions and restrictions, as it may specify, delegate to any of its Committee some of its functions, powers or duties

conferred or imposed by or under the DIT Act to the Council and where any such delegation is so made, the delegated functions, power or duty may be performed or exercised by the delegated Committee subject to the terms, conditions or restrictions specified by the Council.

4.3 Committee Meetings and Procedures

The Committee shall adopt similar procedures of the Council relating to meetings, circular resolutions, minutes and notices for such meetings or conduct its activities as may be directed by the Council from time to time.

4.4 Tenure of the Office for Committee Members

A member of Committee shall, unless the appointment is sooner terminated by the Appointing Authority or as the case may be, ceases in any other way to be a member, serve the Committee for a period of three years and may be eligible for re-appointment to the Committee.

PART V

5 MANDATES AND FUNCTIONS OF COMMITTEES OF THE COUNCIL

5.1 Mandates and Functions of the Academic Committee

5.1.1 Pursuant to the powers and functions vested upon the Council under the DIT Act, the Academic Committee shall be responsible to the Council for the control and regulation of instruction, education, training, research and consultancy in the Institute and shall, subject to the provisions of this Act, be the supreme decision-making organ in respect of all academic matters of the Institute.

5.1.2 Without prejudice to the generality of provision 5.1.1 above, the Academic Committee shall have the following specific functions-

- (a) to satisfy itself regarding the content and academic standards of any course of study offered by the Institute;
- (b) with the consent of the Council, to propose regulations regarding-
 - (ii) the eligibility of persons for admission to courses for a degree, diploma, certificate or other award by the Institute;
 - (iii) the standard of proficiency to be attained in each examination for a degree, diploma, certificate or other award by the Institute;

- (c) to regulate the conduct of examinations of the Institute;
- (d) to decide whether any candidate for a degree, diploma, certificate or other award of the Institute has attained the standard of proficiency prescribed in the regulations under paragraph (b);
- (e) to consider recommendations made by the Institute Academic Board and take appropriate action;
- (f) to make proposals to the Council on matters relating to the conduct of the Institute generally; and
- (g) to perform such other functions as are conferred upon it by the DIT Act.”

5.1.3 Reports of matters decided at the Academic Committee shall be tabled at the Council meeting for endorsement and adoption.

5.2 Mandates and Functions of the Finance and Planning Committee

5.2.1 Subject to the powers and functions vested upon the Council under the DIT Act in respect of supervision and Management of public funds received or earned by the Institute, the Finance and Planning Committee shall have mandates to perform the following functions;

- (i) To scrutinize, provisionally approve and recommend to the Council for final approval of policies guiding investments of the funds of the Institute;
- (ii) To deliberate and provisionally approve reports of income generation and expenditures of the Institute and recommend to the Council for approval;

- (iii) To scrutinize, review, and recommend to the Council the Institute's annual budget and or supplementary budget for onward submission to the Council for approval;
- (iv) To monitor and review the performance of Institute's plans and budget;
- (v) To review Annual Procurement Plans and submit the same to the Council for approval;
- (vi) To review and recommend to the Council the distribution and disposal of the assets;
- (vii) To review and scrutinize both corporate and strategic plans and recommend to the Council for approval;
- (viii) To scrutinize and review Financial Regulations and other financial manuals for approval of the Council; and
- (ix) To perform any other related issue as may be directed by the Council from time to time.

5.3 Mandates and Functions of the Appointments and Disciplinary Committee

Whereas the Council is vested with the function under section 9 (g), 11, 12 and 13 of the DIT Act to appoint, discipline and provide welfare of staff of the Institute hence the established Appointments and Disciplinary Committee (ADC) shall have mandates to perform the following functions;

- (i) To receive, deliberate and recommend staff recruitment, emoluments, promotions and retention to the Council for approval;
- (ii) To handle all matters relating to disciplinary actions that are within the Powers of the Council and recommend appropriate decision to the Council for approval;

- (iii) To receive, approve and review Staff Regulations, Scheme of Service and Code of Conduct & Ethics, other staff related policies and recommend to the Council; and
- (iv) To receive any other issue related to staff affairs.

