

## **Executive Note**

### **The Robert Gordon University (Scotland) Order of Council 2006 (S.S.I 2006/298)**

The above instrument was made in exercise of the powers conferred upon the Lords of Her Majesty's Most Honourable Privy Council by sections 45 and 60 of the Further and Higher Education (Scotland) Act 1992. The instrument is subject to negative resolution procedure.

#### **Policy Objectives**

Robert Gordon University, along with the majority of other post 1992 universities and designated higher education institutions has a Governance Order, the Robert Gordon University (Scotland) Order of Council 1993 ("the 1993 Order"), made by the Privy Council. The purpose of this instrument is to make new provision regarding the constitution, functions and powers of The Robert Gordon University and the arrangements to be adopted in discharging its functions. The new order replaces the provisions in the 1993 Order which is revoked.

Under the provisions of the 1993 Order, the University's body corporate and governing body is the 'Governors of The Robert Gordon University.' The University wishes to modernise its governance and change its body corporate to the University itself. This change necessitates the closing of the University (as it is currently constituted) by the Robert Gordon University (Closure) (Scotland) Order 2006. Shortly before the closure of the University, and to enable the transfer of assets and employees, a new institution of higher education will be established under the Robert Gordon University (Establishment) (Scotland) Order 2006.

This instrument makes the necessary provision for the new body corporate and provides for a modern constitution in a clearer format than the 1993 Order and brings the composition of the Board into line with the Governance code of practice and general principles set out in the Committee of University Chairmen's (CUC) 'Guide for Members of Higher Education Governing Bodies in the UK', available on the internet at the following link: [http://www.hefce.ac.uk/pubs/hefce/2004/04\\_40/](http://www.hefce.ac.uk/pubs/hefce/2004/04_40/). The instrument also excludes details that would be better included in local governing instruments of the University. This is in line with the current policy of, where appropriate, reducing the burden on higher education institutions in respect of changes they wish to make to their governance arrangements.

#### **Objects and Functions of the University**

Article 3 of the instrument sets out the Objects of the University and article 4 provides the Board with powers to facilitate the development of the Objects of the University. The Board of Governors have developed the Objects specifically to relate, not only to the traditional areas of focus (e.g. undergraduate teaching), but also to non-traditional areas of focus such as, for example, commercialisation.

#### **Governing Body of the University**

Article 5 specifies “the Board” as the governing body of the University. It also provides for a reduction of the number of Governors, with an interim arrangement to allow the number to reduce, over a 4-year period, from a maximum of 22 on the date this instrument is made to a maximum of 18. The new arrangements are designed to be more flexible and less unwieldy than was the case with the 1993 Order and will open the way for appointing Governors from various backgrounds who can bring different types of skill and expertise. A key element of representation on the Board will remain in that the Principal, three members of staff (but not limited to full time staff as in the 1993 Order) and student representation will be retained. Student representation will be increased to two so that postgraduate interests can be represented separately. The University now has a substantial number of postgraduate students and the additional student representation reflects that their interests and concerns can differ from those of undergraduate students. Another difference from the 1993 Order is the inclusion of a specific provision, reflecting current practice, that the Board approves a business plan each year.

Article 6 provides for the appointment by the Board of a Chair and Vice-Chair from among the Independent Governors.

Article 7 specifies the periods of office for Governors and the circumstances under which a Governor may vacate office. The periods of office differ depending on the type of Governor and are designed to simultaneously retain experienced Governors while recognising the need to introduce fresh ideas and experience on a regular basis. The circumstances under which a Governor may vacate office are also extended in this instrument.

Article 8 makes provision for reserved areas of business and conflicts of interest for Governors and serves to protect the need for the Governors to be independent and to act in the interests of the University rather than any personal interest.

Article 11 specifies the roles and responsibilities for governors and clarifies the role and the incumbent obligations and responsibilities, in compliance with good governance practice and principles.

Article 12 provides the Board with an option to set up a Guild for the purpose of promoting the University.

Article 13 provides that the Board will delegate the overall planning, co-ordination, development and supervision of the academic work of the University to an Academic Council but will retain direction and general control.

### **Consultation**

The Privy Council Office and Robert Gordon University have been consulted during the preparation of the instrument.

### **Financial Effects**

A Regulatory Impact Assessment has not been prepared as this instrument has no financial effects on the Scottish Executive, local government or on business.

Scottish Executive Enterprise, Transport and Lifelong Learning Department  
2006