

2006 No. 298

EDUCATION

**The Robert Gordon University (Scotland) Order of
Council 2006**

Made - - - - - *30th May 2006*

Laid before the Scottish Parliament *6th June 2006*

Coming into force - - - *28th June 2006*

At the Council Chamber, Whitehall, the 30th day of May 2006

By the Lords of Her Majesty's Most Honourable Privy Council

Their Lordships, in exercise of the powers conferred upon Them by sections 45 and 60 of the Further and Higher Education (Scotland) Act 1992(a) and of all other powers enabling Them in that behalf, order as follows:

Citation and commencement

1. This Order may be cited as the Robert Gordon University (Scotland) Order of Council 2006 and shall come into force on 28th June 2006.

Interpretation

2.—(1) In this Order, unless the context otherwise requires, the following expressions have the meanings respectively assigned to them:

“Academic Council” means the Council referred to in article 13;

“all other staff” for the purposes of article 5(4)(b)(iii), shall mean all staff of the University other than those referred to as academic staff in article 5(4)(b)(ii);

“Board” means the Board referred to in article 5;

“Governor” means a member of the Board;

“Independent Governor” means a member of the Board who is ineligible for appointment under article 5(4);

“the 1993 Order” means The Robert Gordon University (Scotland) Order of Council 1993(b);

“Principal” means the Principal and Vice-Chancellor appointed under article 5(7)(f);

(a) 1992 (c.37); to which there are amendments not relevant to this Order.

(b) S.I. 1993/1157.

“the 1981 Regulations” means the Central Institutions (Scotland) Amendment Regulations 1981(a);

“the 1988 Regulations” means the Central Institutions (Scotland) Regulations 1988(b);

“student” means an enrolled student of the University or a sabbatical officer of the student association of the University; and

“the University” means The Robert Gordon University established by the Robert Gordon University (Establishment) (Scotland) Order 2006.

Objects of the University

3.—(1) The objects of the University shall be to:—

- (a) provide education and learning of all types;
- (b) provide facilities for and encourage and undertake study and research;
- (c) encourage the advancement, development and dissemination of knowledge; and
- (d) encourage and provide facilities for design, development, consultancy and testing.

(2) In carrying out its objects the University shall be entitled to carry on any activity of any type.

Powers and Functions of the Board

4.—(1) The Board shall, in carrying out the objects of the University, have all the powers of a natural person, including the right to operate worldwide, which powers shall be exercised by the Board on behalf of and in the name of the University either in its sole capacity or with others.

(2) Those powers shall include (without imposing any limitation on those powers) power to:—

- (a) admit and deal with students;
- (b) confer on any person higher and other education awards including degrees, diplomas, certificates and other academic awards or distinctions and honorary degrees;
- (c) deprive the recipient of a University award of that award;
- (d) create, award and maintain fellowships, scholarships, studentships and other prizes;
- (e) create and maintain codes of conduct and regulations required for the maintenance of standards and good order within the University;
- (f) enter into contracts;
- (g) form and maintain arrangements with any person;
- (h) acquire, hold and dispose of any legal entity or business;
- (i) acquire, hold and dispose of any of the undertakings, rights, assets or liabilities of the University;
- (j) charge fees for any service provided by the University;
- (k) 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) invest University monies and assets as it sees fit;
- (m) approve student bodies, entities and associations;
- (n) create and own intellectual property, any discovery and invention of any type and to exploit these commercially;
- (o) establish and maintain an alumni association;
- (p) employ staff;
- (q) to sue and be sued in the name of the University; and

(a) S.I. 1981/1221 as amended by S.I. 1988/1715 and S.I. 1990/2387.

(b) S.I. 1988/1715.

(r) exercise the organisational functions listed in article 5(7).

(3) The Board, acting on behalf of the University, shall exercise its functions without unlawful discrimination of any type.

The Board

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

Composition

(2) The Board shall be comprised of a maximum of 22 Governors on the date of this Order coming into force reducing to a maximum of 18 Governors within 4 years of that date.

(3) Governors shall be chosen by the Board in accordance with its rules and procedures from time to time with the aim of the Board having a broad range of skills and experience represented on it.

(4) Governors shall include:—

(a) the Principal;

(b) 3 members of staff of the University:—

(i) one appointed by the Academic Council;

(ii) one elected by the academic staff of the University from among the academic staff;
and

(iii) one elected by all other staff of the University from among such staff;

(c) 2 Governors elected by the students with one Governor being an undergraduate student and one a postgraduate student.

(5) The Board shall, after consultation as it sees fit, make rules for the appointment or election of the Independent Governors.

Organisational

(6) The Board has the entire control and management of the University.

