

ORGANISATIONAL REGULATION O1: BOARD OF GOVERNORS

CONTENTS

1.	Authority for Regulation	4
2.	Remit	4
3.	Composition of the Board of Governors and Categories of Membership	4
4.	Election and Appointment of Chair	5
5.	Appointment of Independent Governors	5
6.	Election of Staff Governors	5
7.	Terms of Office of Governors	5
	7.1 Independent Governors	5
	7.2 Staff Governors	6
	7.3 Student Governors	6
	7.4 Trade Union Governors	6
	7.5 Removal of a Governor	6
	7.6 Resignation as a Governor	7
8.	Standing Committees	7
9.	Standing Orders	7
10.	Appointment of Committee Members and Office Bearers	8
11.	Declarations of Interest	8
12.	Discharge of Functions by the Principal	8
	Schedule 1.1: Statement of Primary Responsibilities	9
	Schedule 1.2: Code of Conduct for Governors	11
1.	Introduction and Context	11
2.	Personal Responsibilities Incumbent upon Governors	11
3.	Functions and Duties	13
4.	Conflicts of Interest	13
5.	Confidentiality	13
6.	Failure to Comply	13
	Schedule 1.3: Declarations of Interest by Governors	14
1.	Registered Interests	14
2.	Personal Interests	14
3.	Conduct at Meetings	14
4.	Disclosure	15

Schedule 1.4: Standing Orders	16
1. Collective Responsibility and Delegation of Powers	16
1.1 Collective Responsibility	16
1.2 Delegation of Powers	16
2. Authority of the Chair	16
3. Quorum	17
4. Meetings	17
4.1 Schedule of Ordinary Meetings	17
4.2 Postponement or Cancellation of Meetings	17
4.3 Special Meetings	17
5. Conduct of Business and Proceedings	17
5.1 Agendas and Papers	17
5.2 Minutes	18
5.3 Declarations of Interest	18
5.4 Debate	19
5.5 Points of Order	19
5.6 Decision-Making	19
5.7 Alteration or Revocation of Previous Decisions	19
6. Reserved and Confidential Business	20
7. Attendance at Meetings	20
7.1 Persons in Attendance	20
7.2 Reception of Deputations	20
8. Standing Committees and Established Offices	21
8.1 Standing Committees of the Board of Governors	21
8.2 Office Bearers	21
Schedule 1.5: Guidance Notes on the Role of Independent Governors	22
Schedule 1.6: Guidance Notes on the Role of Staff and Student Governors	23
Schedule 1.7: Election of Staff Governors	24
1. Academic Staff	24
2. All Other Staff (Non-Academic)	24
3. Procedure	24
Schedule 1.8: The Executive	25
Schedule 1.9: Election and Appointment of the Lay Chair	27
1. Introduction	27
2. Eligibility for Appointment	27
3. Term of Office and Extension to the Term of Office	27
4. Governance and Nominations Committee, Appointment Committee and Criteria	28
5. Election Rules	29

6.	Arrangements in the Event of a Delay in the Process	31
7.	Remuneration and Terms of Appointment	31
	Annex 1: Chair of the Board of Governors: Role Description and Person Specification	33
	Annex 2: Guidance and Rules on the Conduct of Candidates in Lay Chair Elections	37
	Schedule 1.10: Appointment of the Chancellor	38
1.	Introduction	38
2.	Eligibility for Appointment	38
3.	Period of Office	38
4.	Expenses	38
5.	Nominations	38
6.	Removal from Office	39
	Annex: Role Description and Person Specification for Chancellor	40

REGULATION

1. AUTHORITY FOR REGULATION

This Regulation is made in pursuance of *The Robert Gordon University (Scotland) Order of Council 2019* and the provisions of the *Higher Education Governance (Scotland) Act 2016*.

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 2019*. 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 AND CATEGORIES OF MEMBERSHIP

From 1 January 2020, the Board of Governors is composed in accordance with Article 7 of *The Robert Gordon University (Scotland) Order of Council 2019*, with the following categories of membership:

- (i) Chair, appointed in the accordance with the requirements of the *Higher Education Governance (Scotland) Act 2016* as the senior lay member of the Board of Governors;
- (ii) Independent Governors;
- (iii) the Principal;
- (iv) Staff Governors:
 - (a) one appointed by Academic Council;
 - (b) one elected by the academic staff of the University from among the academic staff of the University; and
 - (c) one elected by the support staff of the University from among the support staff);
- (v) Student Governors (two nominated by the University's Student Association from among the students of the University); and

- (vi) Trade Union Governors:
 - (a) one nominated by a trade union from among the academic staff of the University who are members of a branch of a trade union that is recognised by the University for negotiation purposes;
 - (b) one nominated by a trade union from among the support staff of the University who are members of a branch of a trade union that is recognised by the University for negotiation purposes.

The University Secretary will be in attendance at all meetings of the Board of Governors.

