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SCOTTISH STATUTORY INSTRUMENTS

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**2019 No. 375**

The Robert Gordon University  
(Scotland) Order of Council 2019

PART 3

The Board

**Functions and duties of the Board**

5.—(1) The governing body of the University is the Board.

(2) The Board has the entire control and management of the University and, in carrying out the objects of the University, exercises its functions and duties in the name of the University.

(3) The quorum for all meetings of the Board is one third of the current membership of the Board, rounded up to the next whole number.

(4) The Board has all the rights, powers and privileges necessary and expedient for the purposes of, or in connection with, the furtherance of the objects of the University, and in particular has the following functions and duties—

- (a) to admit, enrol and deal with students including among other things the power to make academic regulations and to impose sanctions, impose or grant suspensions of studies and terminate enrolment in accordance with those academic regulations,
- (b) to confer on any person higher and other education awards including degrees, diplomas, certificates and other academic awards or distinctions and honorary degrees,
- (c) to deprive the recipient of a University award of that award,
- (d) to create, award and maintain fellowships, scholarships, studentships and other prizes,
- (e) to create and maintain codes of conduct, regulations and policies required for the maintenance of standards and good order within the University,
- (f) to enter into contracts,
- (g) to form and maintain arrangements with any person,
- (h) to acquire, hold and dispose of any legal entity,
- (i) to acquire, hold and dispose of any of the undertakings, rights, assets or liabilities of the University,
- (j) to charge fees for any service or facilities provided by the University,
- (k) to buy, hold, lease, construct and sell any heritable or moveable property (including stocks, shares, loans and intellectual property rights) and to borrow and to give and take security of all types,
- (l) to invest and disinvest University monies and assets as it sees fit,
- (m) to approve student bodies, entities and associations,

- (n) to create and own intellectual property, any discovery and invention of any type and to exploit these commercially (including the sale thereof),
  - (o) to establish and maintain an alumni association,
  - (p) to employ staff,
  - (q) to sue and be sued in the name of the University,
  - (r) to exercise the organisational functions listed in paragraph (5).
- (5) The organisational functions of the Board are—
- (a) to oversee the University’s activities, determine its mission and future direction, foster an environment in which the University’s objects are achieved and provide strategic input to all material policy or other matters affecting the University (including the adoption and publication of a statement of the primary responsibilities of the Board),
  - (b) to appoint and regulate committees of the Board formed of Governors and, where appropriate, others,
  - (c) to set up within the University such departments, schools, faculties and other units of organisation and delegate to them such functions, duties and powers as it sees fit,
  - (d) to appoint a Chancellor as the titular head of the University,
  - (e) to appoint a Principal and Vice-Chancellor as the chief academic and executive officer of the University,
  - (f) to appoint one or more Vice-Principals, a Secretary to the Board and other office holders to have such powers as the Board may see fit,
  - (g) to reimburse any Governor for reasonable financial loss, travel or subsistence expenses, and to make such payments in accordance with any policies of the Board,
  - (h) to make regulations, byelaws and standing orders for the exercise of the functions and duties of the Board acting on behalf of the University,
  - (i) to provide facilities to carry on any activities which are necessary or desirable to enable the University to fulfil its objects,
  - (j) to establish and monitor systems of control and accountability, including financial and operational controls and risk assessment,
  - (k) to review and monitor the management of the University and its performance,
  - (l) to approve a business plan and budget for the University for and in advance of each twelve month financial period of the University.

**Delegation of functions and duties of the Board**

6.—(1) Subject to paragraphs (2) and (3), and any other provision preventing delegation, the Board may delegate all or any of its functions and duties to any person or body, including any University executive officer or University body, provided that such person or body is approved by a two thirds majority of the Board.

- (2) The Board must not delegate any matter relating to—
- (a) the solvency of the University,
  - (b) the determination of strategic direction or policy matters affecting the University,
  - (c) the employment arrangements and monitoring of performance of the Principal,
  - (d) the consideration of any amendment or revocation of this Order,
  - (e) the approval of an annual business plan and annual budget,
  - (f) the strategy for risk management,

- (g) the review and the monitoring of the management of the University and its performance,
  - (h) the appointment and terms of engagement of the Secretary to the Board,
  - (i) the approval of the University's annual audited accounts.
- (3) The Board must not delegate its governance responsibilities relating to—
- (a) safeguarding the property, assets or undertaking of the University,
  - (b) approving any significant commercial activities involving the University,
  - (c) establishing and monitoring systems of control and accountability within the University,
  - (d) its strategy for establishing and monitoring any entity with which the University is involved.

