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SCOTTISH STATUTORY INSTRUMENTS

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**2001 No. 234**

**The Bell College of Technology  
(Scotland) Order of Council 2001**

**PART II**

**THE BOARD OF GOVERNORS**

**Name**

3. The Board is hereby constituted as “The Board of Governors of Bell College of Technology”.

**The composition of the Board**

4. The Board shall be composed of a core membership appointed in accordance with article 5 and a co opted membership appointed in accordance with article 6.

**Core membership**

- 5.—(1) The core membership of the Board shall be composed of:—

- (a) governors of a number determined in accordance with paragraph (2) and (3), being not less than 9 and not more than 13, who shall be appointed by the core membership from among persons appearing to them to have experience of, and to have shown capacity in, industrial, commercial or employment matters, or the practice of any profession;
- (b) the Principal, any Vice-Principal appointed by the Board, and the president of the Students' Association as governors *ex officio*; and
- (c) staff governors appointed as follows:—
  - (i) one who shall be appointed by the Academic Council from among the members of the part time and full-time academic staff of the College who are members of the Academic Council;
  - (ii) one who shall be elected by the part-time and full-time academic staff of the College from among such staff; and
  - (iii) one who shall be elected by the part-time and full-time non-academic staff of the College from among such staff.

(2) The Scottish Ministers shall be the appointing authority for the first appointment of appointed governors to be made under paragraph (1)(a) and they shall determine, subject to the limits stated in paragraph (1)(a), the number of governors to be appointed thereunder, shall make appointments accordingly and shall determine the respective term of office of each governor so appointed.

(3) Following the Scottish Ministers' initial appointment of governors under paragraph (2), the core membership shall thereafter be the appointing authority for governors appointed in accordance with paragraph 1(a) and shall determine from time to time as may be by resolution under this paragraph and subject to the limits stated in paragraph 1(a) the number of governors so appointed.

(4) In determining the number of governors to be appointed under paragraph (3) the core membership shall ensure that:—

- (a) no category specified in paragraph (1) shall cease to be represented on the Board;
- (b) no such determination shall be effective unless the governors appointed under paragraph 1(a) remain in overall majority on the Board; and
- (c) no such determination shall be effective unless made by a two-thirds majority of the core membership.

(5) A resolution under paragraph (3) shall not have effect so as to terminate the appointment of any person who is a governor at the time when it takes effect.

(6) Where a resolution under paragraph (3) increases the number of governors to be appointed under paragraph 1(a), the core membership of the Board shall make additional appointments accordingly.

### **Co-opted membership**

6.—(1) The Board shall co-opt, subject to paragraph (2), not less than 2 and not more than 6 persons to serve as governors, which co-opted membership shall include:—

- (a) at least one person having experience of local government; and
- (b) at least one person having experience in the provision of education.

(2) the Board may co-opt more than 2 governors only if upon such co-option the governors appointed under article 5(1)(a) remain in overall majority in the Board.

### **Election of certain governors**

7.—(1) The Board shall:—

- (a) after consultation with the part-time and full-time academic staff of the College make rules for the election of governors to be elected by the part-time and full-time academic staff from among such staff under article 5(1)(c)(ii); and
- (b) after consultation with the part-time and full-time non-academic staff of the College, make rules for the election of the governors to be elected by the part-time and full-time non-academic staff from among such staff under article 5(1)(c)(iii).

(2) Any rules made by the Board under paragraph (1) above may, after consultation with the part-time and full-time academic staff of the College, or with the part-time and full-time non-academic staff of the College, whichever is appropriate, be revoked and replaced, or varied, by further rules made by the Board.

(3) The Board shall be responsible for the holding and conduct of any election to be held for the appointment of governors under article 5(1)(c)(ii) or (iii).

### **Appointment of chairman and vice-chairman**

8.—(1) The Board shall appoint a chairman and a vice-chairman from among the governors appointed under article 5(1)(a).

