
STATUTORY INSTRUMENTS

1993 No. 1157

The Robert Gordon University
(Scotland) Order of Council 1993

PART III

GOVERNING BODY

Powers

5.—(1) The Governing Body shall, subject to the provisions of this Order, have all the rights, powers and privileges necessary or expedient to enable it to carry out the objects of the Institution.

(2) Without prejudice to the generality of its powers under the foregoing paragraph and under regulation 2(1) of the 1981 Regulations, it shall be in the power of the Governing Body:

2.1 *Academic*

- (a) to admit students, and to prescribe the conditions for their admission, to all courses whether or not leading to the award of a degree or other academic distinction;
- (b) to grant such degrees, diplomas, certificates and such other academic awards or distinctions as it deems appropriate and which may be granted by the Institution pursuant to sub-sections (2) and (3) of section 48 of the Act, and to prescribe the conditions for their receipt;
- (c) subject to consultation with the Academic Council, to award honorary degrees, fellowships and such other academic distinctions as it deems appropriate to such persons as fulfil the conditions which it may prescribe for the receipt of such awards;
- (d) subject to consultation with the Academic Council, to deprive a recipient of a degree, diploma or any other academic distinction previously conferred by the Institution;
- (e) to publish, print, or provide for publication any result of or other matter arising from or in connection with research and scholarship and to sell or otherwise supply or provide books, stationery and other goods as it deems appropriate;
- (f) to institute, maintain and award fellowships, scholarships, studentships, prizes and other aids and encouragements to teaching and research, and to withdraw all such awards; and
- (g) to frame such codes of discipline and regulations as are necessary or desirable for maintaining good order within the Institution.

2.2 *Affiliation*

- (a) to form relationships, associations or affiliations with other educational institutions, and such other bodies both public and private as may be necessary or desirable to carry out or further the objects of the Institution; and
- (b) to initiate, establish or acquire companies, whether charitable or commercial, alone or in association with any other persons or entities for the purpose of, or in connection with, any of the objects of the Institution or the functions of the Governing Body.

2.3 *Financial*

- (a) to receive donations, legacies, covenants, annuities, subscriptions, gifts and such other income for the furtherance of its functions provided such donations, legacies, covenants, annuities, subscriptions, gifts and such other income shall be applied in accordance with the directions of the respective testator or donor, and, subject to the terms attaching thereto, it shall be in the power of the Governing Body to apply any donation, legacy, covenant, annuity, subscription, gift or such other income in whole or in part to the capital of the endowment or to apply the said donation, legacy, covenant, annuity, subscription, gift or such other income in whole or in part towards defraying the expenditure of the Governing Body in executing its functions;
- (b) to receive and expend recurrent and capital funds, to lend money (with or without security), to borrow or raise money and to guarantee and give security for the payment of money or the performance of obligations of any kind by the Institution, the Governing Body or any other person, firm, company or body corporate (including any such person or entity associated with the Institution or Governing Body) and in particular but without prejudice to the generality of the foregoing to guarantee and give security by way of mortgage, charge, standard security, lien or other security upon the whole or any part of the property and assets (whether present or future) of the Institution and in exercising this power the Governing Body shall cause accounts to be kept of income and expenditure and shall appoint auditors annually to audit the same;
- (c) to levy and receive fees and charges for all services, including the provision of courses (whether or not leading to a degree or other academic distinction) and each and any service referred to in article 4;
- (d) to hold, buy, accept, acquire, use, occupy, sell, convey, exchange or lease any property whether heritable or moveable, including shares and other securities, patents, and licences, and to grant or take security over such heritable and moveable property;
- (e) to invest monies of the Institution not immediately required for the purposes of its activities in such investments and securities and in such manner as may from time to time be considered by the Governing Body to be advantageous and to dispose of and vary such investment and securities; and
- (f) to approve the constitution of and to maintain and liaise with an association representing the students of the Institution and to grant such sums of monies as it deems fit to any such association.

2.4 *Organisational*

- (a) to appoint from time to time, such committees as it deems expedient (and their conveners from amongst their number) and to co-opt from outwith their number to such committees and to regulate the business of the same;
- (b) to set up such departments, schools, faculties and other units of organisation for teaching and non-teaching staff and to attach thereto such functions, duties and powers as it deems appropriate;
- (c) to institute and prescribe the salaries and conditions of service of such offices and positions as it deems appropriate, to appoint staff thereto and to discipline and remove staff both teaching and non-teaching, including the Principal, either by suspension from or by termination of employment;
- (d) to appoint a Chancellor to be the titular head of the Institution who shall confer degrees, diplomas and other academic distinctions;
- (e) to appoint a Principal and Vice-Chancellor as the chief academic and executive officer who shall have powers, in the absence of or during any vacancy in the office of Chancellor, to confer degrees, diplomas and other academic distinctions;

- (f) to appoint one or more Vice-Principals who shall have such powers as may be vested in them from time to time by the Governing Body; and
- (g) to appoint a person, who may be a Vice-Principal, to exercise all powers of conferment in the absence of both the Chancellor and the Principal.

