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STATUTORY INSTRUMENTS

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**1988 No. 1715**

**The Central Institutions (Scotland) Regulations 1988**

**PART II**

**GOVERNING BODIES**

**Recomposition of governing bodies**

3. As from 1st January 1989, and subject to regulation 19, the composition and appointment of the membership of the governing bodies of the central institutions shall be in accordance with these Regulations.

**The composition of the governing bodies**

4. The governing body of each central institution shall be composed of a core membership appointed in accordance with regulation 5 and a co-opted membership appointed in accordance with regulation 6.

**Core membership**

5.—(1) The core membership of each governing body shall be composed of—

- (a) governors of a number determined in accordance with paragraphs (2) and (3) being not less than 9 and not more than 13, who shall be appointed in accordance with those paragraphs, from among persons appearing to the appointing authority to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession;
- (b) the principal of the institution, the vice-principal of the institution and the president of the students' representative council or students' association in the institution, as governors *ex officio*; and
- (c) staff governors appointed as follows—
  - (i) one who shall be appointed by the academic council of the institution 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 Secretary of State shall be the appointing authority for the first appointment of governors to be made under paragraph (1)(a) and he shall determine in respect of the governing body of each central institution, subject to the limits stated in paragraph (1)(a), the number of governors to be appointed thereunder, shall make appointments accordingly and shall determine the respective terms of office of each appointment.

(3) Following the Secretary of State's determination of the number of governors and his appointment of governors under paragraph (2) in respect of a governing body—

- (a) the appointing authority for the appointment of governors under paragraph (1)(a) shall be the core membership of that governing body;
- (b) the governing body may by resolution vary the determination of the number of governors made by the Secretary of State under paragraph (2), subject to the limits stated in paragraph (1)(a), and the core membership of that governing body shall, where the number is increased, make additional appointments accordingly;
- (c) a variation by the governing body under sub-paragraph (b) of the determination made by the Secretary of State under paragraph (2)—
  - (i) may in turn be varied by a subsequent resolution of that governing body, subject to the limits stated in paragraph (1)(a);
  - (ii) shall not have effect so as to terminate the appointment of any person who is a governor at the time when it takes effect.

### **Co-opted membership**

6.—(1) The governing body of each central institution shall co-opt, subject to paragraph (3), no less than 2 and no 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) In respect of the first co-option of governors to a governing body under these Regulations, the core membership shall act as the governing body for the purposes of paragraph (1).

(3) A governing body may co-opt more than 2 governors only if upon such co-option the governors appointed under regulation 5(1)(a) remain in overall majority in the governing body.

### **Election of certain governors**

7.—(1) The governing body of each central institution 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 regulation 5(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 regulation 5(1)(c)(iii).

(2) Any rules made by a governing body under paragraph (1) above 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 that governing body.

(3) The governing body of each central institution shall be responsible for the holding and conduct of any election to be carried out for the appointment of governors under regulation 5(1)(c)(ii) or (iii).

### **Appointment of chairman**

8.—(1) The governing body of each central institution shall appoint a chairman from among the governors appointed under regulation 5(1)(a), who shall hold office until the expiry of such period as may be determined by the governing body, which period shall not extend beyond his period of

office as a governor, or until he resigns from his office as chairman, or until he is removed from office as chairman by resolution of the governing body: Provided that if the chairman is deemed to have vacated office as governor under regulation 12 he shall also cease to hold office as chairman.

(2) In the absence of the chairman the governing body may appoint one of their own number to preside at any meeting.

### **Period of office of governors**

9.—(1) Any governor ex officio specified in regulation 5(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 of a central institution under regulation 5(1)(a) or (c) or co-opted to it under regulation 6 may be further appointed or co-opted to it on expiry of his term of office, if he is still eligible in accordance with these Regulations and his appointment is not precluded by paragraph (3).

(3) A person shall not be appointed or co-opted to a governing body where his term of office, if aggregated with any previous terms of office, would cause him to serve for more than 12 years as a governor in that body: Provided that this paragraph shall not apply to the first appointment of governors made by the Secretary of State under regulation 5(2).

(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 these Regulations, and whether taken by appointment under regulation 5(1)(a) or (c) or by co-option under regulation 6, or otherwise, but not any term of office served ex officio.

(5) The governing body of each central institution shall make rules for the duration of the terms of office of governors appointed under regulation 5(1)(a) or (c) or co-opted under regulation 6, which rules may be revoked and replaced, or varied, by further rules made by the governing body.

Provided that:

- (a) no governor shall be appointed or co-opted for a term of office of more than 4 years;
- (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 said variation or revocation takes effect;
- (c) such rules shall not apply to the first term of office of governors appointed by the Secretary of State in accordance with regulation 5(2).

