

Board of Governors' Handbook

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Appendix: Statement of Primary Responsibilities: Mapping Document (not included under review)

1 INTRODUCTION

1.1 OVERVIEW OF ROBERT GORDON UNIVERSITY

The origins of Robert Gordon University (RGU) date back to the 18th century. Founded by the legacy of Aberdeen merchant Robert Gordon, the institution continued to evolve in the 19th and 20th centuries with further substantial funding and bequests which allowed the institution to grow and develop and, in 1992, it was awarded university status.

RGU has a mission to transform people and communities by providing excellent teaching, research and enterprise opportunities to contribute to economic, social and cultural development and environmental sustainability. Throughout its development, the University has gone from strength to strength and has remained true to its roots by maintaining a focus on the provision of high quality vocational education and relevant curriculum which provides learners with the skills they require to thrive throughout their careers. It is known as an innovative, inclusive, and professionally-focused institution that has a positive impact on those it serves.

The University has a significant track record in skills and workforce development both nationally and internationally. RGU has an outstanding reputation for teaching.

As one of the UK's top 10 universities for overall student satisfaction* (National Student Survey 2022), our applied learning, strong industry links, state-of-the-art facilities and demand driven courses ensure our students have a fantastic experience at University, while gaining the knowledge and skills required for a successful career.

- Our Aberdeen Business School was named the Business School of the Year 2020 for their work-based learning, teaching and the innovative approaches of staff (Times Higher Education 2020 Awards)
- 2nd in Scotland for personal tutors (Student Crowd 2022) thanks to our efforts in supporting students as they transition to university, access support services and help them thrive beyond course work.
- 2nd in Scotland for learning community (National Student Survey 2022)
- 2nd in Scotland for learning opportunities (National Student Survey 2022)
- Top 10 in the UK* and top three in Scotland for student satisfaction (National Student Survey 2022)
- 2nd in Scotland for teaching quality (The Times and Sunday Times Good University Guide 2023)

- 3rd in Scotland and the UK for student experience (The Times and Sunday Times Good University Guide 2023)
- 2nd in Scotland for satisfied with assessment (Guardian University Guide 2023)

Our success is reflected in our national profile where it has been consistently ranked highly for employability and has an unparalleled reputation for producing graduates which are highly sought after by employers.

- 1st in Scotland and 3rd in the UK (excluding small, specialist institutions) for employability and/or further study (HESA Graduate Outcomes 2022)
- 1st in Scotland and 2nd in the UK in the graduate employment rate measure (QS Graduate Employability Rankings 2022)

Innovation and entrepreneurship are threaded throughout and we will provide students with the transferable skills, enterprising knowledge, attitudes and behaviours to adapt to changes throughout their careers.

- Our launch of the RGU [Startup Accelerator](#) contributed to our recognition by the Herald Higher Education awards for outstanding business engagement
- Our collaboration with Scotmas Group Ltd to develop a new and innovative method of producing disinfectants without harmful by-products for use in hospitals, water supplies and food production applications, won innovation of the Year at the Scottish Knowledge Exchange Awards 2021

Further information is available at www.rgu.ac.uk/about/facts-figures and www.rgu.ac.uk/about/governance/equality-diversity/staff-statistics.

Financial performance against Key Performance Indicators is reported annually in the [Annual Report and Financial Statements](#).

1.2 ORGANISATIONAL STRUCTURE

1.2.1 Schools

The academic activities of the University are grouped into the following 11 Schools (see www.rgu.ac.uk/study/academic-schools):

- Aberdeen Business School
- Gray's School of Art
- School of Applied Social Studies

- School of Computing
- School of Creative and Cultural Business
- School of Engineering
- School of Health Sciences
- School of Nursing, Midwifery and Paramedic Practice
- School of Pharmacy and Life Sciences
- Scott Sutherland School of Architecture and Built Environment
- The Law School
- There is also a Graduate School (www.rgu.ac.uk/research/our-research-degrees).

1.2.3 Research

RGU has a reputation for internationally excellent and world leading research (www.rgu.ac.uk/research) that is of direct benefit to society. Our research generates improvements in the quality of life, helps support more innovative businesses, unlocks cultural creativity and contributes towards a more successful and sustainable economy. In short, RGU's research makes a difference. We have research activity in each of our eleven Schools.