5.4 Mandates and Functions of the Students Affairs Committee (SAC)

The key stakeholders of the core functions of the Institute are students whose affairs and welfare is of priority. For that purpose, the Council establishes the Students and Affairs Committee which shall have the following functions;

- (i) To receive and deliberate matters related to the welfare of the students;
- (ii) To receive, deliberate and approve financial reports and budget of the Government of students' Organization (DITSO);
- (iii) To receive, approve and review Regulation and policies governing the conduct and activities of the Students at the Institute;
- (iv) To receive and deliberate disciplinary matters of the students;
- (v) To perform any other related issue as may be directed by the Council from time to time.

5.5 Mandates and Functions of the Audit Committee

In order to ensure compliance in the operations of the Institute a Committee that oversee process is established. The Mandate and Functions of the Audit Committee shall be as provided under the DIT Audit Charter and other Instruments governing national audits. The Chairperson of the Audit Committee or Other member nominated by the Chairperson shall submit to the Council meeting the reports of the Committee together with its recommendation

PART VI

6 COUNCIL MEETINGS AND PROCEDURES

6.1 Council Meetings

- (a) Pursuant to the provision of paragraph 6(1) of the schedule to the Act and subject to the Government directives, shall meet not less than four times every financial year. The Council may meet at additional two (2) times for extra-ordinary meeting as may be fixed by the Chairperson or if is absent from the United Republic of Tanzania, the vice-Chairperson, after consulting the members. An urgency which necessitate to conduct meetings beyond six (6) times in a financial year, shall only be with the permission granted by the Treasury Registrar.
- (b) Notwithstanding the foregoing paragraph, the Chairperson or in his absence from the United Republic of Tanzania, the vice-Chairperson, may, upon application in writing by at least five members, convene an extra-ordinary meeting of the Council at any time provided the permission of the Treasury Registrar is sought.
- (c) The Council shall have two types of meetings, namely ordinary meetings and extra-ordinary meetings.
- (d) Ordinary meetings shall be held at ordinary times or calendar of the Council or as the Chairperson may direct, to receive, discuss and deliberate reports from the Secretariat and to consider and decide on specific resolutions presented for the Council approval.

- (e) Extra-Ordinary Meeting shall be held to discuss or decide on matters requiring urgent attention of the Council and may be convened by the Chairperson or in his absence, the Vice-Chairperson or on written application of at least five members.
- (f) Meetings of the Council and its Committee shall be convened during working days and hours unless for exceptional circumstances or the Chairperson after consulting members, directs the meetings of the Council or Committee to be held during such other days and hours.
- (g) The Secretary to the Council shall give to each member a fourteen (14) days' notice of ordinary meeting and at least 24 hours' notice of extra-ordinary meeting through writing or electronic means informing the time, date and place of the meeting.
- (h) The Notice of the meeting shall also contain agenda and any addition or amendment to items of the agenda must be submitted to the Secretariat at least 7 days from the date notice was given to members.
- (i) Compiled agenda, minutes of the previous meeting(s) and papers for the meeting to which the notice relates, shall be circulated to members of the Council or any other person required to attend the meeting at least five (5) days before meeting.
- (j) All matters that require the attention or approval of the Council shall be channeled through respective Committee.
- (k) The Chairperson of the Committee or if is absent or unable to attend the meeting, any member proposed by him/her, shall present the report or matters transacted by the respective committee.
- (l) Confidential matters may be presented either orally or in written form during the particular meeting. Papers for

confidential matters may be distributed to the members in the meeting when the agenda is due for deliberation or before the meeting as may be directed by the Chairperson.

- (m) The Council may, at the request of the secretariat or on its own motion, at any of its meeting, call or invite any person not a member to participate in the deliberation of the Council provided that, the invitee shall not have a right to vote at the meeting.
- (n) Council and its Committee meetings shall be held at the Head Quarter Office of the Institute at Dar es Salaam Main Campus, provided that when need arises to hold the meeting at other Campuses or places, the Secretary of the Council shall seek permission from the Treasury Registrar.

6.2 Quorum of the Meetings

- (a) The quorum at any meeting of the Council shall be one-half of the total number of members of the Council.
- (b) Every member of the Council, save for sufficient cause, shall regularly attend Council meetings and record attendance in a Council meeting attendance book to be properly kept as part of the minutes.
- (c) Notwithstanding any vacancy in membership thereof or defect in appointment of a member, the Council may act and its decisions shall be valid.