4. ELECTION AND APPOINTMENT OF CHAIR

A lay Chair is elected in accordance with the [Higher Education Governance \(Scotland\) Act 2016](#). The Governance and Nominations Committee will, on behalf of the Board, oversee and manage the election and appointment process. Refer to [Schedule 1.9, paragraph 6](#) for the Term of Office of the lay Chair, and Extensions to the Term of Office.

5. APPOINTMENT OF INDEPENDENT GOVERNORS

Recommendations to the Board of Governors concerning the appointment and re-appointment of Independent Governors are made by the Governance and Nominations Committee. The composition and remit of the Governance and Nominations Committee is contained in [Organisational Regulation O2, Schedule 2.4](#).

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 1.7](#) of this Regulation. Vacancies, howsoever arising, shall be filled at the earliest opportunity in accordance with [Schedule 1.7](#) of this Regulation.

7. TERMS OF OFFICE OF GOVERNORS

The following arrangements relate to Article 12 of [The Robert Gordon University \(Scotland\) Order of Council 2019](#).

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 Robert Gordon University (Scotland) Order of Council 2019*) 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 7 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 7 shall remain as a Governor if such a Governor has ceased to be an enrolled student of the University.

7.4 Trade Union Governors

- (i) The Trade Union Governors shall hold office for a maximum of four years.
- (ii) A Trade Union Governor who ceases either to be a member of the trade union that nominated them or to be a member of staff of the University shall cease to be a Trade Union Governor.

7.5 Removal of a Governor

- (i) In accordance with the *Higher Education Governance (Scotland) Act 2016* (and the *Scottish Code of Good Higher Education Governance*) a Governor may be removed as a Governor in the circumstances listed below, provided that a resolution has been passed by three-quarters of the total membership of the Board. The Governor will not be eligible to vote:
 - (a) in the opinion of the Board the Governor becomes unable to continue as a Governor by reason of physical or mental incapacity;

- (b) the Governor has been convicted of a criminal offence;
 - (c) in the opinion of the Board the Governor has been involved in behaviour bringing the Governor or the University into disrepute;
 - (d) in the opinion of the Board the Governor is in breach of the *Charities and Trustee Investment (Scotland) Act 2005*;
 - (e) the Governor has breached a contract between them and the University, or the Governor has materially breached any policy or procedure of the University or the *Code of Conduct for Governors* as contained in *Organisational Regulation O1, Schedule 1.2*.
- (ii) Any Governor who is removed by the Board in accordance with paragraph 7.5(i) above shall have the right to appeal the Board's decision. An appeal shall be submitted in writing to the University Secretary within 10 working days of the Governor receiving the notification of their removal from the Board. The appeal will be considered by the University Chancellor, who will also receive a report of the circumstances from the lay Chair or, if it is inappropriate to receive a report from the lay Chair, from the Board Intermediary. The Chancellor shall have the right to request such further information or evidence as they see fit. The Chancellor shall normally confirm their decision within 20 working days of receiving the appeal from the University Secretary. The decision of the Chancellor shall be final.

7.6 Resignation as a Governor

If a Governor wishes to resign from the Board, they should confirm this in writing to the Chair of the Board and the University Secretary, confirming the date the resignation shall take effect.

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 1.4* of this Regulation.

10. APPOINTMENT OF COMMITTEE MEMBERS AND OFFICE BEARERS

The Governance and Nominations Committee makes recommendations to the Board of Governors for the appointment of Committee members and the following Office Bearers:

Vice-Chair of the Board

Board Intermediary

Conveners and Vice-Conveners of the Standing Committees and Sub-Committees.

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 1.3](#) of this Regulation.

12. DISCHARGE OF FUNCTIONS BY THE PRINCIPAL

In accordance with Article 5(5)(e) of *The Robert Gordon University (Scotland) Order of Council 2019*, 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 1.8](#) of this Regulation.

SCHEDULE 1.1: STATEMENT OF PRIMARY RESPONSIBILITIES

This Statement is based on the model statement formerly contained in the *Governance Code of Practice* published by the *Committee of University Chairs (CUC)*, adapted to reflect the functions and duties that the Board derives from its *Statutory Instrument, The Robert Gordon University (Scotland) Order of Council 2019*. It takes account of the minimum priorities contained in the *Scottish Code of Good Higher Education Governance* (2017 edition).

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 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:

- (i) provide education and learning of all types;
- (ii) provide facilities for and encourage and undertake study in research;
- (iii) encourage the advancement, development and dissemination of knowledge; and
- (iv) 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 Executive Officer and Chief Academic Officer of the University and to put in place suitable arrangements for monitoring his/her performance.
- (v) To appoint one or more Vice-Principal(s), a University Secretary and other office holders to have such powers as the Board may see fit.
- (vi) To appoint a Chancellor as the titular Head of the University.
- (vii) 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.

- (viii) To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk management, means of evaluating the governing body's own performance and clear procedures for handling internal grievances and 'whistleblowing' complaints and for managing conflicts of interest.
- (ix) To establish processes to monitor and evaluate the performance and effectiveness of the Board of Governors itself.
- (x) To conduct its business in accordance with best practice in higher education corporate governance and with the *Nine Principles of Public Life in Scotland* drawn up by the Committee on Standards in Public Life, i.e.