(7) The functions and duties of the Board shall (without imposing any limitation on its general powers) include:—

(a) overseeing the University's activities, determining its mission and future direction, fostering an environment in which the University's objects are achieved and providing strategic input on 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) appointing and regulating committees of Governors, and where appropriate, others;

(c) setting up within the University such departments, schools, faculties and other units of organisation and delegating to them such functions, duties and powers as it sees fit;

(d) employing staff and other contractors and to regulate their employment;

(e) appointing a Chancellor as the titular head of the University;

(f) appointing a Principal and Vice-Chancellor as the chief academic and executive officer of the University;

(g) appointing one or more Vice Principal, a Secretary to the Board and other office holders to have such powers as the Board may see fit;

(h) making regulations, byelaws and standing orders for the exercise of the functions and duties of the Board acting on behalf of the University;

(i) providing facilities to carry on any activities which are necessary or desirable to enable the University to fulfil its objects;

- (j) establishing and monitoring systems of control and accountability including financial and operational controls and risk assessment; and
- (k) reviewing and monitoring the management of the University and its performance.

Delegation

(8) Subject to paragraphs (9) and (10) and any other provision preventing delegation, the Board shall be entitled to delegate all or any of its functions, powers and duties to any person or body provided that such person or body is approved by a two thirds majority of the Board.

(9) The Board shall 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 variation, 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; or
- (i) the approval of the University’s annual audited accounts.

(10) The Board shall not delegate any matter it considers to be material 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; or
- (d) strategy for establishing and monitoring of any entity with which the University is involved.

Business Plan and Budget

(11) The Board shall approve a business plan and budget for the University for each twelve month financial period of the University.

(12) The Board shall be responsible for approving the business plan and budget prior to their start date.

Chair and Vice-Chair of the Board

6.—(1) The Board shall appoint a Chair and a Vice-Chair of the Board from among the Independent Governors.

(2) Any person appointed to the office of Chair or Vice-Chair:–

- (a) shall hold office for a period determined by the Board;
- (b) may resign from office at any time;
- (c) may be removed from office by resolution of the Board; and
- (d) shall cease to be Chair or Vice-Chair if such person vacates office as a Governor under article 7(8).

(3) The Chair shall preside at meetings of the Board.

(4) In the Chair’s absence the Vice-Chair shall preside.

(5) If both the Chair and the Vice-Chair are absent then the members of the Board shall appoint a Chair from the Independent Governors present at the meeting.

Governors

Period of office

7.—(1) An Independent Governor shall hold office for a 4 year term.

(2) On the expiry of that term an Independent Governor shall be eligible to be reappointed or elected (as the case may be) (as long as that Governor is still eligible in accordance with the other terms of this Order) for one further term of a maximum of 4 years.

(3) An Independent Governor shall not normally serve as such Governor for more than 8 years.

(4) For the purpose of calculating 8 years any period of office as an Independent Governor shall be counted towards the 8 year term.

(5) In exceptional circumstances the Board may extend the term served by an Independent Governor by up to a further 2 years to give a maximum of 10 years service as such Governor.

(6) Governors appointed or elected under article 5(4)(b) shall hold office for a maximum of 4 years and no Governor appointed or elected under article 5(4)(b) shall remain as a Governor if such Governor has ceased to be a member of staff of the University.

(7) Governors elected under article 5(4)(c) shall hold office for a maximum of 2 years and no Governor elected under article 5(4)(c) shall remain as a Governor if such Governor has ceased to be a student.

Vacation of office of Governor

(8) A Governor shall automatically cease to be a Governor in the following circumstances:—

- (a) the Governor resigns in writing;
- (b) the Governor's estate is sequestrated or 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) in the opinion of the Board the Governor becomes unable to continue as a Governor by reason of physical or mental incapacity;
- (d) the Governor has failed to attend any meetings of the Board or of its committees for more than 6 months otherwise than for a reason approved by the Board;
- (e) two thirds of the total membership of the Board decides on good reason to remove a Governor (other than the Principal);
- (f) the Governor becomes ineligible to remain in office under articles 7(1), 7(2), 7(3), 7(6) or 7(7);
- (g) the Governor has been convicted of a criminal offence punishable by imprisonment;
- (h) in the opinion of the Board the Governor has been involved in behaviour bringing the Governor or the University into disrepute;
- (i) the Governor dies; or
- (j) the Governor has breached a contract between the Governor and the University or that Governor has materially breached any policy or procedure of the University.

Suspension

(9) Two thirds of the total membership of the Board shall be entitled on good reason to suspend a Governor from the Board for any period.

Filling of vacancies

(10) Where the office of a Governor has become vacant under article 7(8) then a new Governor shall be eligible to be appointed or elected to fill that vacancy.

Reserved areas of business

8. At any meeting of the Board or a committee of the Board any Governor who has a conflict of interest (as defined in standing orders made by the Board from time to time) shall withdraw from the whole meeting or the relevant part of the meeting unless invited to remain by all the other members of the Board or committee.

Validity of proceedings of the Board

9.—(1) No failure or defect in the appointment of a Governor and no vacancy in the office of a Governor shall prevent the Board from acting.