6.3 Council Decisions

- (a) The Council shall ordinarily resolve matters and make decisions at its meetings.

- (b) Notwithstanding the foregoing, in certain matters of urgency or where considered to be economical the Council or its Committee may make decision without meeting by circulating papers (circular resolution) among them and expressing their views of which that of majority shall be the decision of the Council.
- (c) Any five members of the Council or any three members of the Committee may be entitled to require the subject matter under circular resolution be differed and deliberated at the meeting of the Council or Committee as the case may be.
- (d) Notwithstanding the foregoing, any decision of the Council or its Committee by a Circular Resolution shall be considered passed as and when the Secretary to the Council or Committee receives endorsement from one half of a total number of members of the Council or three members of the Committee supporting decision.
- (e) Any decision made through circular resolution shall be reported in the subsequent ordinary meeting for the Council or respective Committee for noting.
- (f) Decision of the Council shall be made by consensus or of majority members present and in the event of divergence or the decision requires voting in which a member shall have one vote and the votes results in equality, the Person presiding the meeting shall have a casting vote besides the regular or deliberate vote.
- (g) During decision making each member shall make a clear and concise proposition for the decision of the subject matter under deliberation.
- (h) Directives given at the meeting of the Council shall be implemented by the Secretariat or specific person as may be directed by it.

- (i) Notwithstanding the foregoing, the decision made by the Council at the meeting or through circular resolutions which are not meant to remain confidential shall, immediately or as may be directed by the Council, be communicated by the Secretary to the DIT Community and other relevant stakeholders.

6.4 Powers to Co-opt Non-Members/Experts

The Council may co-opt a non-member who has experience and expertise in a particular matter to attend the meeting for advice or any service relating to its function on such terms and conditions to be determined by the Council.

6.5 Minutes of the Council

- (a) The Secretary or through the Council Rapporteur shall cause the minutes of each proceedings of meeting to be recorded together with names of members present and absent with notice or apology.
- (b) Minutes of each meeting of the Council or its Committee, in proper form adopted by it, shall be recorded and amended accordingly where necessary and subsequently confirmed at its next meeting and signed by the Chairperson/Vice Chairperson or any member presiding the meeting and the Secretary.
- (c) Minutes signed by the Secretary and the member presiding at a meeting of the Council or Committee shall, in the absence of proof of an error, be deemed to be a correct record of the meeting.

- (d) Signed Minutes may be kept in both electronic and hard copy forms of which both shall be valid.
- (e) The Council may, by a resolution or through an instrument, delegate some of the matters required to be decided by it to the Secretariat or a composed Management, provided that decisions made by the delegatee shall be submitted to the Council through respective Committee for endorsement.

6.6 Attendance of Members to the Meetings and Council Vacancies

- (a) Every member of the Council will effectively attend and participate in deliberations of the meetings.
- (b) Where any member absents himself/herself for three consecutive meetings of the Council without sufficient cause, the Council shall advise the appointing authority of the fact and the appointing authority may revoke the appointment of the member and appoint another member to replace.
- (c) When a member is, by reason of illness, infirmity or absence from the United Republic, unable to attend any meeting of the Council, the appointing authority may appoint a temporary member in his place and that temporary member shall cease to hold office on the resumption of office of the substantive member.
- (d) When the tenure of the Council has come to an end the appointing authority shall fill the vacancy as per the requirements provided in the Act.

6.7 Execution of Documents

Resolutions, declarations and or other documents made, issued or executed by or on behalf of the Council shall be sealed with the official seal of the Institute and shall be signed by: -

- (a) The Chairperson or in his/her absence the Vice Chairperson.
- (b) The Secretary to the Council or
- (c) Any other member of the Council or DIT Staff authorized in writing in that behalf of the Council.

