

O1: BOARD OF GOVERNORS

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REGULATION

1. AUTHORITY FOR REGULATION

This Regulation is made in pursuance of *The Robert Gordon University (Scotland) Order of Council 2006*.

2. REMIT

The powers, functions and duties of the Board are encapsulated in Articles 4 and 5 of *The Robert Gordon University (Scotland) Order of Council 2006*. In addition, the Board has approved a *Statement of Primary Responsibilities* as contained in [Schedule 1.1](#) of this Regulation and a *Code of Conduct for Governors* as contained in [Schedule 1.2](#) of this Regulation.

3. COMPOSITION OF THE BOARD OF GOVERNORS

The Board of Governors is composed in accordance with Article 5 of *The Robert Gordon University (Scotland) Order of Council 2006*.

4. CATEGORIES OF MEMBERSHIP

The categories of membership shall be:

- (i) Independent Governors;
- (ii) the Principal;
- (iii) Staff Governors (one appointed by Academic Council and two elected);
- (iv) Student Governors (one undergraduate and one postgraduate elected).

5. APPOINTMENT OF INDEPENDENT GOVERNORS

The Board of Governors shall establish a Nominations Committee to make recommendations to the Board concerning the appointment and re-appointment of Independent Governors. The composition and remit of the Nominations Committee is contained in [Organisational Regulation O2, Schedule 2.4. Schedule 1.3](#) of this Regulation describes the selection procedure for new Independent Governor appointments, and [Schedule 1.7](#) of this Regulation provides guidance notes on the role of Independent Governors.

6. ELECTION OF STAFF GOVERNORS

The Board of Governors shall make rules for the election of Staff Governors which are currently set out in [Schedule 1.4](#) of this Regulation.

7. PERIODS OF OFFICE OF GOVERNORS

The following arrangements relate to Article 7 of *The Robert Gordon University (Scotland) Order of Council 2006*.

7.1 Independent Governors

- (i) An Independent Governor shall hold office for a four year period. The period of office shall normally commence on 1 January.
- (ii) On the expiry of that period, 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 the Order) for one further period of a maximum of four years.
- (iii) An Independent Governor shall not normally serve as such a Governor for more than eight years.
- (iv) For the purpose of calculating eight years any period of office as an Independent Governor shall be counted towards the eight year period.
- (v) In exceptional circumstances the Board may extend the period served by an Independent Governor by up to a further two years to give a maximum of ten years' service as such a Governor.

7.2 Staff Governors

Staff Governors shall hold office for a maximum of four years. No Governor appointed or elected under Article 5(4)(b) shall remain as a Governor if such a Governor has ceased to be a member of staff of the University. The period of office of Staff Governors shall normally commence on 1 January.

7.3 Student Governors

The Student Governors shall hold office for a maximum of two years. No Governor elected under Article 5(4)(c) shall remain as a Governor if such a Governor has ceased to be an enrolled student of the University.

8. STANDING COMMITTEES

The Board of Governors shall establish Standing Committees in accordance with *Organisational Regulation O2*.

9. STANDING ORDERS

The Board of Governors shall establish a set of Standing Orders for its proceedings which are subject to periodic review in accordance with *Schedule 1.5* of this Regulation.

10. APPOINTMENT OF CHAIR, VICE-CHAIR AND OFFICE BEARERS

The Board of Governors shall appoint a Chair and Vice-Chair from among the Independent Governors in accordance with Article 6 of *The Robert Gordon University (Scotland) Order of Council 2006*.

The Board of Governors has established a Nominations Committee to make recommendations concerning the appointment of Office Bearers of the Board (refer to *Organisational Regulation O2, Schedule 2.4*).

11. DECLARATIONS OF INTEREST

The Board of Governors shall ensure compliance with the procedure for the declarations of interest by the members of the Board of Governors in accordance with *Schedule 1.6* of this Regulation.

12. DISCHARGE OF FUNCTIONS BY THE PRINCIPAL

In accordance with Article 5(7)(f) of *The Robert Gordon University (Scotland) Order of Council 2006*, the Board of Governors shall appoint a Principal and Vice-Chancellor as the chief academic and executive officer of the University.

Under the *Statement of Primary Responsibilities (Schedule 1.1)*, the Board delegates authority to the Principal for the academic, corporate, financial, estate and personnel management of the University. In this regard, the Principal is assisted and advised by the Executive, the members of which, collectively and individually, have delegated authority and accountability. The role, functions and remit of the Executive are as defined in *Schedule 1.9* of this Regulation.