RGU's postgraduate research students (PGR) join a community that is supported within the Graduate School which was established in 2016. Beyond direct research supervision by our highly experienced staff, the Graduate School coordinates all of our postgraduate research activities from admissions through to successful completion of degrees. It also provides an innovative training and development programme, incorporating the Postgraduate Certificate Researcher Development, which improves our students' employability potential as well as themed workshops for our supervisory base.

1.2.3 Professional Support Departments

The work of the University is supported by a number of central departments, viz:

- Academic Administration
- Admissions
- Alumni and Fundraising
- Business Development

- Centre for Employability and Community Engagement
- Commercialisation
- Communications and Marketing
- Department for Governance and Academic Quality (incorporating the Office of the University Solicitor)
- Department for the Enhancement of Learning, Teaching and Assessment (DELTA)
- Entrepreneurship and Innovation Group
- Estates and Property Services
- Financial Services
- Human Resources
- IT Services
- Library Services
- Occupational Health and Environmental Safety
- Planning and Insight
- Recruitment
- Research Office
- RGU Sport
- Student Life (including Inclusion and ResLife)
- The Gatehouse Design and Print Consultancy
- Widening Access and Participation

1.3 INSTITUTIONAL MANAGEMENT

Responsibility for the executive management of the University is delegated by the Board of Governors to the Principal and Vice-Chancellor¹ who in turn is supported by the Executive².

¹ www.rgu.ac.uk/about/our-leadership/board-of-governors/professor-steve-olivier-the-principal

² www.rgu.ac.uk/about/our-leadership/the-executive

The composition of the Executive is:

- 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

Individual members of the Executive have specific institutional and line management responsibilities. These are summarised in the [management structure diagram](#)³.

In terms of the governance of the University, the Board of Governors and Academic Council are the two senior University committees. The current [committee structure](#)⁴ is shown schematically.

The associated committee remits and memberships are detailed in the [Organisational Regulations](#)⁵. The Organisational Regulations in respect of the Board of Governors and its Committees are contained in *Organisational Regulation 01* and *Organisational Regulation 02* respectively.

2 POWERS, FUNCTIONS, DUTIES AND RESPONSIBILITIES OF THE BOARD OF GOVERNORS

2.1 STATUTORY CONTEXT

The University is formed as a “body corporate” under the terms of a *Statutory Instrument*. Since December 2019, the University’s constitutional basis has been contained within the [Robert Gordon University \(Scotland\) Order of Council 2019](#)⁶.

The Board of Governors exercises the powers, functions, duties and responsibilities on behalf of the University. The Board has all the powers of a natural person and may, where appropriate, delegate these powers and functions.

³ www.rgu.ac.uk/about/our-leadership/management-structure

⁴ www.rgu.ac.uk/about/committees

⁵ www.rgu.ac.uk/organisationalregulations

⁶ www.rgu.ac.uk/about/governance/board-of-governors

As a body corporate, the University has a separate legal personality from that of its individual members or governors. The University is, amongst other things, able to own property, hold licences and enter into contracts in its own right. In general terms, therefore, Governors will not incur personal liability for actions taken in the course of their role as governor providing that they have acted honestly, reasonably and in accordance with University's policies and procedures.

The *Statutory Instrument* requires the Board to adopt and publish a *Statement of Primary Responsibilities* (see [Organisational Regulation O1: Board of Governors, Schedule 1.1](#)) and also specify personal responsibilities of Board members. This has been incorporated in a Code of Conduct (see [Organisational Regulation O1 – Board of Governors, Schedule 1.2](#)).

2.2 THE ROLE OF GOVERNORS

To assist in clarifying how key aspects of the Board's responsibilities are achieved/enacted a *Statement of Primary Responsibilities: Mapping Document* is produced (see [Appendix](#) to this Handbook). This takes account of the [Scottish Code of Good HE Governance 2023](#)⁷ and is reviewed annually by the Board's Governance and Nominations Committee.