6.8 Procedures

- (a) Subject to the provisions of schedule to the DIT Act and the provisions stipulated herein or any regulations that may be made under the Act or the directive from the relevant authorities, the Council shall have power to regulate its own proceedings as provided in this Charter, and in the Act.
- (b) The Council members shall use their best endeavors to attend Council meetings and to prepare themselves thoroughly for the meetings.
- (c) Each member is expected to participate fully, frankly and constructively in the Council deliberations and other strategic activities and to bring in their experience, professionalism, knowledge, skills and abilities to the Council.
- (d) The Council discussions shall be open and constructive but recognizing genuinely and in a respectful manner others different opinion and a member will much as he or she can, bring a greater clarity and lead to better decisions.
- (e) The Chairperson of the Council will nevertheless, seek a consensus of the members in subject matters under discussion, but may, where for certain circumstances considers necessary call for a vote procedure.

- (f) Deliberations of the Council and its records thereof shall be deemed confidential unless and until disclosed by the person mentioned herein or there is specific direction from the Council to the contrary, or its disclosure is required by law or higher authority.
- (g) The Secretary of the Council shall give to each member fourteen (14) days' Notice specifying the agenda, time and place of the meeting.
- (h) The Council will have powers to regulate agenda of its meeting and may exercise those powers through the Chairperson. In that regard, a member may propose for addition of an item to the agenda through the Secretary at least seven days before the meeting and the Secretary, upon consultation with the Chairperson, will set the agenda to be part of meeting.
- (i) Members are expected to disclose any conflict of interest and refrain from deliberation of such matters.
- (j) Members are expected to be aware of and must adhere with fiduciary and statutory obligations as members of the Council including the duty to act in good faith and in best interests of the Institute.

PART VII

7 MISCELLANEOUS MATTERS

7.1 Official Seal of the Institute

- (a) There shall be an official Seal of the Institute which shall be of such shape, size and form as the Council may determine.
- (b) The Official Seal shall be kept in the proper custody in the office of the Principal or other place the Principal may direct.
- (c) Pursuant to section 9(d) of the Act it is the duty of the Council to signify the acts of the Institute by using the common seal, under the provision of paragraph 10(2) of the schedule to the Act, the Seal shall be authenticated by the signature of the Principal or any other officer of the Institute as the Principal may nominate.
- (d) All regulations, deeds, instruments or other official document made or executed by or on behalf of the Institute shall be sealed with official Seal of the Institute and shall be signed by the Principal or any other officer of the Institute the Principal may authorize in that behalf.

7.2 Remuneration of Council Members

- (a) Members of the Council and Committee shall be entitled to receive such remuneration, allowances and other benefits as stipulated in the Government Circulars and Guidelines reviewed from time to time.
- (b) Members of the Council shall be entitled to :-
 - (i) Directors' fee;
 - (ii) Per-diem as per governing rules or circulars and procedures;
 - (iii) Travel/ transport costs.
 - (iv) Any other benefit as the Government circulars may provide from time to time.

7.3 Relationship Between the Council and Management

The Council shall be ultimately responsible for stewardship of the DIT business affairs. The Council shall not actively manage but rather oversees the day-to day Management functions. The Management shall be responsible for executing day to day functions in order to ensure that DIT objectives are effectively achieved.

7.4 Council Induction and Continuous Skills Development

- (a) Immediately after appointment, the Council members shall be oriented with the Institute's background, Strategic plan, Vision, Mission, Core values, Core functions, Operational instruments/guidelines governing the Institute, corporate governance principles and practices, financial management, Code of Ethics and Conduct, internal controls and other burning issues requiring immediate attention of the Council.

- (b) Further to the general orientation stated in paragraph (a) above the Council shall be facilitated with the training on corporate governance, performance assessment and other incidental matters rendering better performance of their roles and keep Council members abreast of latest development in the sector and professional development in their respective professional bodies, best practices in corporate governance and critical issues relating to operation of public institutions Boards.
- (c) The Secretariat of the Council will strive to budget funds for facilitating logistics during training of the Council members.

7.5 Council Performance Evaluation

- (a) The Council shall, in every year, conduct its internal annual assessment on the performance through assessment tool designed by the Treasury Registrar or any other means as the case may be.
- (b) The evaluation shall involve Council as a whole, its Committee, individual members, the Chairperson and the Secretary of the Council. Each member will have an opportunity to evaluate and judge the performance and effectiveness of the Council on his/her own opinion.
- (c) The Council may, every after three years' tenure, cause an external assessment of its performance to be conducted by a reputable firm or individual expert that will prepare a report and submit the same to the Chairperson of the Council for reference and improvement for the following next Council tenure.