SCHEDULE 1.1: STATEMENT OF PRIMARY RESPONSIBILITIES

This Statement is based on the Model Statement contained in the Governance Code of Practice published by the Committee of University Chairmen, adapted to reflect the functions and duties that the Board derives from its Statutory Instrument.

The Board is the governing body of the University. The Board has ultimate responsibility for the affairs of the University with the exception of academic standards which are the responsibility of the Academic Council. The Board is responsible for reviewing the work of the University taking such steps as it thinks proper for ensuring that the University's objects are achieved. The objects being to:

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

Consistent with the University's Statutory Instrument, the primary responsibilities of the University Board are as follows:

- (i) To oversee the University's activities, determine its mission and future direction, foster an environment in which the University's objects are achieved and provide strategic input on all material policy or other matters affecting the University. This will include the approval and review of the University's long-term and strategic plans, including key performance indicators, and for ensuring that these meet the interests of the University's stakeholders. The Board will also approve an annual Business Plan and Risk Register, Budget, Financial Forecasts and Annual Report and Financial Statements for the University.
- (ii) To ensure processes are in place to monitor and evaluate the performance and effectiveness of the University against the plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.
- (iii) To appoint new members of the Board of Governors.
- (iv) To appoint a Principal and Vice-Chancellor as the chief academic and executive officer of the University and to put in place suitable arrangements for monitoring his/her performance.
- (v) To delegate authority to the Principal and Vice-Chancellor for the academic, corporate, financial, estate and personnel management of the University and to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the Principal and Vice-Chancellor.

- (vi) To appoint a Deputy Principal and one or more Vice-Principal(s), a Secretary to the Board and other office holders to have such powers as the Board may see fit.
- (vii) To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest (see also (xi)).
- (viii) To establish processes to monitor and evaluate the performance and effectiveness of the Board of Governors itself.
- (ix) To conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life, i.e.:

Selflessness - Holders of public office should act solely in terms of the public interest.

Integrity - Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

Objectivity – Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability - Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

Openness - Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

Honesty - Holders of public office should be truthful.

Leadership - Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

- (x) To safeguard the good name and values of the institution.
- (xi) To employ staff and other contractors and regulate their employment.
- (xii) To appoint a Chancellor as the titular Head of the University.
- (xiii) To set up within the University such departments, schools and other units of organisation and delegate to them such functions, duties and powers as it sees fit.
- (xiv) To appoint and regulate Committees of the Governors, and where appropriate, others.
- (xv) To make regulations, by-laws and standing orders for the exercise of the functions and duties of the Board acting on behalf of the University.

- (xvi) To be the University's legal authority and, as such, to ensure that systems are in place for meeting all the University's legal obligations, including those arising from contracts and other legal commitments made in the University's name.
- (xvii) To make such provision as it thinks fit for the general welfare of students, in consultation with Academic Council.
- (xviii) To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the University.
- (xix) To ensure that the University's Statutory Instrument is followed at all times and that appropriate advice is available to enable this to happen.

Revised November 2016

SCHEDULE 1.2: CODE OF CONDUCT FOR GOVERNORS

Introduction and Context

The *CUC Governance Code of Practice* states that “every higher education institution shall be headed by an effective governing body, which is unambiguously and collectively responsible for overseeing the institution’s activities, determining its future direction and fostering an environment in which the institutional mission is achieved and the potential of all learners maximised.” It also states that “individual members and governing bodies themselves should at all times conduct themselves in accordance with accepted standards of behaviour in public life”.

This Code identifies the standards of conduct which are expected from Governors. The Code is intended to promote effective and well informed governance and is not intended as an authoritative statement of all duties incumbent upon Governors. If a Governor is uncertain about how the rules of conduct contained within this Code apply, then he/she should seek advice from the Chair of the Board or from his/her own legal advisors or any other relevant professional.

In addition to this Code, Governors are requested to familiarise themselves with the University’s Constitution which is set down within *The Robert Gordon University (Scotland) Order of Council 2006* as well as the following documents:

- *Ethics Policy*;
- *Statement of Primary Responsibilities*; and
- *Governors’ Handbook*.

Personal Responsibilities Incumbent upon Governors

It is the personal responsibility of a Governor to comply with these rules of conduct.