### **Composition of the Board**

7. The membership of the Board is to be composed of—
- (a) the Chair of the Board, being the person appointed by the Board to the position of senior lay member by virtue of section 8 of the 2016 Act,
  - (b) the Principal,
  - (c) one Governor appointed by being elected by the Academic Council from among its members who are academic staff of the University,
  - (d) two Governors appointed by being elected by the staff of the University from among their own number,
  - (e) one Governor appointed by being nominated by a trade union from among the academic staff of the University who are members of a branch of a trade union that has a connection with the University, in accordance with section 10(2) of the 2016 Act,
  - (f) one Governor appointed by being nominated by a trade union from among the support staff of the University who are members of a branch of a trade union that has a connection with the University, in accordance with section 10(2) of the 2016 Act,
  - (g) two Governors appointed by being nominated by the students' association of the University from among the students of the University,
  - (h) up to 13 other Governors appointed by the Board from time to time, in accordance with its rules and procedures, with the aim of the membership having a broad range of skills and experience.

### **Appointment of Chair of the Board**

8.—(1) The Chair of the Board is to be appointed in accordance with sections 3 to 8 of the 2016 Act and an appointment process prescribed by the Board.

(2) Subject to article 12, the Board is to prescribe the duties, responsibilities and terms and conditions of the Chair of the Board, which may include such remuneration and allowances as the Board considers to be reasonable in accordance with section 9 of the 2016 Act.

### **Appointment and role of Vice-Chair**

9.—(1) The Board is to make rules for the appointment of a Vice-Chair from among the Governors appointed under article 7(h).

(2) The Vice-Chair is to preside at meetings of the Board and is to exercise the functions of the Chair of the Board in the absence of the Chair of the Board or while the position is vacant.

(3) In the absence of both the Chair of the Board and the Vice-Chair at any meeting, the Board may appoint a chair from among the Governors appointed under article 7(h) who are present at the meeting.

### **Elections to the Board**

**10.**—(1) The Governor referred to in article 7(c) is to be elected in accordance with rules made by the Board.

(2) The Governors referred to in article 7(d) are to be elected in accordance with rules made by the Board in accordance with section 11 of the 2016 Act.

### **Nominations to the Board**

**11.**—(1) The Governors referred to in article 7(e), (f) and (g) are to be nominated in accordance with rules made by the Board in accordance with section 12 of the 2016 Act.

(2) Before making or modifying rules under paragraph (1), the Board must consult the representatives of anyone with a right of nomination under and affected by the proposed rules or (as the case may be) modification.

### **Term of office of Governors**

**12.**—(1) The Board is to make rules relating to the term of office of Governors appointed under article 7 and the rules may make different provision for different categories of Governor.

(2) Rules made under paragraph (1) are to prescribe (in particular)—

- (a) the term of office,
- (b) eligibility for re-appointment,
- (c) the maximum term of office when aggregated with any previous term of office, but the term of office—
  - (i) is to include any term served before the coming into force of this Order,
  - (ii) is not to include any term of office served by a member under article 7(b).

### **Responsibilities of Governors**

**13.**—(1) The Governors are responsible for discharging the responsibilities of the Board and have the personal responsibilities specified in a code of conduct approved by the Board.

(2) All Governors must comply with the code of conduct.

(3) The code of conduct is to require that Governors comply with the following principles—

- (a) to ensure the University complies with the terms of this Order,
- (b) to promote the interests of the University,
- (c) to act prudently and with reasonable care, skill and diligence,
- (d) to comply with all legal responsibilities imposed on the Governors by law,
- (e) to act selflessly in the interests of the University,
- (f) to act with integrity, in good faith, honestly, objectively, accountably and for a proper purpose,
- (g) to comply with good governance practice and principles,
- (h) to avoid or declare (where appropriate) conflicts of interest or potential conflicts of interest,
- (i) not to profit at the University's expense,

- (j) not to act in a sectional interest,
- (k) not to misuse the position of Governor.

#### **Resignation and removal of Governors**

**14.** The Board may make rules about the procedure for the resignation and removal of Governors in accordance with section 13 of the 2016 Act.

#### **Conflicts of interest**

**15.** The Board may make rules in relation to identifying and managing conflicts of interests of its Governors and of the members of its committees.