Duty

Selflessness

Integrity

Objectivity

Accountability and Stewardship

Openness

Honesty

Leadership

Respect

- (xi) To protect the reputation and values of the institution.
- (xii) To employ staff and other contractors and regulate their employment.
- (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 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 ensure, in conjunction with Academic Council, the quality of the institution's educational provision and adequate provision for the general welfare of students.
- (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.

SCHEDULE 1.2: CODE OF CONDUCT FOR GOVERNORS

1. INTRODUCTION AND CONTEXT

The *Scottish Code of Good Higher Education Governance* underpins the sector's commitment to high standards of governance. Governing bodies have a responsibility to lead by example, guiding the development of the institution's ethics and values and demonstrating these in the governing body's own actions. This means that they must show leadership and integrity not only in the decisions they make but also in the way they conduct their business. The *Scottish Code of Good Higher Education Governance* states that "members of a governing body, collectively and individually, must act in accordance with the Nine Principles of Public Life in Scotland, which should be the foundation for the governing body's behaviours and its decision-making process".

In addition to the *Scottish Code of Good Higher Education Governance*, Governors are requested to familiarise themselves with the requirements of *The Robert Gordon University (Scotland) Order of Council 2019* as well as the following documents:

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

2. 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 *Nine Principles of Public Life in Scotland*:

- **Duty** - you have a duty to uphold the law and act in accordance with the law and the public trust placed in you. You have a duty to act in the interests of the public body of which you are a member and in accordance with the core functions and duties of that body.
- **Selflessness** - you have a duty to take decisions solely in terms of public interest. You must not act in order to gain financial or other material benefit for yourself, family or friends.
- **Integrity** - you must not place yourself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence you in the performance of your duties.
- **Objectivity** - you must make decisions solely on merit and in a way that is consistent with the functions of the public body when carrying out public business including

making appointments, awarding contracts or recommending individuals for rewards and benefits.

- **Accountability and Stewardship** - you are accountable for your decisions and actions to the public. You have a duty to consider issues on their merits, taking account of the views of others and must ensure that the public body uses its resources prudently and in accordance with the law.
- **Openness** - you have a duty to be as open as possible about your decisions and actions, giving reasons for your decisions and restricting information only when the wider public interest clearly demands.
- **Honesty** - you have a duty to act honestly. You must declare any private interests relating to your public duties and take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership** - you have a duty to promote and support these principles by leadership and example, and to maintain and strengthen the public's trust and confidence in the integrity of the public body and its members in conducting public business.
- **Respect** - you must respect fellow members of your public body and employees of the body and the role they play, treating them with courtesy at all times. Similarly, you must respect members of the public when performing duties as a member of your public body.

These principles are more fully explained in the [Ethics Policy](#).

Under the terms of [The Robert Gordon University \(Scotland\) Order of Council 2019](#), Governors are personally responsible for:

- ensuring the University complies with the provisions of [The Robert Gordon University \(Scotland\) Order of Council 2019](#);
- 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.

3. FUNCTIONS AND DUTIES

Governors must ensure decisions taken by the Board are in accordance with the functions and duties of the Board, as detailed within Article 5 of [The Robert Gordon University \(Scotland\) Order of Council 2019](#) and in accordance with the University's Objects detailed within Article 4. 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.

4. 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 1.3](#).

5. 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.

6. FAILURE TO COMPLY

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

SCHEDULE 1.3: 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 Department for Governance and Academic Quality 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.

SCHEDULE 1.4: 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 and where, in the view of the Chair, the business does not merit the convening of a special meeting, or a quorum for a special meeting of the Board or a meeting of the Chair's Committee cannot be achieved. 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.

Alternatively, the Chair, or in his/her absence the Vice-Chair, may seek the views or approval of the Board through electronic communication/mail.

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 University Secretary 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 University Secretary, shall determine the agenda for all meetings of the Board, provided always that the Principal and the University Secretary 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 University Secretary 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 University 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 University Secretary 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 Office Bearers

- (i) The Chair of the Board shall convene the Chair's Committee and the Governance and Nominations Committee.
- (ii) On the recommendations of the Governance and Nominations Committee, the Board shall choose persons from its own number to hold the following offices:
 - (a) Vice-Chair of the Board, who shall also act as Vice-Convener of the Chair's Committee and the Governance and Nominations Committee);
 - (b) Conveners of the following Standing Committees:

Audit Committee
Finance and General Purposes Committee
Staff Governance Committee
Remuneration Committee
 - (c) Vice-Conveners of the following Standing Committees:

Audit Committee
Finance and General Purposes Committee
Staff Governance Committee
 - (d) Board Intermediary.
- (iii) The holders of all offices referred to in [paragraph 8.2\(ii\)](#) 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.
- (iv) The maximum period of office for Office Bearers shall normally be four 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 1.5: 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 1.6: GUIDANCE NOTES ON THE ROLE OF STAFF AND STUDENT GOVERNORS

1. The role of staff (including Trade Union-nominated Governors) 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 or nomination 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 1.7: ELECTION OF STAFF GOVERNORS

1. ACADEMIC STAFF

Arrangements for the election of academic staff are in terms of Article 10(2) of *The Robert Gordon University (Scotland) Order of Council 2019*.