Governors must act honestly, diligently and in good faith, placing the interests of the University at the forefront of their minds. Governors must avoid any action which could bring the reputation of the University into disrepute. In carrying out their duties, Governors must adhere to the seven Nolan principles of public life i.e.

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

These principles are more fully explained in the *Ethics Policy*.

Under the terms of the University's Constitution, Governors are personally responsible for:

- ensuring the University complies with the provisions of its Constitution;
- promoting the interests of the University;
- acting prudently and with reasonable skill, care and diligence;
- complying with all legal responsibilities imposed on the Governors by law;
- acting selflessly in the interests of the University;
- acting with integrity in good faith, honestly, objectively, accountably and for a proper purpose;
- complying with good governance practice and principles;
- avoiding or declaring (where appropriate) conflicts of interest or potential conflicts of interest.

In addition, it is incumbent upon Governors to ensure that they do not;

- profit at the University's expense;
- act in a sectional interest; or
- misuse the position of Governor.

Governors must consult the [Statement of Primary Responsibilities](#) for further detail with regard to their collective responsibilities. The Board operates by making collective decisions and a Governor is bound by a decision of the Board.

Powers and Functions

Governors must ensure decisions taken by the Board are in accordance with the powers and functions of the Board, as detailed within Article 4 of the Constitution and in accordance with the University's Objects detailed within Article 3. If a Governor believes the Board is likely to exceed or is exceeding its powers by making a particular decision then it is incumbent upon that Governor to so declare or refer the matter to the Chair of the Board or do both.

Conflicts of Interest

The rules of conduct and especially those in relation to integrity, honesty and openness are given further practical effect by the requirement for all Governors to declare certain interests in proceedings of the University. The University inevitably has dealings with a wide variety of organisations and individuals. Governors must avoid placing themselves in a position where there is an actual, potential or perceived conflict between their personal or business interests and their duties and responsibilities to the University. No conflict of interest should arise which could interfere with a Governor exercising independent judgement in relation to University matters. Governors must complete and submit a disclosure statement containing full details of registerable interests on first appointment, annually thereafter and whenever the circumstances of a Governor change in such a way as to require an alteration, addition or deletion to the Register of Interests. Interests of close family members will also constitute a related party. Governors must also declare any particular conflict of interest as it arises in the course of University business. Detailed guidance in relation to conflicts of interest is provided in [Organisational Regulation O1, Schedule 1.6](#).

Confidentiality

There may be times when Governors will be required to treat discussions, documents or other information relating to the business and work of the University in a confidential manner. Governors must be mindful of the requirement for confidentiality and must not make statements outwith Board meetings regarding Board deliberations or decisions, that are not already officially in the public domain, without first seeking the permission of the Chair of the Board.

Failure to Comply

Any alleged breach of this Code must be referred to the Chair of the Board.

Approved September 2007

SCHEDULE 1.3: SELECTION PROCEDURE FOR NEW INDEPENDENT GOVERNOR APPOINTMENTS

1. The Nominations Committee identifies potential candidates for appointment and/or applications/registrations of interest are received.
2. The Nominations Committee agrees that 'approaches' are made to individuals and receives delegated authority.
3. If the initial approach attracts a favourable response from a prospective candidate, the prospective candidate should be given a copy of the Guidance Notes and Declaration Proforma (refer [Schedule 1.6](#)) to read, and be asked to declare anything under any heading that might be considered to be a conflict of interest, or other cause for concern that would require to be considered by the Nominations Committee.
4. If 'yes', the Nominations Committee should seek an informal disclosure from the candidate privately to the Chair, prior to deciding whether to continue with the nomination, and the Chair may consult the Nominations Committee, as appropriate. Thereafter, the nomination may or may not continue.
5. If 'no' the process to confirmation may continue.
6. When the formal '*conditional*' offer is made, the prospective Governor must complete the Declaration Proforma which should be reviewed by the Secretary to the Board and the Chair/Nominations Committee, with follow up as appropriate according to what has been declared.
7. The appointment as a Governor shall not be confirmed formally by the Board until both of these procedures have been fully satisfied.

SCHEDULE 1.4: ELECTION OF STAFF GOVERNORS

1. Academic Staff

Arrangements for the election of academic staff are in terms of Article 5(4)(b)(ii) of *The Robert Gordon University (Scotland) Order of Council 2006*.