- (d) The Reports of the assessment of performance may be submitted to the relevant authorities.

7.6 Conflict of Interest

- (a) For the purpose of avoiding conflict of interest and observance of good governance practices, the permanent Secretary of Ministries, Regional Commissioners, District Commissioners, Members of Parliament, Councilors and other related political figures shall not be recommended for appointment as a Member of the Council.
- (b) Council members shall be bound by the Code of Ethics and Conduct in discharging their duties. The Code of Ethics and Conduct for the Council members is part and parcel of this Charter (Appendix).

7.7 Reporting/Communication mechanism with the key stakeholders

- (a) Key stakeholders shall be informed of the institutional performance and other relevant information through the Institute's annual reports and reporting approved by the Council.
- (b) The Institute shall engage relevant stakeholders through curricula development processes, industrial attachment opportunities, exhibitions events and direct involvement in various advisory committee and Boards.
- (c) Activities and performance of the Institute shall be kept posted in accepted media outlets and other means for visibility and receiving feedback from stakeholders.

7.8 Tenure, cessation and resignation of Members of the Council

- (a) Members of the Council, unless he or she sooner dies, or resigns or is terminated earlier, shall hold office of appointment for the period of three (3) years and may be eligible for re-appointment once.
- (b) A member may resign at any time by giving a written notice to the appointing authority and shall cease to be a member from the date of notice but if no date is specified, from the date of receipt of notice by the appointing authority.
- (c) A member of the Council is such by virtue of holding some other office as per paragraph 1 of the schedule to the Act therefore, shall cease to be a member upon ceasing to hold the office by virtue of which is appointed a member.
- (d) Generally, a person shall cease to be a member of the Council upon;-
 - (i) Lapse of tenure.
 - (ii) Loss of qualification for appointment.
 - (iii) Removal by appointing authority due to failing to attend three (3) consecutive meetings without reasonable cause.
 - (iv) Resignation.
 - (v) Death.

7.9 Handover

At the expiration of its respective tenure, the Council shall cause to be prepared the progressive performance report outlining the achievement of the Council plan with information regarding the mile stone and work in progress for the newly appointed Council to effectively take succession to the new Council.

7.10 Commencement and Review of the Charter

This Council Charter shall come into effect after being approved by the Treasury Registrar and shall be reviewed as deemed necessary. In the event of review, the Office of the Treasury Registrar will issue revised guidelines for review and submission of the DIT Council Charter for subsequent approval.

8 Adoption of the Council Charter

This Charter is hereby adopted by the Council of the Dar es Salam Institute of Technology this 20th day of July, 2023.

Name: Richard J. Masika
Signature: [Signature]
Title: Chairperson of the DIT Council

9 Approval of the Council Charter

This Charter is hereby approved by the Treasury Registrar this 20th day of July, 2023.

Name: Lightness Mwambi
Signature: [Signature]
Title: Treasury Registrar

Appendix



**THE UNITED REPUBLIC OF TANZANIA
MINISTRY OF EDUCATION, SCIENCE
AND TECHNOLOGY**



DAR ES SALAAM INSTITUTE OF TECHNOLOGY

**CODE OF ETHICS AND CONDUCT OF THE COUNCIL
OF
THE DAR ES SALAAM INSTITUTE OF TECHNOLOGY (DIT)**

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THE DIT COUNCIL CODE OF ETHICS AND CONDUCT

I. PREAMBLE

The Council of the Dar es Salam Institute of Technology (DIT) has adopted this Code of Ethics and Conduct for its members. DIT is proud of its reputation for integrity and honesty and is committed to these core values. Maintaining DIT reputation depends on maintaining the highest standards of conduct in all business endeavors. DIT Council members have a responsibility to lead by example, acting with truth, sincerity and fairness in all decisions.

The principles set forth in this document describe how Members should conduct themselves. This Code does not address every expectation or condition regarding proper and ethical business conduct. Each member is expected to comply with the spirit of this Code. Good common sense is the best guide.