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 10(2) of *The Robert Gordon University (Scotland) Order of Council 2019*.

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

3. PROCEDURE

- (i) The University Secretary, 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 1.8: THE EXECUTIVE

Composition

Ex Officio

Principal and Vice-Chancellor (Convener)
University Secretary and Vice-Principal for Corporate Services
Vice-Principal for Academic Development and Student Experience
Vice-Principal for Economic Development
Vice-Principal for Research and Community Engagement
Vice-Principal for Strategy and Planning

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 University 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.

SCHEDULE 1.9: ELECTION AND APPOINTMENT OF THE LAY CHAIR

1. INTRODUCTION

1. The following process and rules for the election of the lay Chair have been prepared in accordance with the requirements of the *Higher Education Governance (Scotland) Act 2016 (HEGSA)*. HEGSA refers to the position of 'Senior Lay Member of the Governing Body' which at the Robert Gordon University is the position referred to as the 'lay Chair'. The appointment of the lay Chair is conducted through three stages:
 - (i) advertisement, application and interview;
 - (ii) election; and
 - (iii) appointment.
2. The following regulations will be the basis for the drafting of further information and communications regarding the process for appointment of the lay Chair to students, staff, applicants and candidates.

2. ELIGIBILITY FOR APPOINTMENT

3. Independent Governors are eligible to be appointed as lay Chair, but the role may not be held simultaneously with another role on the Board of Governors.
4. In keeping with the key requirement for the lay Chair to be independent and to be perceived to be so, enrolled students of the University, the Chancellor, the Principal and members of staff of the University are not eligible to be lay Chair.
5. No former member of staff or student of the University shall be eligible to be appointed until a period of four years has elapsed from the date they ceased to be a student or member of staff.

3. TERM OF OFFICE AND EXTENSION TO THE TERM OF OFFICE

- 6.1 Appointment to the position is for a term of four years. Where an existing member of the Board is elected to serve as Chair, that member should automatically begin a new term of membership linked to the office.
- 6.2 On the recommendation of the Governance and Nominations Committee, the Board of Governors will have the discretion to extend the term of office of the incumbent lay Chair for a further period of up to four years.
 - (i) Before making such a recommendation, the Governance and Nominations Committee will take into consideration whether the incumbent lay Chair had served a substantial period on the Board prior to commencing the period of office as lay Chair.

- (ii) Such a recommendation may be on no more than two occasions relating to the incumbent lay Chair, and is subject to the periods of proposed extension not exceeding a maximum of four years.
- (iii) The incumbent Chair of the Board will recuse themselves from all deliberations of the Governance and Nominations Committee and of the Board of Governors whilst such a recommendation is being discussed.

4. GOVERNANCE AND NOMINATIONS COMMITTEE, APPOINTMENT COMMITTEE AND CRITERIA

7. Where a vacancy for the position of lay Chair arises, the Governance and Nominations Committee of the Board of Governors will have responsibility for devising the relevant criteria for appointment to the role of lay Chair. These should include: the availability, skills, knowledge and experience considered by the Appointment Committee to be necessary or desirable, to discharge the role and to command the trust of the Board of Governors, Academic Council, and the wider staff and students of the University.
8. Where a vacancy for the position of lay Chair arises, the Board of Governors will establish an Appointment Committee. The Appointment Committee will have responsibility for:
 - (i) ensuring the efficiency and fairness of the process for filling the position;
 - (ii) promotion and advertisement of the vacancy, in a manner suitable for bringing the vacancy to the attention of a broad range of persons; and
 - (iii) the publication of anonymised data on the number of applicants, and, so far as consent to disclosure has been received from the applicants, the characteristics listed in §149(7) of the *Equality Act 2010* in relation to applicants, those invited to attend interview, and the candidates considered entitled to stand in the election thereafter.
9. As required by HEGSA, any advert for the position must include:
 - (i) the functions exercisable by the lay Chair,
 - (ii) a summary of the relevant criteria with respect to the position and states how more information about the relevant criteria can be obtained, and
 - (iii) an explanation of:
 - (a) the process for filling the position;
 - (b) how the application form in relation to the position can be obtained;
 - (c) that reimbursement is offered of expenses incurred in connection with attending an interview and campaigning in an election for the position;
 - (d) that remuneration and allowances are available in connection with the holding of the position.