The constituency for the election shall be all academic members of staff of the University.

2. All Other Staff (Non-Academic)

Arrangements for the election of all other staff are in terms of Article 5(4)(b)(iii) of *The Robert Gordon University (Scotland) Order of Council 2006*.

The constituency for the election shall be all members of other (i.e. non-academic) staff of the University.

3. Procedure

- (i) The Secretary to the Board, or his/her nominee, shall be the Returning Officer for the election.
- (ii) A notice of election will be issued to each member of the constituency.
- (iii) Nominations shall be made on the form of nomination, as issued by the Returning Officer, and nominations shall be supported by two members of the electorate.
- (iv) The closing date for the receipt of nominations shall be fourteen days after the issue of the notice of election.
- (v) In the event of two or more nominations being received, a ballot shall be held. Each member of the constituency shall be issued with the notice of ballot, a ballot paper and a special envelope for the return of the ballot paper. Ballot papers, duly completed, shall be returned to reach the Returning Officer not more than seven days after the date of the issue of the notice of the ballot.
- (vi) All candidates, or their representatives, shall be entitled to be present at the vote count.
- (vii) The Returning Officer's decision shall be final in all matters relating to the validity of nominations and validity of ballot papers etc.
- (viii) Each member of the constituency shall be notified of the election result.

SCHEDULE 1.5: STANDING ORDERS

1. COLLECTIVE RESPONSIBILITY AND DELEGATION OF POWERS

1.1 Collective Responsibility

Any decision of the Board is a decision taken by the Governors collectively and each individual Governor has a duty to stand by it, whether or not he/she was present at the Board meeting when the decision was taken. (Refer also to [paragraph 5.6](#) of these Standing Orders).

In the event that a member has a reservation regarding a particular decision they may ask for their dissent to be formally recorded in the minute, as long as this is explicitly requested at the meeting.

1.2 Delegation of Powers

The Board may grant delegated authority to the Chair to act on its behalf between meetings on matters of routine business and where, in the view of the Chair, the business does not merit the convening of a special meeting (refer also to [paragraph 3](#) of these Standing Orders). The Chair shall be answerable to the Board for any action which he/she takes on its behalf and a report shall be made to the next meeting of the Board detailing any Chair's action taken.

For urgent or exceptional circumstances, a special meeting of the Board shall be convened.

2. AUTHORITY OF THE CHAIR

The Chair of the Board shall preside at all Board meetings. In the absence of the Chair, the Vice-Chair shall preside. If neither is present at a meeting, a Governor chosen by members of the Board shall preside.

It shall be the responsibility of the Chair to preserve order, to ensure competent decision-making, and to ensure every Governor shall obtain a fair hearing. The Chair shall decide all questions of order, competency and relevancy that may arise.

The ruling of the Chair on any question under the Standing Orders, or on points of order or explanation, shall be final unless challenged by not less than three members, and unless two-thirds of the members present vote to the contrary.

If the Chair calls a member of the Board to order, or wishes for any other competent purpose connected with the proceedings to speak himself/herself, the member speaking shall cede to the Chair and no other Governor shall be heard while the Chair is speaking.

3. QUORUM

The quorum for all meetings of the Board shall be one-third of the current membership of the Board of Governors, rounded up to the next whole number.

If there is no quorum when a meeting is due to commence or before business has been completed, the meeting may proceed. Any decisions made shall be put to the absent members electronically for ratification. If there is dissent and a decision cannot be ratified by all members, the Chair shall decide whether an extraordinary meeting should be held, or whether the matter can be deferred until the next scheduled meeting.

Members contributing to meetings by the use of telephone or video conference shall, for the purposes of the quorum, be regarded as being in attendance.

4. MEETINGS

4.1 Schedule of Ordinary Meetings

The Board of Governors shall normally hold at least four meetings in the year, at such times and places as it may determine.

The dates of ordinary meetings in any 12 month period shall be determined not later than the end of the preceding academic year.

4.2 Postponement or Cancellation of Meetings

The Chair of the Board or, in his/her absence the Vice-Chair of the Board, may in special circumstances (of which the Chair of the Board or the Vice-Chair of the Board, as the case may be, shall be sole judge) alter the date of any ordinary meeting of the Board.

4.3 Special Meetings

A special meeting of the Board may be requested in writing at any time by the Chair, or any four Governors, and indicating the matter(s) to be considered.

