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STATUTORY INSTRUMENTS

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**1995 No. 471**

**The Edinburgh College of Art (Scotland) Order of Council 1995**

**PART II**

**BOARD OF GOVERNORS**

**Composition of the Board of Governors**

3. The Board of Governors shall be composed of a Core Membership appointed in accordance with article 4 and a Co-opted Membership appointed in accordance with article 5.

**Core Membership**

4.—(1) The Core Membership of the Board of Governors shall be composed of—

- (a) Governors of a number determined in accordance with paragraph (2), being not less than 9 and not 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, the Vice-Principal and the President of the Students' Representative Council in the College, 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 College who are members of the Academic Council;
  - (ii) one who shall be elected by the full-time academic staff of the College from among such staff; and
  - (iii) one who shall be elected by the full-time non-academic staff of the College from among such staff.

(2) The Board of Governors 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) shall not have effect so as to terminate 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 to be appointed under paragraph (1)(a), subject to the limits stated in that paragraph, the Core Membership of the Board of Governors shall make additional appointments accordingly.

**Co-opted Membership**

5.—(1) The Board of Governors 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 from the full-time academic staff of another establishment of further or higher education.

(2) The Board of Governors may co-opt more than 2 Governors only if upon such co-option the Governors appointed under article 4(1)(a) remain in overall majority in the Board of Governors.

### **Election of certain Governors**

6.—(1) The Board of Governors shall—

- (a) after consultation with the full-time academic staff of the College make rules for the election of Governors to be elected by the full-time academic staff from among such staff under article 4(1)(c)(ii); and
- (b) after consultation with the full-time non-academic staff of the College, make rules for the election of the Governors to be elected by the full-time non-academic staff from among such staff under article 4(1)(c)(iii).

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

(3) The Board of Governors shall be responsible for the holding and conduct of any election to be held for the appointment of Governors under article 4(1)(c)(ii) or (iii).

### **Appointment of Chairman and Vice-Chairman**

7.—(1) The Board of Governors shall appoint a Chairman and a Vice-Chairman from among the Governors appointed under article 4(1)(a).

(2) The following provisions shall apply to any Chairman or Vice-Chairman appointed under paragraph (1)—

- (a) he shall hold office until the expiry of such period as may be determined by the Board of Governors;
- (b) the period of his office shall not extend beyond his period of office as Governor;
- (c) he may resign from office;
- (d) he may be removed from office by resolution of the Board of Governors; and
- (e) he shall cease to hold office if he is deemed to have vacated office as a Governor under article 11.

- (a) (3) (a) The Chairman shall preside at meetings of the Board of Governors, and in his absence the Vice-Chairman shall preside; and
- (b) in the absence of both the Chairman and the Vice-Chairman, the Board of Governors may appoint one from among the Governors appointed under article 4(1)(a) to preside at any meeting.

### **Period of office of Governors**

8.—(1) Any Governor *ex officio* specified in article 4(1)(b) shall hold the office of such Governor for the duration of his tenure of the office by virtue of which he is such Governor.

(2) Any Governor appointed to the Board of Governors under article 4(1)(a) or (c) or co-opted to it under article 5 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 appointed or co-opted to the Board of Governors where his term of office, if aggregated with any previous terms of office, would cause him to serve for more than 12 years as 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 taken by appointment under article 4(1)(a) or (c) or co-option under article 5, or otherwise, but not any term of office served *ex officio*.

(5) The Board of Governors shall make rules for the duration of the terms of office of Governors appointed under article 4(1)(a) or (c) or co-opted under article 5, which rules may be revoked and replaced, or varied, by further rules made by the Board of Governors:

Provided that:

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

#### **Age limit for Governors**

9. A person who has attained the age of 70 years shall not thereafter be eligible to take office, 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**

10. A person shall be ineligible to be appointed or co-opted as 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 4(1)(c), if he is a member of the staff of the College.

#### **Vacation of office of Governor**

11. A Governor shall be deemed to have vacated his office as Governor and the Board of Governors 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 Board of Governors 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 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 Board of Governors or any of its committees or sub-committees for a period longer than six consecutive months otherwise than for a reason approved by the Board of Governors;
- (e) in the case of a staff Governor whose appointment falls to be made under article 4(1)(c) either from among the members of the Academic Council or from the full-time academic or non-academic staff of the College, when he ceases to be a member of the Academic Council or the full-time academic or non-academic staff, as the case may be; or
- (f) where in accordance with article 10 he becomes ineligible to remain in office as a Governor.

### **Filling of vacancies**

**12.**—(1) Where the place of a Governor who has been appointed to the office of Governor under article 4(1)(a) has been declared vacant under article 11, 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 4(1)(c) has been declared vacant under article 11, or where such a Governor has died—

- (a) in the case of a Governor appointed under article 4(1)(c)(i), the Board of Governors shall intimate the vacancy to the Academic Council who shall appoint a Governor to fill the vacancy; and
- (b) in the case of a Governor elected under article 4(1)(c)(ii) or (iii) an election shall be held to fill the vacancy in accordance with article 6 and the relevant rules made under it.

(3) Where the place of a Governor who has been co-opted to the office of Governor under article 5 has been declared vacant under article 11, or where such a Governor has died, the Board of Governors shall co-opt a Governor to fill the vacancy if that is necessary to satisfy the requirements of article 5(1), and in other cases may so co-opt a Governor in accordance with article 5.