10. Where an application appears to the Appointment Committee to show that the applicant meets the relevant criteria with respect to the position, then in accordance with HEGSA the applicant will be invited to an interview conducted by the Appointment Committee or a sub-committee thereof. If the applicant satisfies the committee at such an interview that the applicant meets the relevant criteria, the applicant is entitled to stand as a candidate in an election for the position.
11. The Appointment Committee may decide to engage an external recruitment consultancy to assist it in discharging its responsibilities. The Appointment Committee must, however, take all decisions on whether an application received meets the relevant criteria and ensure any consultants engaged in the process operate within a clear remit.
12. As required by HEGSA, the membership of the Appointment Committee will include at least one student and one member of staff of the University. The Board of Governors will determine the further membership of the Appointment Committee as appropriate, subject to it being convened by an independent member of Board of Governors, normally the Vice-Chair of the Board of Governors. Members of the Appointment Committee shall normally be members of the Board of Governors. The incumbent lay Chair will not be a member of the Appointment Committee or participate in the appointment process. No individual who applies for the position may be a member of the Appointment Committee. Members of the Committee may not endorse candidates in the election. Subject to the foregoing requirements, the Appointment Committee will, as far as possible, have an appropriate balance of members in terms of its gender diversity and other protected characteristics.

5. ELECTION RULES

13. Where more than one applicant is deemed by the Appointment Committee (or a sub-committee thereof) to meet the criteria to stand for election, and has confirmed their intention to stand as a candidate, an election will be arranged. If only one candidate meets the criteria for election or the number of candidates in the election, either prior or during the process, subsequently falls to below two then in accordance with HEGSA the election will be postponed until the election can be held with more than one candidate standing (and the vacancy will be re-advertised). The remaining candidate will continue to be entitled to stand as a candidate in the subsequent rearranged election without further interview.
14. The University Secretary shall be the Returning Officer for the election. If for any reason the University Secretary is unavailable, the Board of Governors will appoint a Returning Officer. The Returning Officer will be responsible for managing the electoral process, including the arranging of the announcement of candidates and their election statements, arrangements for voting and the electoral roll, the application of the election rules herein, including with regard to the content of election statements, considering complaints raised in relation to the conduct of campaigning and the election itself, imposing sanctions as appropriate.
15. The University will make available on its website to all electors the names of the candidates, and should candidates wish, their photograph and an election statement which will be limited to 1000 words. Statements will be approved by the Returning Officer prior to publication. Open meetings for candidates to address students and staff/members of the Board of Governors will

be organised by the University. Any other campaigning activity and reimbursable expenses will be regulated through rules agreed by the Appointment Committee (refer to the [Annex](#) to this Schedule).

16. In accordance with HEGSA, the following persons are entitled to vote in an election:
 - (a) the members of the Board of Governors,
 - (b) the students of the University, defined as students fully enrolled on the date at which the electoral roll is closed. Students given temporary enrolment will not be eligible to vote.
 - (c) the staff of the University, defined as any individual who has a salaried contract of employment with the University at the date the electoral roll is closed. Any individuals engaged on temporary services, zero hours and honorary contracts are not entitled to vote.
17. No individual is entitled to cast more than one vote in the election. Each vote cast in the election carries equal weight.
18. The election will be conducted through electronic voting via a secure online voting system administered by election management professionals appointed by the University. Each member of the relevant constituency shall be issued by email with a notice of the ballot, a link to the election statements of the candidates and instructions on how to cast their vote. Names on the ballot will include only their first/given name (or name known by) and surname/family name. Where a member of the electorate is unable to vote electronically, the University will, if requested, be required to make reasonable arrangements for the elector to have access to facilities to cast their vote, in a manner and timeframe approved by the Returning Officer.
19. The Appointment Committee will determine the dates of the election period but which will be during recognised semester times and outwith main assessment periods. Where a change of circumstances occurs which, in the opinion of the Returning Officer, renders the voting period insufficient to enable a representative vote to be obtained under the special conditions ruling at the time, the Appointment Committee may agree to extend the said voting periods as they consider necessary.
20. The candidate who secures a simple majority of the total number of votes cast shall be declared the winner. Where there is a tie, the winner shall be determined by lot under the supervision of the Returning Officer. Candidates will be invited to attend the declaration of the result or, in their absence, to send a person as their representative.
21. The validity of any election shall not be affected by any defect in the procedure in carrying out such an election or infringement of these Election Rules unless:
 - (i) on the application of a candidate or an individual designated as a candidate's representative made to the Returning Officer; or
 - (ii) at the instigation of the Returning Officer where she/he becomes aware of such a potential defect in the procedure or any potential infringement of these Election Rules,

and after due enquiry, considers that a defect or infringement has had or may have an adverse impact on a fair and free election.

In those circumstances the Returning Officer will make such arrangements and/or apply such sanctions as the Returning Officer considers reasonable and proportionate to remedy and/or to provide redress for the harm caused by the procedural defect or infringement of these Election Rules. Such arrangements and sanctions may include but are not limited to, permitting all or some candidates to provide additional materials to the electorate, pausing or suspending the election, extending the election period, rescheduling the election, rejecting campaign expense claims, disqualifying candidates and/or declaring the election to be invalid.

