
SCOTTISH STATUTORY INSTRUMENTS

2010 No. 198

The Glasgow Caledonian University Order of Council 2010

PART 4

Membership of the University Court

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- 10.**—(1) The ordinary membership of the University Court consists of—
- (a) a minimum of nine and a maximum of eighteen appointed governors;
 - (b) two governors *ex officiis*; and
 - (c) three staff governors.

Appointed governors

(2) The ordinary membership is to determine, subject to the limits stated in paragraph (1)(a), the number of appointed governors and is responsible for making those appointments.

(3) The appointed governors will be appointed from persons who have experience of, and have shown capacity in, industrial, commercial or employment matters or in the practice of any profession.

Governors ex officiis

- (4) The following are governors *ex officiis*—
- (a) the Principal and Vice-Chancellor referred to in article 27; and
 - (b) the President of the Students' Association.

Staff governors

- (5) Three staff governors are to be appointed as follows—
- (a) one is to be elected by the Senate from among the members of academic staff who are members of the Senate;
 - (b) one is to be elected by the academic staff from among the members of such staff; and
 - (c) one is to be elected by the support staff from among the members of such staff.
- (6) The University Court is responsible for the holding and conduct of elections for the appointment of staff governors.
- (7) After consultation with the members of the Senate, the members of academic staff and the members of support staff, as appropriate, the University Court—
- (a) must make rules for the conduct of elections for the appointment of staff governors; and
 - (b) may vary or revoke and replace such rules.

Chair and Vice-Chair

11.—(1) The University Court must appoint a Chair and a Vice-Chair from among the appointed governors.

(2) Subject to paragraphs (3) and (4), the offices of Chair and Vice-Chair are to be held for such period as may be determined by the University Court.

(3) The Chair and Vice-Chair may be removed from office by resolution of the University Court.

(4) The Chair and Vice-Chair cease to hold office if deemed to have vacated office as a governor under article 17.

(5) The Chair will preside at meetings of the University Court and the Vice-Chair will preside in the absence of the Chair.

(6) In the absence of both the Chair and the Vice-Chair, the University Court may appoint a person from among the appointed governors to chair the meeting.

(7) The person chairing any meeting of the University Court has an additional or casting vote when there is an equality of votes.

Period of office of governors

12.—(1) A governor *ex officio* holds office during his or her tenure of the office by virtue of which he or she qualifies as such a governor.

13.—(1) Subject to the provisions of article 14, the University Court may make rules as to the duration of the term of office of appointed governors and of staff governors, and may vary or revoke and replace such rules.

(2) No variation or revocation of rules as to the duration of the term of office of governors may supersede the rules prevailing at the time of a governor's original appointment or election to the University Court.

(3) Any governor re-appointed or re-elected to the University Court subsequent to a variation or revocation and replacement of the rules as to the duration of the term of office of governors, shall be subject to the rules as varied or replaced.

14.—(1) No appointed governor or staff governor shall be appointed or elected for an initial term of office of more than 4 years.

(2) An appointed governor or staff governor may be re-appointed or re-elected on the expiry of his or her term of office unless the aggregate of his or her intended term of office and any previous term of office would result in that governor serving for an overall term of more than 9 years, save in the circumstances described in articles 13(2) and 14(4).

(3) For the purpose of paragraph (2), a governor's overall term of office shall include any term of office as an appointed governor or staff governor, but not any term of office served *ex officio*.

(4) The University Court may, where it considers that there are exceptional circumstances, extend the term of office served by an appointed governor by a further period of up to 3 years, provided that the extended term, if aggregated with any previous term of office would not result in that governor serving an overall term of more than 12 years.

15. Where, in the opinion of two thirds of the ordinary membership of the University Court (excluding the governor in question) it is reasonable to do so, the University Court may suspend a governor.

Ineligibility of staff to be governors

16. No member of staff of the University may be appointed as a governor or remain in such office other than a governor *ex officio* or an elected governor.