(2) No action or proceeding of the Board or of any committee of the Board shall be invalidated or be illegal by reason of the failure or defect in the appointment of a Governor or a vacancy on the Board.

Allowances to members of the Board

10.—(1) The Board may reimburse any Governor for reasonable financial loss, for travelling or subsistence expenses and make any such lawful payment to a Governor.

(2) In each case such payment shall be in accordance with the policies of the Board.

Responsibilities of Governors

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

(2) All Governors shall be deemed to be bound by such code of conduct.

(3) The code of conduct shall include the following principles:—

- (a) ensuring the University complies with the terms of this Order;
- (b) promoting the interests of the University;
- (c) acting prudently and with reasonable care, skill and diligence;
- (d) complying with all legal responsibilities imposed on the Governors by law;
- (e) acting selflessly in the interests of the University;
- (f) acting with integrity, in good faith, honestly, objectively, accountably and for a proper purpose;
- (g) complying with good governance practice and principles;
- (h) avoiding or declaring (where appropriate) conflicts of interest or potential conflicts of interest;
- (i) not profiting at the University's expense;
- (j) not acting in a sectional interest; and
- (k) not misusing the position of Governor.

Guild

12.—(1) The Board may from time to time maintain, establish and disband a Guild created and managed in a manner approved by the Board.

(2) The Guild shall have no rights or powers but shall be solely established for the purpose of promoting the University.

Academic Council

13.—(1) The Board shall appoint and maintain an Academic Council—

- (a) whose members shall be nominated by the Principal subject to the approval of the Board; and
- (b) which shall be regulated in a manner specified by the Board.

(2) The Board shall delegate to the Academic Council such of its functions relating to the planning, co-ordination, development and supervision of the academic work of the University as it sees fit.

(3) The Academic Council shall be responsible for maintaining the academic standards of the University.

(4) In discharging any functions delegated to the Academic Council by the Board, the Academic Council shall have all the powers and duties of the Board in relation to those functions and in addition it shall have the power to make recommendations to the Board on such matters as it thinks fit.

(5) The Board shall make arrangements to ensure that the Academic Council discharges its functions.

Savings and transitional provisions

14.—(1) Subject to the provisions of articles 5(2) and 5(4) any Governors in office at the date of this Order coming into force in accordance with any provisions of the 1993 Order, shall continue as Governors for the remainder of their period of office as if they had become Governors in accordance with the corresponding provision of this Order.

(2) Any members of the Academic Council established under the 1993 Order in office at the date of this Order coming into force shall continue as members of the Academic Council established under article 13 for the remainder of their period of office.

(3) Nothing in this Order shall affect the variation, amendment or revocation of any of the 1981 Regulations, the 1988 Regulations or the revocation of The Glasgow College of Technology and Robert Gordon's Institute of Technology (Change of Name) Regulations 1990(a).

The 1993 Order

15. The provisions of the 1993 Order are hereby revoked.

A K GALLOWAY
Clerk of the Privy Council

(a) S.I. 1990/2387.

EXPLANATORY NOTE

(This note is not part of the Order)

This Order is one of several instruments, being the Robert Gordon University (Establishment) (Scotland) Order 2006, the Designation of Institutions of Higher Education (Scotland) Order 2006, the Fundable Bodies (Scotland) Order 2006, the Robert Gordon University (Closure) (Scotland) Order 2006 and the Academic Awards and Distinctions (The Robert Gordon University) (Scotland) Order of Council 2006, which give effect to The Robert Gordon University's desire that the university itself be incorporated rather than its governing body. This change necessitates the closing of the university as it is currently constituted and establishing a new institution of higher education.

The Robert Gordon University (Establishment) (Scotland) Order 2006 establishes a new institution of higher education to be called the Robert Gordon University.

On the date of coming into force of the Robert Gordon University (Closure) (Scotland) Order 2006, The Robert Gordon University, formerly known as The Robert Gordon Institute of Technology and whose name was changed in accordance with section 49 of the Further and Higher Education (Scotland) Act 1992 by resolution of the Governing Body on 18th March 1992 and consent of the Privy Council on 12th June 1992, will be closed and all property, staff, rights and liabilities will be transferred to that new institution.

This Order makes provision regarding the constitution, functions and powers of that new institution of higher education, The Robert Gordon University and the arrangements to be adopted by it in discharging its functions. It replaces all of the provisions of The Robert Gordon University (Scotland) Order of Council 1993 which is revoked.

This Order provides in article 3 for the objects for which the University will be conducted and the general functions of the University. It provides in article 4 for the powers of the Board (as the University's supreme governing body). Articles 5 to 11, inclusive, regulate the administration of the University. Article 12 provides for the establishment, maintenance and disbanding of a Guild. It provides in article 13 for appointment of an Academic Council. Articles 14 and 15 make a consequential revocation and make saving and transitional provisions.

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