5. CONDUCT OF BUSINESS AND PROCEEDINGS

5.1 Agendas and Papers

An agenda will be prepared for all meetings, and will serve as the notice of the meeting. Agendas will specify the business to be transacted, and the order in which the business is to be brought before the meeting. The Secretary to the Board shall circulate an agenda to all members of the Board normally not less than one week before the date of the meeting.

The Chair, after consultation with the Principal and the Secretary to the Board, shall determine the agenda for all meetings of the Board, provided always that the Principal and the Secretary to the Board shall each have the right to have any matter included in the agenda of any meeting, and to bring to the attention of the Board on the day of the meeting any urgent matter which it was not possible to include in the agenda circulated in advance. Governors wishing to have items considered for inclusion within the agenda for a scheduled meeting must have notified the Secretary to the Board and supplied the appropriate paper(s) normally at least ten days before the date of the meeting.

The agenda of every ordinary meeting shall normally include:

- (i) the draft minute(s) of the previous meeting(s) of the Board of Governors;
- (ii) reports of Standing Committees' meetings since the Board's previous ordinary meeting;
- (iii) a report of Academic Council's meeting(s) since the Board's previous ordinary meeting;
- (iv) a report from the Executive covering, as appropriate:
 - implementation of the Strategic Plan;
 - monitoring of the University's performance against agreed key performance indicators;
 - implementation of the University's Risk Management Strategy.

5.2 Minutes

The minutes, including amendments if required, shall be taken as approved once all objections have been either sustained or rejected by the Board. Copies of the approved minutes shall be published on the web provided that items of confidential business, which have been separately minuted at the discretion of the Chair, shall be excluded from this circulation.

Declarations of interest (refer to [paragraph 5.3](#) of these Standing Orders) shall be noted in the minute of any meeting at which they are raised.

After the minutes have been approved, and before the next business on the agenda, any Governor may ask any question in regard to matters arising from the minutes.

5.3 Declarations of Interest

A member of the Board who has a personal interest, or an interest of close connection, whether perceived or actual, in any matter and is present at a meeting at which the matter is being considered, must disclose that interest.

Where there is a registered or declared interest in respect of any matter under consideration at a meeting, the meeting must decide whether:

- (i) there is a conflict of interest;
- (ii) the member concerned should be present during the discussion, receive papers on the matter, or speak or vote on it.

If the member could obtain any personal or financial benefits or if the award of a contract, business or finance is being considered then the Board is required to exclude the member from any direct involvement in the Board's deliberations on the matter.

5.4 Debate

Governors, when speaking, shall address the Chair. In the event of more than one Governor speaking or seeking to speak at the same time, they shall be heard in the order in which they are called upon by the Chair.

Governors shall direct their speech strictly to the question under discussion, or to a point of order.

5.5 Points of Order

Any Governor may speak on a point of order and should do so as soon as possible after the alleged infringement, citing the particular Standing Order which is being infringed. The Chair shall give a ruling on the point of order. Thereafter, the business of the meeting will resume in accordance with the agenda.

5.6 Decision-Making

The Chair is responsible for leading the meeting to reach decisions (refer also to [paragraph 1.1](#) of these Standing Orders). Decisions shall normally be made on the basis of agreement by consensus but, where the Chair believes it to be in the interest of the progress of a debate, or where it is proposed and seconded by two members present, the Secretary may be asked to count and record a vote by a show of hands. A decision shall be carried by a simple majority of those present and voting. In the case of equality of votes at any meeting of the Board, the Chair shall have a second and casting vote.

5.7 Alteration or Revocation of Previous Decisions

No decisions shall be altered or revoked within three months of its adoption except with the consent of two-thirds of those present.

6. RESERVED AND CONFIDENTIAL BUSINESS

All papers and reports submitted to any meeting of the Board shall be treated as confidential and shall not be divulged or disclosed to anyone prior to the meeting. Papers, discussion and decisions that the Board determines are confidential shall be separately minuted and shall not be made available to anyone other than members of the Board and its secretariat.

Where any meeting of the Board or any Standing Committee of it, is to consider the salary, conditions of service, appointment, promotion, suspension, dismissal or other matter relating to the employment of any member of the staff of the University, any Staff or Student Governor or individuals in attendance shall withdraw from the meeting while such matters are considered, unless invited to remain by virtue of a resolution of the members of the Board present at the meeting who are not within that category. Notwithstanding this, nothing in this paragraph shall require the Principal to withdraw from a meeting.