22. Any appeals against the decision of the Returning Officer will be considered in the first instance by the Convener of the Appointment Committee appointed by the Board of Governors to oversee the election process who may rule on the appeal or choose to refer the matter for decision by the Appointment Committee. Such appeals must be submitted in writing to the Clerk to the Appointment Committee within 48 hours of the decision having been made. Appeals will only be considered on the grounds of procedure or prejudice. The decision of the Appointment Committee will be final and there is no further route of appeal.

6. ARRANGEMENTS IN THE EVENT OF A DELAY IN THE PROCESS

23. If for any reason there is a substantive delay in an election taking place due to there being only one candidate or due to an election having to be re-run, and where this results in the period of office of the incumbent lay Chair ceasing before a successor is appointed, the Vice-Chair of the Board of Governors (or if he or she is a candidate in the election another independent member appointed by the Board of Governors) will undertake the role of lay Chair until a successor is appointed.

7. REMUNERATION AND TERMS OF APPOINTMENT

24. In accordance with the [Higher Education Governance \(Scotland\) Act 2016](#), the person appointed may request remuneration and allowances in respect of their service as lay Chair. It is the responsibility of the Remuneration Committee to consider and recommend to the Board of Governors the level of remuneration to be provided.
25. The person elected shall be subject to the Board of Governors' terms and conditions of appointment, and regulate their conduct in accordance with the highest standards of governance, as set out in the *Nine Principles of Public Life in Scotland* and the University's *Statement of Primary Responsibilities*, adherence to which is part of the terms of the appointment of all members of the Board of Governors. In addition, the person elected is subject to the [Charities and Trustee Investment \(Scotland\) Act 2005](#) which provides for circumstances under which an individual is disqualified from serving as a charity trustee and the person elected will be required to confirm that they are not so disqualified as part of their terms and conditions of appointment.

26. (i) In accordance with the *Higher Education Governance (Scotland) Act 2016* (and the *Scottish Code of Good Higher Education Governance*) the lay Chair may be removed as a Governor in the circumstances listed below, provided that a resolution has been passed by three-quarters of the total membership of the Board. The lay Chair will not be eligible to vote:
- (a) in the opinion of the Board the lay Chair becomes unable to continue as lay Chair by reason of physical or mental incapacity;
 - (b) the lay Chair has been convicted of a criminal offence;
 - (c) in the opinion of the Board the lay Chair has been involved in behaviour bringing them or the University into disrepute;
 - (d) in the opinion of the Board the lay Chair is in breach of the *Charities and Trustee Investment (Scotland) Act 2005*;
 - (e) the lay Chair has breached a contract between themselves and the University, or the lay Chair has materially breached any policy or procedure of the University or the *Code of Conduct for the Board of Governors*.
- (ii) The lay Chair who is removed by the Board in accordance with paragraph 26(i) above shall have the right to appeal the Board's decision. An appeal shall be submitted in writing to the University Secretary within 10 working days of the Chair receiving the notification of their removal from the Board. The appeal will be considered by the University Chancellor, who will also receive a report of the circumstances from the Board Intermediary. The Chancellor shall have the right to request such further information or evidence as they see fit. The Chancellor shall normally confirm their decision within 20 working days of receiving the appeal from the University Secretary. The decision of the Chancellor shall be final.

Annex 1: Chair of the Board of Governors: Role Description and Person Specification

1. Leadership

- (a) The Chair is responsible for the leadership of the Board of Governors. As Chair of its meetings, he/she is responsible for ensuring that the necessary business of the Board of Governors is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of public business.
- (b) The Chair should ensure, inter alia through a good working relationship with the Conveners of the Committees of the Board of Governors, that Committee business is carried out in a proper manner, efficiently and effectively, and that regular and satisfactory reports are presented to the Board of Governors.
- (c) The Chair shall ensure that the Board of Governors acts in accordance with the instruments of governance of the University and with the University's internal rules and regulations, and should seek advice from the Secretary to the Board in any case of uncertainty.
- (d) The Chair shall ensure that the Board of Governors exercises collective responsibility, that is to say, that decisions are taken corporately by all members acting as a body. The Chair will encourage all members to work together effectively, contributing their skills and expertise as appropriate, and will seek to build consensus among them.
- (e) The Chair shall ensure that the Board of Governors operates a procedure for the regular review of the performance the Board. This is likely to include conducting one to one meetings with Board members on a regular basis as a means of reviewing the performance of individual members of the Board.
- (f) The Chair will be formally and informally involved in the process for the recruitment of new members of the Board of Governors, and should encourage all members to participate in induction events organised by the University.
- (g) The Chair will be responsible for the objective-setting, appraisal/review of the performance of the Principal and Vice-Chancellor and will make recommendations to the Remuneration Committee accordingly.
- (h) The Chair will liaise closely, and meet regularly, with the Secretary to the Board in execution of the duties of the Board of Governors. The Chair may also provide feedback on performance of the Secretary to the Board.