2.5 *General*

- (a) to provide, maintain, equip and otherwise promote the development of catering, residential, social and sports facilities and library and teaching support services for students and staff;
- (b) to apply for letters patent, patent rights, licences, trade marks, trade names, designs, inventions, copy rights or secret processes in its own right or in conjunction with others;
- (c) to establish and maintain an association of the alumni of the Institution;
- (d) to build, re-structure, alter, improve, enlarge, demolish or dispose of any building as it deems appropriate;
- (e) to appoint such professional advisers as it deems appropriate;
- (f) to conduct legal proceedings;
- (g) to effect insurance against risks of all kinds as it deems appropriate;
- (h) to acquire and take over the whole or any part of the business and liabilities of any person, firm, company or body corporate or any rights or property suitable for any of the objects of the Institution, or the functions of the Governing Body;
- (i) to sell, feu, let, hire, license, give in exchange or otherwise dispose of all or any part of the business, property, rights, assets and liabilities of the Governing Body; and
- (j) to make such regulations, byelaws and standing orders as it thinks fit for the exercise of its functions and to provide any facilities and to carry on any activities and to do all things which the Governing Body considers necessary or desirable to enable it to carry out its functions or for the purpose of or in connection with the exercise of the powers conferred on it by this article or by regulation 2(1) of the 1981 Regulations or which are incidental to the performance of its functions and to carrying out the objects of the Institution.

2.6 *Pensions, allowances and gratuities for staff*

- (a) Subject to the following provisions of this article, the Governing Body shall have the power to pay such sum or sums by way of pension, allowance or gratuity as it may think fit in respect of any period of service in its employment to—
 - (i) any member of the staff of the Institution, on retirement, through age or permanent incapacity, from the employment of the Governing Body; or
 - (ii) the surviving spouse or any dependant of any such member in the event of the death of the member in the employment of the Governing Body.
- (b) In paragraph (a) reference to the permanent incapacity of a member of the staff of the Institution means a reference to a disability of mind or body of such a nature or to such an extent as, in the opinion of the Governing Body, renders that member permanently incapable of continuing to serve efficiently in the employment of the Institution.
- (c) A pension, allowance or gratuity under this article shall not be payable in respect of any period of service which is reckoned for the purpose of any other pension, allowance, gratuity, or other like benefit, payable—
 - (i) out of any superannuation scheme or fund established by or under any enactment; or
 - (ii) directly or indirectly out of monies provided by Parliament or by a local authority out of any tax, charge or rate levied by them.

- (d) In paragraph (c) the reference to “any other pension” does not include a retirement pension under Part II of the Social Security Contributions and Benefits Act 1992(1) and the reference to “like benefit” does not include any other benefit under that Act.

The composition of the Governing Body

6. The Governing Body shall be composed of the core membership appointed in accordance with article 7 and the co-opted membership co-opted in accordance with article 8.

Core membership

7.—(1) The core membership of the Governing Body shall be composed of:

- (a) Governors of a number determined in accordance with paragraph (2), being not less than 9 nor 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 and Vice-Principal, if any, of the Institution 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 full-time academic staff of the Institution who are members of the Academic Council;
 - (ii) one who shall be elected by the full-time academic staff of the Institution from among such staff; and
 - (iii) one who shall be elected by the full-time non-academic staff of the Institution from among such staff.

(2) The Governing Body shall from time to time by resolution determine, subject to the limits stated in paragraph (1)(a), the number of Governors to be appointed under that paragraph.

(3) A resolution under paragraph (2) to reduce the number of Governors shall not require the termination of the appointment of any person who is a Governor at the time when it takes effect.

(4) Where a resolution under paragraph (2) increases the number of Governors, the core membership of the Governing Body shall make additional appointments accordingly.

Co-opted membership

8.—(1) The Governing Body 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 Governing Body may co-opt more than 2 Governors only if upon such co-option the Governors appointed under article 7(1)(a) remain in overall majority in the Governing Body.

Election of certain Governors

9.—(1) The Governing Body shall:

- (a) after consultation with the full-time academic staff of the Institution make rules for the election of Governors to be elected by the full-time academic staff from among such staff under article 7(1)(c)(ii); and
- (b) after consultation with the full-time non-academic staff of the Institution, make rules for the election of the Governors to be elected by the full-time non-academic staff from among such staff under article 7(1)(c)(iii).