No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for members. Members of the Council are encouraged to bring questions about particular circumstances that may be relevant to one or more of the provisions of this Code to the attention of the Chairperson of the Council, who may consult with inside or outside legal counsel as appropriate.

II. PURPOSE

Dar es Salaam Institute of Technology (hereinafter referred as “DIT”) was established under section 3 of an Act of the Parliament cited as Dar es Salaam Institute of Technology Act No. 6 of 1997 [Cap. 144 R.E 2019] (hereinafter referred as “DIT Act No. 6 of 1997”). It was established as a body corporate to replace the former Dar es Salaam Technical College which had historical background which dates back to 1957. DIT is, among other things,

mandated to provide facilities for study and training programmes in the principles, procedures and techniques of engineering related disciplines and allied technologies. Further, DIT is mandated to engage in applied research and provide consultancy services to the government and others bodies.

The DIT Council hereby establishes its Code of Ethics and Conduct to provide guidance to its members regarding ethical and behavioral considerations and/or actions as they address their duties and obligations during their appointment.

Compliance with the provisions of this Code will allow the Council to fully implement its supervision and Governance roles; to enhance relationships and foster teamwork among Council members and also with staff; and to build respect, confidence, and credibility with the public.

III. CODE OF ETHICS

Members of the Council (including ex officio members of the Council) shall at all times abide by and conform to the following Code of Ethics in their capacity as Council members:

- (a) Council members shall act with integrity and in an ethical and professional manner in their interactions with each other and the public.
- (b) Council members shall maintain high ethical and moral character, both professionally and personally, so that their behavior will reflect positively upon the DIT Council and the Public.
- (c) Council members shall act with competence and shall strive to maintain and enhance their competence and that of their fellow Council members.

- (d) Council members shall use proper care and exercise independent professional judgment in the performance of their duties.
- (e) Council members shall maintain confidentiality about all matters that are considered in closed meetings and except as the Council may otherwise require or as otherwise required by law, no Council member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the DIT and each member of the Council will uphold the strict confidentiality of all meetings and other deliberations and communications of the Council.
- (f) No member of the Council will use any information provided by the DIT or acquired as a consequence of the Council member's service to the DIT in any manner other than in furtherance of his or her Council duties. Further, no member of the Council will misuse institute property or resources and will at all times keep the Institute's property secure and not allow any person not authorized by the Council to have or use such property.
- (g) The Council must act at all times in the best interests of the DIT and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Council members will identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, Council members shall follow these guidelines:
 - (i) Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of DIT; while the receipt of incidental personal or third-party benefit may necessarily flow from certain activities, such benefit must be merely incidental to the primary benefit to DIT and its purposes;

- (ii) Do not abuse Council membership by improperly using Council membership to the DIT staff, services, equipment, resources, or property for personal or third-party gain or pleasure; Council members shall not represent to third parties that their authority as a Council member extends any further than that which it actually extends;
- (iii) Do not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect DIT;
- (iv) Do not engage in or facilitate any discriminatory or harassing behavior directed toward DIT staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the DIT;
- (v) Do not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the DIT without fully disclosing such items to the Council; and
- (vi) Provide goods or services to DIT as a paid vendor to the institution only after full disclosure to, and advance approval by, the Council, and pursuant to any related procedures adopted by the Council.
- (vii) Council members shall receive no payments from DIT or from any other transactions except for appropriate compensation for their services and reimbursement for expenses as provided by law.

- (viii) Council members shall exercise due diligence to avoid breaches of duty via negligence, intentional action or omission, and unauthorized communications with individuals trying to influence by improper means or seeking to receive personal gains through Council decisions.
- (ix) Council members recognize that all Council decisions and actions are to be based on integrity, competence, and independent judgment on the merits and benefits to the DIT and the Public.
- (x) No member of the Council shall persuade or attempt to persuade any employee of the DIT to leave the employment of this Institution or to become employed by any person or entity other than the DIT. Furthermore, no member of the Council shall persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the association to terminate, curtail, or not enter into its relationship to or with the DIT, or to in any way reduce the monetary or other benefits to the DIT of such relationship.