7. ATTENDANCE AT MEETINGS

7.1 Persons in Attendance

Members of the executive will normally attend Board meetings and may have a role in introducing papers, providing clarification, and contributing to discussions.

The Board may, at its discretion, permit any other person or persons to be in attendance for the whole or part of a meeting. Such persons attending may participate in the Board's deliberations but not in its decisions.

7.2 Reception of Deputations

Every application for the reception of a deputation shall be in writing, duly signed, addressed and delivered to the Secretary to the Board at least three clear days prior to the date of the meeting at which the subject may be considered. Notwithstanding this, the Chair may at his/her discretion decide that an application for the reception of a deputation should be accepted on less than three days' notice being given. The application shall state the subject on which the deputation desires to be heard, and the action (if any) which the deputation proposes.

The Chair must ensure that the decision as to whether or not the deputation is to be received, is taken as the first item on the agenda of the meeting.

8. STANDING COMMITTEES AND ESTABLISHED OFFICES

8.1 Standing Committees of the Board of Governors

The Committee Structure is determined in accordance with [Organisational Regulation O2](#). The provisions of these Standing Orders shall also apply, as appropriate, to the Standing Committees of the Board of Governors.

8.2 Conveners and Vice-Conveners

- (i) The Board shall choose persons from its own number to hold the following offices:
- (a) Chair of the Board (who shall also convene the Chair's Committee and the Nominations Committee) and Conveners of the following Standing Committees:
- Audit Committee
Finance and General Purposes Committee
Staff Governance Committee
Remuneration Committee
- (b) Vice-Chair of the Board (who shall also act as Vice-Convener of the Chair's Committee and the Nominations Committee) and Vice-Conveners of the following Standing Committees:
- Audit Committee
Finance and General Purposes Committee
Staff Governance Committee
- (ii) The holders of all offices referred to in [paragraph 8.2\(i\)](#) of these Standing Orders shall be chosen annually from among the Independent Governors in sufficient time to enable them to assume office at the beginning of the calendar year following their appointment, provided always that vacancies occurring during the year may be filled at any time.
- (iii) The Nominations Committee shall make recommendations on the appointment of the above to the Board.
- (iv) The maximum period of office for Office Bearers shall normally be three years.
- (v) The holding of an office for six months or more in any one year shall count as a full year, and the holding for less than six months shall not count at all.

SCHEDULE 1.6: DECLARATIONS OF INTEREST BY GOVERNORS

1. REGISTERED INTERESTS

- 1.1 In order to maintain the highest standards of integrity and propriety in relation to the conduct of the affairs of the University, a Register of Interests for members of the Board of Governors will be kept by the University. The Register of Interests will be publicly available. The Register will be reviewed annually.
- 1.2 Each member of the Board must make a declaration, of any personal, financial or other interest or circumstance which could give rise to an actual, potential or perceived conflict of interest, on the attached *Disclosure and Declarations of Interest Proforma*. These declarations are made on first appointment, annually thereafter and whenever the circumstances of a governor change. The Academic Affairs Department ensures the completion of annual declarations. Registered Interests are defined as:
- (i) any contractual or financial relationship (including directorship, partnership, consultancy, board membership or other position of authority) with an outside business;
 - (ii) any position with another which might involve a potential conflict of interest;
 - (iii) any ownership of property which might influence a member of the Board's judgement and which should be known.
 - (iv) The interests of any close relative shall also be declared.

2. PERSONAL INTERESTS

In addition to the Registered Interests referred to above, a member of the Board who has a personal interest, or an interest of close connection, in any matter and is present at a meeting at which the matter is being considered, must disclose that interest.

3. CONDUCT AT MEETINGS

Declarations of interest shall be noted in the minute of any meeting at which they are raised. Where there is a registered or declared interest in respect of any matter under consideration at a meeting, the meeting must decide whether:

- (i) there is a conflict of interest;
- (ii) the member concerned should be present during the discussion, receive papers on the matter, or speak or vote on it.

If the member could obtain any personal or financial benefits or if the award of a contract, business or finance is being considered then the Board is required to exclude the member from any direct involvement in the Board's deliberations on the matter.

4. DISCLOSURE

Decisions by the Board of Governors relating to financial transactions in which Board members have registered interests are to be listed in the University's annual accounts.