2. Standards

- (a) The Chair is responsible for the leadership of the Board of Governors. As Chair of its meetings, he/she is responsible for ensuring that the necessary business of the Board

of Governors is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of public business.

- (b) The Chair shall ensure that the Secretary to the Board maintains an up-to-date Register of the Interests of members of the Board of Governors, and shall request from the members a full and timely personal disclosure. The Chair shall ensure that any conflict of interest is identified, exposed, and managed appropriately, in order that the integrity of Board of Governors business shall be and shall be seen to be maintained.
- (c) As a member of the Board the Chair has a responsibility to ensure that the Board of Governors complies with its obligations as a governing body of a Charity in Scotland, exercises efficient and effective use of the resources of the University for the furtherance of its charitable purposes, maintains its long-term financial viability, and safeguards its assets, and that proper mechanisms exist to ensure financial control and for the prevention of fraud.

3. The Business of the University

- (a) As part of the Board the Chair has a responsibility to ensure that the Board of Governors exercises control over the strategic direction of the University, and that the performance of the University is adequately assessed against the objectives which the Board of Governors has approved.
- (b) The Chair shall at all times act in accordance with established protocols for the use of delegated authority or Chair's Action. All instances of the use of delegated authority or Chair's Action should be reported to the Board of Governors.
- (c) The Chair shall endeavour to establish a constructive and supportive but challenging working relationship with the Principal and Vice-Chancellor, recognising the proper separation between governance and executive management, and avoiding involvement in the day-to-day executive management of the University.
- (d) The Chair of the Board shall convene the Chair's and Governance and Nominations Committees in addition to being an ex-officio member on the Staff Governance, Finance and General Purposes and Remuneration Committees.

4. The External Role

- (a) The Chair shall represent the Board of Governors and the University externally. The Chair will be a member of the Committee of University Chairs (CUC) and the Committee of Scottish Chairs.
- (b) The Chair may be asked to advocate on behalf of the University.
- (c) The Chair shall be asked to play a major role in liaising between key stakeholders and the University, and/or in fundraising. This role in particular should be exercised in a carefully co-ordinated fashion with the Principal.

5. Personal

- (a) The Chair shall have a strong personal commitment to higher education and the values, aims and objectives of the University.
- (b) The Chair shall at all times act fairly and impartially in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate.
- (c) The Chair shall attend all meetings of which he/she is Chair or a member, or give timely apologies if absence is unavoidable.
- (d) The Chair shall make him/herself available to attend induction/training events organised by the University.
- (e) The Chair will receive feedback on his/her performance as Chair via the performance review process outlined in 1(e) above and via the Board intermediary.
- (f) The likely overall time commitment required of the Chair for the effective conduct of the duties of the post is approximately 50 days a year. This time would include attendance at meetings, preparation for meetings, attendance at graduation ceremonies and other University events, as appropriate, and regular meetings with University officers.
- (g) The period of office of the Chair shall be a fixed term of four years.

6. Person Specification

Essential:

- experience in leading on strategic issues within a complex organisation;
- professional expertise in areas relevant to the successful operation of a complex organisation, in particular in relation to finance, commerce, human resources, risk management and organisational change;
- experience of chairing meetings;
- knowledge and/or understanding of governance in complex organisations and an awareness of the principles of public life; and
- understanding of strategic planning, financial planning and budgetary processes.
- must be available to meet the time commitments and able to attend the University at short notice. The expectation is therefore that the successful candidate will be located in the region.

Desirable:

- experience of key bodies relating to education in general, and higher education in particular and/or relevant charities or public/government organisations;
- knowledge/experience of fundraising and development with an established and relevant network within the North East of Scotland; and
- knowledge of the international environment – particularly in relation to higher education.

Annex 2: Guidance and Rules on the Conduct of Candidates in Lay Chair Elections

1. Campaigning may only be undertaken during the period specified by the Returning Officer. No campaigning should be undertaken by candidates until they have been notified of that period permitted by the Returning Officer.
2. Each candidate shall be entitled to provide a photograph and election communication of not more than 1000 words which will be made available to the electorate by the University.
3. Candidates in an election will be invited to attend an 'Open Meeting' before an audience of students, at which candidates will have the opportunity to address the audience and take questions.
4. Candidates in an election will be invited to attend an 'Open Meeting' before an audience of staff/Board of Governors members, at which candidates will have the opportunity to address the audience and take questions.
5. Candidates may have only one website presence for the purpose of any campaign. Candidates may not use pre-existing websites for the promotion of their campaign. Candidates may utilise personal Social Media platforms for the promotion of their campaign but University social media channels may not be used.
6. The distribution of any other campaign materials beyond that set out above, whether in electronic or hard-copy format (including poster campaigning), is not permitted.
7. Travel expenses incurred by each candidate for attendance at interview or to attend the 'Open Meetings' will be reimbursed subject to being consistent with the University's policy on expenses and will normally be limited to £500 per candidate.
8. Use of pre-existing email, phone or mailing group/lists by candidates for the purpose of promoting their campaign is not permitted. Harvesting of data from any such lists for campaign purposes is also not permitted.
9. Candidates may canvass individuals known to them. Unsolicited canvassing of other voters by email, mail or phone using University directories or resources is not permitted. As noted at paragraph 2 above, the University will ensure that the candidate's statement is made available to voters.
10. A breach of these rules may result in the disqualification of a candidate by the Returning Officer. All complaints should be directed to the Returning Officer.