(2) The following provisions shall apply to any chairman or vice-chairman appointed under paragraph (1):—

- (a) he shall hold office for such period as may be determined by the Board;
- (b) the period of his office shall not extend beyond his period of office as governor;
- (c) he may resign from office;
- (d) he may be removed from office by resolution of the Board; and

- (e) he shall cease to hold office if he is deemed to have vacated office as a governor under article 12.
- (a) (3) (a) The chairman shall preside at meetings of the Board, and in his absence the vice-chairman shall preside.
- (b) In the absence of both the chairman and the vice-chairman, the Board may appoint one of the members of the Board present to preside at any meeting.

### **Period of office of governors**

9.—(1) Any governor *ex officio* specified in article 5(1)(b) shall hold the office of such a governor for the duration of his tenure of the office by virtue of which he is such a governor.

(2) Subject to the exercise of powers by the Scottish Ministers in accordance with Article 5(2) the Board shall make rules for the duration of the terms of office of governors appointed under each of (i) article 5(1)(a), (ii) Article 5(1)(c) or (iii) co-opted under article 6, which rules may be revoked and replaced, or varied, by further rules made by the Board.

(3) Any governor appointed to the Board under article 5(1)(a) or (c) or co-opted to it under article 6 may be further appointed or co-opted to it on expiry of his term of office, if he is still eligible in accordance with this Order and his appointment is not precluded by paragraph (4).

(4) No governor other than an *ex officio* governor shall be appointed or co-opted to the Board where his term of office, if aggregated with any previous terms of office, would cause him to serve for more than 8 years as a governor.

(5) For the purposes of paragraph (4), a term of office shall include any term of office as a governor served after the coming into force of this Order, whether taken by appointment under article 5(1)(a) or (c) or co-option under article 6, or otherwise, but not any term of office served *ex officio*.

Provided that:

- (a) no governor other than an *ex officio* governor shall be appointed or co-opted for a term of office of more than 4 years;
- (b) no variation or revocation of rules for the duration of the terms of office of governors shall have effect so as to vary or terminate the period of office of any person who is a governor at the time when said variation or revocation takes effect.

### **Age limit for governors**

10. A person who has attained the age of 70 years shall not thereafter be eligible to take office, whether for a first or subsequent term, as a governor provided that nothing in this article shall prohibit a person who attains the said age during a term of office as a governor from continuing as a governor until the expiry of that term.

### **Ineligibility of staff to be governors**

11. A person shall be ineligible to be appointed or co-opted as a governor or, where appropriate, to remain in office as a governor other than in the case of a governor *ex officio* or a governor appointed in accordance with article 5(1)(c), if he is a member of the staff of the College.

### **Vacation of office of Governor**

12. A governor shall be deemed to have vacated his office as governor and the Board of which he was a member shall declare his place vacant, in any of the following circumstances:—

- (a) where he intimates in writing to the Board his resignation as a governor;

- (b) where his estate is sequestrated or a bankruptcy order is made against him or he has granted a trust deed for, or entered into an arrangement with, his creditors;
- (c) where he becomes unable to carry out his duties as a governor by reason of physical or mental illness for a period longer than six consecutive months;
- (d) where he has failed to attend any meetings of the Board or any of its committees or sub committees for a period longer than six consecutive months other than for a reason approved by the Board;
- (e) in the case of a staff governor whose appointment falls to be made under article 5(1)(c) either from among the members of the Academic Council or from the part-time or full-time academic or non-academic staff of the College, when he ceases to be a member of the Academic Council or of the part-time or full-time academic or non-academic staff, as the case may be;
- (f) where the Board deems that his continuation as a Governor would bring discredit upon the name of the College or in such other circumstances as the Board may determine and record in a standing order;
- (g) where, by a majority of not less than two-thirds of its total membership, the Board for good reason, in which it shall have sole discretion, decides to remove a member, other than a member *ex officio*;
- (h) where in accordance with article 11 he becomes ineligible to remain in office as a governor.