IV. STANDARDS OF CONDUCT

Council members shall comply with the following standards of conduct:

- (a) Council members shall not engage in conduct that would compromise, discredit, or diminish the integrity of the DIT.
- (b) The Council will respect the authority of the Principal and will provide instruction and direction only to the Principal. The Council will not instruct the Principal in regards to specific operational decisions.

- (c) No individual member shall give orders or instructions to any employee of the DIT. This does not preclude an individual member from offering his or her opinion, based upon his or her expertise and/or experience, when an employee of the DIT requests such an opinion.
- (d) Council members must recognize that, as individuals or as subgroups, they lack the authority to give orders or direction to the Principal except when such instruction is given according to the Council Governance Charter or specific delegation.
- (e) Individual Council members are not to become involved in operational management of the Organization.
- (f) Council members shall operate with the understanding that they represent Public.
- (g) Council members may strive to establish sound working relationships with each other by taking time to know and appreciate each other as individuals.
- (h) Council members may be respectful of each other and will not utilize Council meetings to upstage or embarrass colleagues.
- (i) Council members may respectfully consider the opinions of others during deliberations, strive for integration of viewpoints or consensus building in decision-making, and may respect the corporate judgment of the Council in regards to its decisions.
- (j) Council members may refrain from using Council meetings or regulation approval processes to advance their personal agenda.
- (k) Council members may strive to cultivate and maintain good relations with the public, press, and constituent groups;

however, they will recognize their limitations to speak for the Organization.

- (l) Individual Council members shall refer all proposals or other communications regarding potential or existing programs, contracts, or services to the Chief Executive Officer.
- (m) Council members shall not communicate with persons under consideration for selection by the Council and/or the Chief Executive Officer for contracts, acquisitions, etc. while the procurement process is in progress.
- (n) Council member shall not participate in a breach of this Code of Ethics and Conduct by another member, contribute to the concealment of such breach, or knowingly or negligently allow such breach to occur.

V. GIFTS

Council member shall not solicit or receive a gift or favor from any person, company, or organization, or from any intermediary interest, that may compromise or appear to compromise the independent judgment of the member regarding his or her obligations to the Council.

VI. GENERAL PROVISIONS

- (a) The provisions contained herein do not excuse any Council member from other restrictions of other laws regarding conflicts of interest.
- (b) Any breach of this Code of Ethics and Conduct shall be reported to the Finance and planning and Audit Committee. The Committees will investigate, as appropriate, and report its findings and recommendations to the Council.

- (c) All Council members will sign an affirmation pledging to honor and follow, according to the spirit, this Code of Ethics and Conduct.
- (d) Members of the Council affirm their endorsement of the code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the Council.
- (e) Upon termination of service, a retiring Council member will promptly return to the institute all documents, electronic and hard files, reference materials, and other property entrusted to the Council member for the purpose of fulfilling his or her job responsibilities. Such return will not abrogate the retiring Council member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the Council.

VII. INTERPRETATION

The final interpretation of these codes is vested in the Treasury Registrar.

VIII. EFFECTIVE DATE AND REVIEW

These codes of Ethics and Conduct shall become effective and applicable from the date of approval the Codes by the Treasury Registrar and shall be reviewed from time to time as deemed necessary by the Treasury Registrar.

IX. DECLARATION OF COMPLIANCE WITH THE COUNCIL CODE OF ETHICS AND CONDUCT

I, ENG. DR. RICHARD JOSEPH MASIKA, being the Council Chairperson of the Dar es Salaam Institute of Technology, do hereby assert that I read and understand the Council Code of Ethics

and Conduct and hereby declare that I shall abide them in my entire period as Chairperson of Dar es Salaam Institute of Technology.

This Code of Ethics and Conduct is hereby adopted by the Council of the Dar es Salaam Institute of Technology at its ...meeting this **20th** day of **July**, 2023.

Name: ENG. DR. RICHARD JOSEPH MASIKA

Signature: 

Title: CHAIRPERSON OF THE COUNCIL

X. APPROVAL OF THE COUNCIL CODE OF ETHICS AND CONDUCT

This Code of Ethics and Conduct is hereby Approved by the Treasury Registrar this **20th** day of **July**, 2023

Name: 

Signature: 

Title: Treasury Registrar

PRINCIPAL

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