Two key areas of the role of the Board of Governors relate to **compliance** and to **institutional performance**. The former focuses on the responsibility of the Governors to ensure that the executive carries out its work to the highest standards of probity and fully satisfies the need for public accountability. The latter involves the Governors as active players in securing the optimum performance of the University as a whole of which they form a part. They themselves are expected to contribute to the performance and share responsibility for success and failure. It is also important for Board members to understand the distinction between governance and management.

In exercising its responsibilities for the overall strategic direction of the University, the Board shall, in particular:

- Oversee the University's activities
- Determine its mission and future direction
- Foster an environment in which the University's objects⁸ are achieved

⁷ www.scottishuniversitygovernance.ac.uk/2023code/

⁸ Objects of the University:
 (a) provide education and learning of all types;
 (b) provide facilities for and encourage and undertake study and research;
 (c) encourage the advancement, development and dissemination of knowledge; and
 (d) encourage and provide facilities for design, development, consultancy and testing.

- Provide strategic input on all material policy or other matters affecting the University
- Establish and monitor systems of control and accountability, including financial and operational controls and risk assessment
- Review and monitor the management of the University and its performance.

The Board of Governors delegates the day-to-day operational functions to the Principal and Vice-Chancellor and the University's Academic Council of which the Principal is Chair. The Principal, in turn, is assisted and advised by the Executive (see [Section 1.3](#) above). The remit of the Executive is to advise the Principal and Vice-Chancellor on matters relating to strategy, policy, development and implementation and review (see also [Organisational Regulation O1: Board of Governors, Schedule 1.8: The Executive](#)).

A key part of the Executive's remit is to provide the Board with regular reports throughout the session on the:

- implementation of the Strategic Plan;
- monitoring the University's performance against agreed Key Performance Indicators (KPIs); and
- implementation of the University's [Risk Management Policy](#)⁹.

2.3 STRATEGIC PLANNING

The Board of Governors is actively involved in the strategic planning of the University. It contributes to the formulation and the approval of the strategy and the planning of its delivery. To help monitor the overall performance of the University in implementing and achieving its strategy, KPIs have been adopted which are periodically reviewed at meetings of the Board of Governors.

In addition to approving the University's overall strategy and annual Business Plan, the Board will ensure that key operational strategies, including those for Human Resources, Estates and Finance are approved and regularly reviewed. The Board will be supported in this respect, as appropriate, by its main Standing Committees i.e. the Staff Governance Committee and the Finance and General Purposes Committee. In addition, it will receive assurance from Academic Council that other key operational strategies including Teaching and Learning, Research and Commercialisation are reviewed and updated as appropriate.

⁹ www.rgu.ac.uk/files/328/University-Policies/968/Risk-Management-Policy.pdf

The key engagements of the Board in the annual strategic planning cycle are contained within the *Statement of Primary Responsibilities: Mapping Document* (see [Appendix](#) to this Handbook).

2.4 FINANCIAL ACCOUNTABILITY

The *Financial Memorandum*¹⁰ between the Scottish Funding Council (SFC) and the University sets out the terms and conditions on which grant is made. The Board of Governors is responsible for ensuring that conditions of grant are met. As part of this process, the University must adhere to the Funding Council's audit code of practice which requires it to have sound systems of financial and management control. The University is a chartered corporation and has charitable status.

Specifically the Board's financial responsibilities are to:

- ensure the solvency of the University;
- safeguard the University's assets;
- ensure the effective and efficient use of resources;
- ensure that the funds provided by the Funding Council are used in accordance with the terms and conditions specified in the University's Financial Memorandum with the Funding Council;
- ensure that financial control systems are in place and are working effectively;
- ensure that the University complies with the Funding Council's audit code of practice;
- approve the University's Strategy;
- approve annual estimates of income and expenditure (Budget) and the Financial Forecasts;
- approve the Annual Report and Financial Statements;
- appoint the University's internal and external auditors.

The following Committee's play key roles in supporting the Board to discharge these responsibilities.

¹⁰ www.sfc.ac.uk/governance/institutional-sustainability-governance/institutional-sustainability-governance.aspx

2.4.1 Finance and General Purposes Committee

The Finance and General Purposes Committee is responsible for considering the following prior to submitting to the Board for its approval:

- ensuring that all the financial implications of the University's strategic plans are taken into account.
- considering the financial implications of the University's capital programme.
- the proposed allocation of resources between academic and non-academic areas.