### **Age limit for governors**

10. 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 of any of the central institutions: Provided that nothing in this regulation shall prohibit a person who attains the said age during a term of office as a governor of such an institution from continuing as a governor thereof until the expiry of that term.

### **Disqualification of governors**

11. A person shall be disqualified from being appointed or co-opted as a governor of a central institution, or, where appropriate, from remaining in office as a governor of a central institution, other than in the case of a governor ex officio or a governor appointed in accordance with regulation 5(1)(c), if he is a member of the staff of the institution.

### **Vacancies among governors**

**12.—(1)** A governor shall be deemed to have vacated his office as governor and the governing body of which he was a member shall declare his place vacant, in any of the following circumstances:

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- (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 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) in the case of a staff governor whose appointment falls to be made under regulation 5(1)(c) either from among the members of the Academic Council or from the full-time academic or non-academic staff of the institution, 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;
- (f) where in accordance with regulation 11 he becomes disqualified from remaining in office as a governor.

(2) Where the place of a governor who has been appointed to the office of governor under regulation 5(1)(a) has been declared vacant under paragraph (1), or where such a governor has died, the core membership shall appoint a governor to fill the vacancy.

(3) Where the place of a governor who has been appointed to the office of governor under regulation 5(1)(c) has been declared vacant under paragraph (1), or where such a governor has died—

- (a) in the case of a governor appointed under regulation 5(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 regulation 5(1)(c)(ii) or (iii) an election shall be held to fill the vacancy in accordance with regulation 7 and the relevant rules made under it.

(4) Where the place of a governor who has been appointed to the office of governor under regulation 6 has been declared vacant under paragraph (1), or where such a governor has died, the governing body shall appoint a governor to fill the vacancy if that is necessary to satisfy the requirements of regulation 6(1), and in other cases may so appoint a governor in accordance with regulation 6.

### **Administrative arrangements**

**13.—(1)** The governing body of each central institution shall make arrangements to secure that such of their functions as are specified in paragraph (2) of this regulation shall be discharged on their behalf by the principal of the institution.

(2) In pursuance of arrangements made under paragraph (1) of this regulation the principal of a central institution shall discharge the functions of the governing body (other than those delegated to the academic council of the institution by virtue of regulation 18(4) of these Regulations) relating to the organisation and management of the institution and to the discipline therein.

(3) In discharging the functions specified in paragraph (2) of this regulation, the principal of the institution shall be subject to the general control and direction of the governing body but otherwise the principal shall have all the powers and duties of the governing body in relation to those functions.

### **Pensions, allowances and gratuities for staff**

**14.**—(1) Subject to the following provisions of this regulation, the governing body of any central institution shall have power to pay such sum or sums by way of pension, allowance or gratuity as they may think fit to—

- (a) any member of the staff of the institution, on his retirement, through age or permanent incapacity, from the employment of the governing body; or
- (b) 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,

in respect of any period of such member’s service in the employment of the governing body:

Provided that the award of a pension, allowance or gratuity shall not be competent, and no payment thereof shall be made under this regulation unless the Secretary of State has given his consent in writing to that award.

(2) In paragraph (1) the reference to the permanent incapacity of a member of the staff of a central institution is 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 of that institution, renders that member permanently incapable of continuing to serve efficiently in their employment.

(3) In paragraph (1) the reference to “service in the employment of the governing body” shall, in the case of Dundee Institute of Technology and Duncan of Jordanstone College of Art, include service in the employment of the governors of the Dundee Institute of Art and Technology immediately preceding service in the employment of the governing body.

(4) A pension, allowance or gratuity under this regulation 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—

- (a) out of any superannuation scheme or fund established by or under any enactment; or
- (b) directly or indirectly out of moneys provided by Parliament or raised by a rate.

(5) In paragraph (4) of this regulation the reference to “any other pension” does not include a retirement pension under Part II of the Social Security Act 1975(1) and the reference to “like benefit” does not include any benefit payable under the Social Security Acts 1975 to 1988.

### **Allowances**

**15.** The governing body of any central institution may pay to any of its members such financial loss allowances and travelling and subsistence allowances, subject to the same limits, as are payable to members of local authorities in Scotland under sections 45(4) and 46 of the Local Government (Scotland) Act 1973(2).

### **Reserved areas of business**

**16.** Where any meeting of the governing body of any central institution or of any committee of such 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' representative council or students' association in the institution, in accordance with regulation 5(1)(b), and any governor co-opted under regulation 6 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 said matters are to be considered, unless invited to remain by virtue

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(1) 1975 c. 14

(2) 1973 c. 65; section 46(2) was repealed by the Local Government, Planning and Land Act 1980 (c. 65), Schedule 34, Part XVI.

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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 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 vacancy or of any such defect in the appointment or co-option of any one or more governors.