SCHEDULE 1.10: APPOINTMENT OF THE CHANCELLOR

1. INTRODUCTION

1. The Chancellor is appointed by the Board of Governors as the titular head of the University who confers degrees and other academic distinctions. The following process and rules for the appointment of the Chancellor will be the basis for the drafting of further information and communications regarding the process for appointment of the Chancellor to students, staff and potential candidates.

2. ELIGIBILITY FOR APPOINTMENT

2. In keeping with the key requirement for the Chancellor to be independent they must have no actual or perceived conflict of interest; (conflicts of interest are defined in the [Conflict of Interest Policy](#)). Consequently, members of the Board of Governors, including the Principal, enrolled students of the University, and members of staff of the University are not eligible to be Chancellor.
3. No former member of the Board of Governors, members of staff or student of the University shall be eligible to be appointed until a period of four years has elapsed from the date they ceased to be a member of the Board of Governors, student or member of staff.

3. PERIOD OF OFFICE

4. Appointment to the position is for a period of four years, and may be extended for a further period of up to four years (being a total maximum of eight years).

4. EXPENSES

5. The role of Chancellor is an honorary role; travel and subsistence expenses are paid but there is no salary.

5. NOMINATIONS

6. Where a vacancy for the position of Chancellor arises, the Governance and Nominations Committee of the Board of Governors will have responsibility for reviewing the relevant criteria for appointment to the role of Chancellor (see [Appendix](#)). These should include: the availability, values, profile, skills and experience considered to be necessary or desirable, to discharge the role and to command the trust of the Board of Governors, Academic Council, and the wider staff and students of the University.

7. Where a vacancy for the position of Chancellor arises or will arise, the Governance and Nominations Committee will have responsibility for:
- (i) ensuring the efficiency and fairness of the process for filling the position; and
 - (ii) the publication of anonymised data on the number of nominations, and, so far as consent to disclosure has been received from the applicants, the characteristics listed in §149(7) of the *Equality Act 2010* in relation to those nominated.

6. REMOVAL FROM OFFICE

8. The Chancellor may be removed in the circumstances listed below, provided that a resolution has been passed by three-quarters of the total membership of the Board:
- (i) in the opinion of the Board the Chancellor becomes unable to continue as Chancellor by reason of physical or mental incapacity;
 - (ii) the Chancellor has been convicted of a criminal offence; or
 - (iii) in the opinion of the Board, the Chancellor has been involved in behaviour bringing the Chancellor and/or the University into disrepute.

Annex: Role Description and Person Specification for Chancellor

1. Role Description for the Chancellor

Summary

The Chancellor is the titular and ceremonial head of the University and plays an important ambassadorial role for the University. The Chancellor acts as an advocate for the University, helping to raise the University's profile and advance its interests nationally and internationally.

The Chancellor is appointed to this role by the Board of Governors, and will initially serve a period of office of four years (which may be extended up to a maximum of eight years) subject to Board approval.

Key Responsibilities

The Chancellor acts as an ambassador and advocate for the University, both within the UK and internationally. The Chancellor's key responsibilities are:

- to preside and confer degrees at the University's graduation ceremonies;
- to help the University to promote its achievements and to enhance its profile both nationally and internationally;
- to participate in a number of the University's publicly-facing activities including development and alumni relation events when appropriate.

The University has two main diets of Graduations in Aberdeen and occasional international graduation ceremonies.

The role of Chancellor is an honorary role; travel and subsistence expenses are paid but there is no salary.

2. Person Specification for the Chancellor

Where a vacancy for the position of Chancellor arises, the Governance and Nominations Committee of the Board of Governors will have responsibility for reviewing the relevant criteria for appointment to the role of Chancellor (see [Schedule 1.10 Appointment of the Chancellor](#)). These should include: the availability, values, profile, skills and experience considered to be necessary or desirable, to discharge the role and to command the trust of the Board of Governors, Academic Council, and the wider staff and students of the University.

The Chancellor of Robert Gordon University **must**:

- share the *University's Strategy and Core Values* and, in particular, recognise the importance of higher education, learning and research;
- be a highly respected individual, with a positive public profile that resonates with students and staff;
- have demonstrated excellence in his/her field of endeavour and command the respect of the University's communities;
- have strong public-speaking skills, capable of inspiring a diverse range of audiences.

It is also **desirable** that the Chancellor has one or more of the following characteristics:

- a global profile and connections;
- a willingness to actively support the University in its development and alumni relation activities.

The University is committed to equality and diversity, and wishes to encourage nominations for candidates from diverse backgrounds, with a broad range of skills, and experience.