Vacation of office of governor

17. A governor is deemed to have vacated office as governor and the University Court shall declare his or her place vacant, in any of the following circumstances—

- (a) where the governor intimates his or her resignation in writing to the University Court;
- (b) where the governor's estate is sequestrated, a bankruptcy order is made against the governor, or the governor has granted a trust deed for, or entered into an arrangement with, his or her creditors;
- (c) where, in the opinion of two thirds of the ordinary membership of the University Court, the governor becomes unable to carry out his or her duties as a governor by reason of physical or mental illness;
- (d) where the governor has failed to attend any meetings of the University Court or any of its committees or sub-committees for a period longer than six consecutive months otherwise than for a reason approved by the University Court;
- (e) in the case of a staff governor only, when that governor ceases to be a member of the Senate or the academic or support staff, as the case may be;
- (f) where in accordance with article 14 or 16 the governor becomes ineligible to remain in office as a governor;
- (g) where, in the opinion of two thirds of the ordinary membership of the University Court, the governor has been involved in behaviour bringing the governor or the University into disrepute; or
- (h) where, in the opinion of two thirds of the ordinary membership of the University Court, the governor has breached a contract between the governor and the University, or the governor has materially breached any policy or procedure of the University.

Filling of vacancies

18.—(1) Where the place of an appointed governor has been declared vacant under article 17, or where such a governor has died, the ordinary membership may appoint a new governor to fill the vacancy in accordance with article 10(2) and (3).

(2) Where the place of a staff governor has been declared vacant under article 17 or where such a governor has died—

- (a) in the case of a staff governor elected under article 10(5)(a) the governing body shall intimate the vacancy to the Senate who shall elect a new governor to fill the vacancy in accordance with article 10(6) and the relevant rules made under article 10(7); and
- (b) in the case of a staff governor elected under article 10(5)(b) or (c) an election shall be held to fill the vacancy in accordance with article 10(6) and the relevant rules made under article 10(7).

Proceedings of the University Court

19. The University Court shall hold at least four ordinary meetings in each academic year and shall draw up a scheme of standing orders to regulate the conduct of business, the transmission of agenda and minutes, and the rules for calling meetings.

Reserved areas of business

20.—(1) Where any meeting of the University Court or of any committee of the University Court is to consider any of the matters set out in paragraph (2) below, any governor who is a governor *ex officio* by virtue of holding office as President of the Students' Association in the University shall withdraw from the meeting, or that part of the meeting at which any of those matters are to be considered, unless invited to remain by virtue of a resolution of the other members of the University Court or committee present at the meeting.

(2) The matters specified for the purposes of paragraph (1) are the salary, conditions of service, appointment, promotion, suspension or dismissal of any member of staff of the University.

Conflict of Interest

21. At any meeting of the University Court, or a committee of the University Court, any governor who has a conflict of interest (as defined in the standing orders made by the University Court) shall withdraw from the whole meeting or the relevant part of the meeting unless invited to remain by the remainder of the University Court or committee.

Validity of proceedings of University Court

22. No failure or defect in the appointment or election of any governor and no vacancy in the office of governor shall prevent the University Court from acting in the execution of its functions, nor is any act or proceeding of the University Court or of any committee appointed by it invalidated or illegal by reason of or in consequence of any such vacancy or of any such defect in the appointment or election of any one or more governors.

Responsibilities of governors

23. Governors have a responsibility to adhere to the highest standards of public life.

Governors as delegates

24. No governor may be bound when speaking or voting at meetings of the University Court by mandates given by others except when acting under approved arrangements as a proxy for another member of the University Court (where the rules or standing orders made by the University Court under article 9 permit a governor to appoint a proxy).

Appointment of committees

25.—(1) The University Court may appoint such committees of its own number as it considers appropriate, 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.

(2) The University may delegate such of its functions to any committee appointed under paragraph (1) in accordance with the provisions of article 7, provided that those functions shall be discharged by such committees subject to the general control and direction of the University Court.