### **Filling of vacancies**

**13.**—(1) Where the place of a governor who has been appointed to the office of governor under article 5(1)(a) has been declared vacant under article 12, or where such a governor has died, the core membership may appoint a governor to fill the vacancy.

(2) Where the place of a governor who has been appointed to the office of governor under article 5(1)(c) has been declared vacant under article 12, or where such a governor has died—

- (a) in the case of a governor appointed under article 5(1)(c)(i), the Board shall intimate the vacancy to the Academic Council who shall appoint a governor to fill the vacancy;
- (b) in the case of a governor elected under article 5(1)(c)(ii) or (iii) an election shall be held to fill the vacancy in accordance with article 7 and the relevant rules made under it.

(3) Where the place of a governor who had been co-opted to the office of governor under article 6 has been declared vacant under article 12, or where such a governor has died, the Board shall co-opt a governor to fill the vacancy if that is necessary to satisfy the requirements of article 6(1), and in other cases may so co-opt a governor in accordance with article 6.

### **Meetings of the Board**

**14.**—(1) The Board shall hold at least four meetings each year, and may hold such other meetings as the Board deems appropriate at such times and places as it may determine.

(2) The Chairman or any 3 members of the Board may, for any cause which seems to him or them sufficient, require a special meeting to be convened by giving notice in writing to the secretary or other proper officer of the Board specifying the business to be transacted, and the secretary or other proper officer shall within 15 working days of receipt of such requisition convene a special meeting.

(3) Unless the Chairman of the Board otherwise directs, at least 7 days' notice of meetings shall be given and such notice shall specify the date, time and place of the meeting and the business to be transacted.

### **Quorum of the Board**

15.—(1) At all meetings of the Board nine members shall be a quorum and, except where it is provided otherwise in this Order, all questions shall be determined by a majority of the members present and eligible to vote. In any case where there is an equality of votes, the chairman of any meeting shall have a second or casting vote in addition to a deliberative vote.

(2) If at any time appointed for a meeting or if before the business of any meeting has been completed the number of members present is less than nine the members present shall adjourn the meeting to such day or time as they may determine and the meeting may be reconvened on less than seven days' notice being given. If at such reconvened meeting the number of members present are less than nine but comprise a majority of the whole Board the members present shall constitute a quorum.

### **Reserved areas of business**

16. Where any meeting of the Board or of any committee of the Board, as the case may be, is to consider any of the following matters, that is to say, the salary, conditions of service, appointment, promotion, suspension or dismissal of any member of the staff of the College, any governor who is a governor *ex officio* by virtue of holding office as president of the Students' Association in accordance with article 5(1)(b), and any governor co-opted under article 6 who is a full-time or part-time student in the College, shall withdraw from the meeting, or that part of the meeting, as the case may be, at which any of the said matters are to be considered, unless invited to remain by virtue of a resolution of the other members of the Board or committee thereof, as the case may be, present at the meeting.

### **Validity of proceedings of Board**

17. No failure or defect in the appointment or co-option of any governor and no vacancy in the office of governor shall prevent the Board from acting in the execution of its functions, nor shall any act or proceeding of the Board or of any committee appointed by it be invalidated or be illegal by reason of or in consequence of any such failure, defect or vacancy in the appointment or co-option of any one or more governors.

### **Appointment of Committees**

18.—(1) The Board may appoint such committees from its members as it thinks fit, and may appoint, as additional members of any committee, persons, not being governors, whom it considers to be specially fitted to assist the work of the committee, and such persons shall hold office for such period and on such terms as the Board may determine.

(2) The Board may, except where contrary provision is made elsewhere in this Order, delegate any or all of the functions contained in Article 19 to any committee appointed under paragraph (1) above, appoint the convenor of each committee, fix the quorum of each committee, confer on each committee any of its powers and give each committee any instructions as may appear expedient to it.