PRIVATE AND CONFIDENTIAL

ROBERT GORDON UNIVERSITY

APPOINTMENT TO THE BOARD OF GOVERNORS AND EQUIVALENT POSITIONS IN RGU SUBSIDIARY COMPANIES

Disclosure and Declarations of Interest Proforma

All new and continuing Governors must complete this Disclosure and Declarations of Interest. A Register of Interests, drawing on the information provided, will be made publicly available.

Please make full disclosure and declaration below of any interests or other matters which could give rise to an **actual, potential or perceived** conflict of interest and/or significant/serious organisational or reputation damage were such matters to come into the public domain. There may be duplication in what you disclose or declare. You should list an item only once in the most relevant section.

- *List all positions, appointments, employment etc (whether remunerated or not) that you hold with any other organisation.*

- *Specifically, give details of any self-employed business, consultancy or other activities you are engaged in, whether remunerated or not, or for other reward or gains.*

- *Specifically, give details of any contractual or financial/non-financial relationship (including Directorship, Partnership, Consultancy, Board Membership, other Appointments or position of authority or influence, whether paid or unpaid,) with any other company, public authority or service or any other organisation, or any other position you have that would or could enable you to influence the award of a contract or allow you to benefit financially.*

- *Give details of any ownership of land or property or other holdings within Aberdeen (other than your own main family home) that may be directly or indirectly affected by any known or prospective estate development plan in the vicinity of the city centre campus or the Garthdee campus.*

- *Give details of any other interests or matters of equivalence to any of the above.*

- Give details where the interests of any close relative may require to be declared.

The following will not be published but will, if otherwise necessary, only be disclosed to a third party with your separate consent or where the University is legally obliged to do so.

- Give details of any other matters which, in the context of your appointment as a Governor, if they came into the public domain, could cause significant and/or serious embarrassment and/or reputation harm to RGU. Examples might include certain types of past, current or prospective civil proceedings or investigations and/or past, current or prospective, actual or potential criminal proceedings or investigations, whether in the UK or overseas, particularly where these were in the context of responsibilities you had as an employee, Director or other office holder of a company, public body or other organisation. There may be other circumstances.

Data Protection Statement:

The information provided on this form will be used solely in terms of the University's registration under the Data Protection Act 1998 and other applicable legislation. Further details in this respect can be found at: www.rgu.ac.uk/dataprotection.

You are reminded that:

1. you are responsible at all times for declaring that there is a *specific* conflict of interest, in advance of any business matter being discussed and decided, if you have an interest in the outcome of that business matter that would benefit you or another person or organisation in which you also have an interest;
2. you are responsible for amending this declaration immediately should circumstances change and not to rely on the annual 'renewal of declaration/disclosure' process.

Name: _____

Signature: _____

Date: _____

Please return this declaration and disclosure to the Academic Registrar and Secretary to the Board (hilary.douglas@rgu.ac.uk).

SCHEDULE 1.7: GUIDANCE NOTES ON THE ROLE OF INDEPENDENT GOVERNORS

1. The role of independent members of the Board of Governors is similar to that of the non-executive directors of companies. They should bring to the Board's deliberations a wide range of knowledge and expertise, and apply balanced and impartial judgement to these deliberations. Their principal assets will be their independence and their objectivity, and their principal contributions will be:
 - to see issues from all aspects
 - to represent an external view
 - to offer special skills and expertise
 - to give an independent and objective view
 - to provide useful contacts
 - to advise on the public presentation of the University.

2. Specific tasks best performed by independent members will include:
 - contributing to the development and approval of the university's strategic direction
 - ensuring the effective and efficient use of funds and resources
 - advising on the adequacy of financial and other information available to the Board
 - advising on management structure and practice
 - serving as members of committees
 - providing counsel to the Principal outside the formal management structure of the University.

3. The qualities required of independent members will be:
 - commitment to the University and to its objectives
 - the ability to make an effective contribution at a strategic level
 - an understanding of the distinction between governance and management
 - a general understanding of universities and an appreciation of broad social and economic trends as they affect universities
 - the ability to engage in constructive debate and to challenge decision making without being adversarial or losing respect and goodwill
 - acceptance of collective responsibility for Board decisions
 - common sense, tact and discretion
 - the capacity to question information and explanations supplied by officers of the University
 - honesty, integrity, selflessness, objectivity, accountability, openness and leadership
 - respect for confidentiality

4. The time required of an independent member will vary. It will normally be approximately one day a month, but in the case of the Chair and other Office Bearers it will be more.