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

(3) The Governing Body shall be responsible for the holding and conduct of any election to be held for the appointment of Governors under article 7(1)(c)(ii) or (iii).

Appointment of Chairman and Vice-Chairman

10.—(1) The Governing Body shall appoint a Chairman and a Vice-Chairman from among those Governors appointed under article 7(1)(a).

- (2) Any person appointed to the office of Chairman or Vice-Chairman under paragraph (1):
 - (a) shall hold office but only while a Governor for such period as may be determined by the Governing Body;
 - (b) may resign from office;
 - (c) may be removed from office by resolution of the Governing Body; and
 - (d) shall cease to hold office if deemed to have vacated office as a Governor under article 14.
- (3) (a) The Chairman shall preside at meetings of the Governing Body, and in his absence the Vice-Chairman shall preside; and
- (b) in the absence of both the Chairman and the Vice-Chairman, the members of the Governing Body present may appoint one from among the Governors appointed under article 7(1)(a) to preside at that meeting.

Period of office of Governors

11.—(1) Any Governor ex officio specified in article 7(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) Any Governor appointed to the Governing Body under article 7(1)(a) or (c) or co-opted to it under article 8 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 (3).

(3) A person shall not be further appointed or co-opted to the Governing Body for a further term of office, if that term, when aggregated with any previous terms of office, would result in that person serving a total of more than 12 years as a Governor.

(4) For the purposes of paragraph (3), a term of office shall include any term of office as a Governor, whether served before or after the coming into force of this Order, and whether by appointment under article 7(1)(a) or (c) or co-option under article 8, but not any term of office as a Governor appointed under article 7(1)(b) ex officio.

(5) The Governing Body shall make rules for the duration of the terms of office of Governors appointed under article 7(1)(a) or (c) or co-opted under article 8, and such rules may be revoked, replaced or varied, by the Governing Body:

Provided that:

- (a) no such Governor shall be appointed or co-opted for a term of office of more than 4 years; and
- (b) no revocation, replacement or variation of rules for the duration of the term of office of Governors shall vary or terminate the period of office of any person who is a Governor at the time when the said revocation, replacement or variation takes effect.

Age limit for Governors

12. A person who has attained the age of 70 years shall not be eligible to be appointed or co-opted 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

13. A person shall not be eligible to be appointed 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 7(1)(c), if that person is or shall have become a member of the staff of the Institution.

Vacation of office of Governor

14. A Governor shall be deemed to have vacated office as a Governor and the Governing Body 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 Governing Body 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 on consideration of the facts and in the opinion of the Governing Body he becomes unable to carry out his duties as a Governor by reason of physical or mental illness;
- (d) where he has failed to attend any meetings of the Governing Body or any of its committees or sub-committees for a period longer than six consecutive months otherwise than for a reason approved by the Governing Body;
- (e) where, by a majority of not less than two-thirds of its total membership, the Governing Body for good reason, of which it shall have sole discretion, decides to remove a Governor, other than a Governor ex officio; or
- (f) where in accordance with article 13 he becomes ineligible to remain in office as a Governor.

Filling of vacancies

15.—(1) Where the place of a Governor who has been appointed under article 7(1)(a) has been declared vacant under article 14 or where such a Governor has died, the core membership shall 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 7(1)(c) has been declared vacant under article 14, or where such a Governor has died:

- (a) in the case of a Governor appointed under article 7(1)(c)(i), the Governing Body 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 7(1)(c)(ii) or (iii) an election shall be held to fill the vacancy in accordance with article 9 and the relevant rules made under it.

(3) Where the place of a Governor who had been co-opted under article 8 has been declared vacant under article 14, or where such a Governor has died, the Governing Body may co-opt a Governor to fill the vacancy and shall do so if that is necessary to satisfy the minimum co-opted membership requirement of article 8.

Reserved areas of business

16. Where any meeting of the Governing Body or of any committee of the Governing Body, 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 Institution, any Governor who is a Governor ex officio by virtue of holding office as president of the Students' Association in the Institution, in accordance with article 7(1)(b), and any Governor co-opted under article 8 who is a full-time student in the Institution, shall withdraw from the meeting, or that part of the meeting, as the case may be, at which any of the the said matters are to be considered, unless invited to remain by virtue of a resolution of the other members of the Governing Body or committee thereof, as the case may be, present at the meeting.

Validity of proceedings of Governing Body

17. No failure or defect in the appointment or co-option of any Governor and no vacancy in the office of a Governor shall prevent the Governing Body from acting in the execution of its functions, nor shall any act or proceeding of the Governing Body 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.

Allowances to members of the Governing Body

18. The Governing Body may pay to any of its members such reasonable financial loss allowances and travelling and subsistence allowances as it thinks appropriate.