SCHEDULE 1.8: GUIDANCE NOTES ON THE ROLE OF STAFF AND STUDENT GOVERNORS

1. The role of staff and student members of the Board of Governors is to bring to the Board's deliberations the full range of their knowledge and expertise, including that which arises from their positions in the University. However, while it is helpful to the Board to have some of its members drawn from the University community so that it is aware of how issues are seen from staff and student perspectives, these Governors are not in any formal sense delegates or representatives of a constituency, even where their membership of the Board is the consequence of an electoral process. Their first duty as Governors is to the University and not to any sectional interest.
2. The qualities required by student and elected staff Governors are those which are required of any Governor, namely:
 - commitment to the University and to its objectives
 - the ability to make an effective contribution at a strategic level
 - an understanding of the distinction between governance and management
 - an understanding of universities and an appreciation of broad social and economic trends as they affect universities
 - the ability to engage in constructive debate and to challenge decision-making without being adversarial or losing respect and goodwill
 - acceptance of collective responsibility for Board decisions
 - common sense
 - the capacity to question information and explanations supplied by officers of the University
 - honesty, integrity, tact and discretion
 - respect for confidentiality
 - interpersonal, communication and listening skills.
3. The role of the Principal is of a special nature. In particular, it is within the office of Principal that the functions of governance and management are integrated, see also [paragraph 12](#) of this Regulation. In addition, as Chief Executive Officer, as well as being directly accountable to the Board of Governors for the proper conduct of the University's affairs, the Chief Executive Officer is also directly accountable to the Chief Executive Officer of the Scottish Funding Council for the proper use of the University's funds deriving from Scottish Ministers, and the University's compliance with the Scottish Funding Council's Financial Memorandum. It is a requirement of the position of Chief Executive Officer that the Principal is obliged to record his/her dissent in writing if he/she believes that any financial management decision taken by the Board is improper or seriously mistaken. Such action will not be taken lightly, and is likely to occur only very infrequently. However, in view of this obligation, the requirement to accept collective responsibility for decisions of the Board cannot be absolute in the case of the Principal.

SCHEDULE 1.9: THE EXECUTIVE

Composition

Ex Officio

Principal and Vice-Chancellor (Convener)
 Deputy Principal and Chief Academic Officer
 Vice-Principal (Research)
 Vice-Principal (Commercial and Regional Engagement)
 Vice-Principal (Corporate Operations)
 Vice-Principal (University Advancement)

In attendance

Academic Registrar and Secretary to the Board (Secretary). The Principal may from time to time request other persons to attend for individual items of the agenda.

Remit

The Board of Governors has delegated to the Principal the responsibility and authority for the leadership, administration and management of the university. The Executive advises, assists and supports the Principal in meeting these responsibilities. Executive members, collectively and individually, have delegated authority and accountability as determined from time to time by the Principal and reported to the Board of Governors. The Executive accepts collective accountability for achieving the university's vision, mission and strategic goals.

The Executive in particular:

- (i) advises the Principal in developing strategic plans and objectives, with the approval of the Board of Governors and in consultation with other stakeholders, and recommending appropriate courses of action in responding to emerging threats and taking advantage of new opportunities;
- (ii) monitors progress and outcomes of strategy implementation, including the Business Plan and Risk Register (and associated key performance indicators/targets), and reports in relation to this to the Board;
- (iii) advises the Principal regarding the resource allocation and budgets for the university, subject to approval by the Board of Governors, and ensures appropriate financial monitoring;
- (iv) approves, or recommends to the Board of Governors for approval, high-level policies and procedures to ensure the smooth and effective operation of the university;
- (v) ensures effective communication with, and reviews papers and strategy documents for submission to, the Board of Governors, its main Standing Committees and Academic Council as appropriate;
- (vi) with the Principal ensures the effective leadership, coordination and management of the activities of the university, and keeps organisational structures under review, consulting as appropriate with the Board of Governors and Academic Council; and

- (vii) meets regularly with the Senior Management Group and the Operations Management Group to ensure effective strategy development and implementation.

Meetings

Meetings of the Executive shall take place every second week, or at such other intervals as may be determined by the Principal. Members unable to attend shall not send substitutes.