Monitoring of the University's financial position and financial control systems is also undertaken by the Finance and General Purposes Committee.

In pursuit of this the Committee will:

- examine annual estimates and accounts.
- ensure that short term budgets are in-line with agreed longer term plans and that they are followed.
- ensure that the Board of Governors has adequate information to enable it to discharge its financial responsibilities.

The remit of the Finance and General Purposes Committee and its composition are set out in [Organisational Regulation O2, Schedule 2.3](#).

2.4.2 Audit Committee

Universities are required by their Financial Memorandum with the Funding Council, and by the Funding Council's audit code of practice, to appoint an Audit Committee. The Committee is independent, advisory and reports to the Board of Governors. It has the right of access to obtain all the information it considers necessary and to consult directly with the internal and external auditors. The Committee is responsible for identifying and approving appropriate performance measures for internal and external audit and for monitoring their performance. It must also satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness.

The remit of the Audit Committee and its composition are set out in [Organisational Regulation O2, Schedule 2.1](#).

2.5 NON-FINANCIAL AREAS OF ACCOUNTABILITY

There are a number of non-financial areas for which the Board has accountability. These include:

- health and safety;
- equality and diversity;
- environmental sustainability
- ensuring that, on behalf of the Board, Academic Council is discharging its delegated responsibilities for academic quality and standards.

Health and safety¹¹ is the subject of formal reports to the Board at least annually, with updates submitted to the Staff Governance Committee.

The University has to comply with reporting duties including:

- Public Sector Equality Duty (PSED) reporting¹²; and
- Public Bodies Climate Change annual reporting¹³.

In terms of academic quality and standards, there are formal reports from Academic Council submitted to each meeting of the Board. Through this the Board receives:

- the outcomes of external Institutional Review as carried out by the Quality Assurance Agency (QAA) for Higher Education;
- a detailed Report from the University's Annual Appraisal exercise (this covers *inter alia* KPIs, Student Performance Data, student feedback/evaluation, comments from external examiners) and focuses on aspects of the student experience and matters relating to academic quality and standards. This informs the annual statement to SFC on internal review activity which the Board is required to endorse;
- an overview of student recruitment data;
- outcomes of quality/accreditation events, involving external peers;
- an annual overview of student appeals and complaints;
- key items arising from Academic Council meetings; and

¹¹ www.rgu.ac.uk/health-and-safety

¹² www.rgu.ac.uk/about/governance/equality-diversity/equality-reports

¹³ <https://sustainablesotlandnetwork.org/reports/robert-gordon-university>

- full minutes of Academic Council meetings are issued to Board members.

The Scottish Funding Council (SFC) requires institutions to provide an annual report on institution-led review and enhancement activities, signed off by the governing body¹⁴. This is submitted at the end of September each year.

2.6 GOVERNORS AS AMBASSADORS FOR THE UNIVERSITY

Governors act as ambassadors for the University, promoting its work and enacting its values and mission. You will be encouraged to attend a wide range of University events, including Graduations and other award ceremonies, and to become involved in the University community.

Governors may be asked, from time to time, to undertake a specific external 'ambassadorial' role in support of the University. Such a role must be exercised in a carefully coordinated fashion with other senior officers and relevant staff of the University, in accordance with our policies and principles of Scottish public life and Governors will always be fully briefed by the University to enable them to carry it out effectively.

Governors may also be asked to use personal influence and networking skills on behalf of the University or to play an engagement role in liaising between key stakeholders and the University, such as initially brokering professional and strategic relationships, development in fundraising and development activities.

3 PROCEDURES FOR THE CONDUCT OF THE BOARD OF GOVERNORS' BUSINESS

3.1 MEETINGS

Regulations and procedures governing the frequency of meetings and the conduct and order of business at meetings of Governors are set out in [Organisational Regulation O1, Schedule 1.4: Standing Orders](#).

Where meetings are held by virtually on Microsoft Teams, remote meeting protocols are observed.

3.2 CONFLICTS OF INTEREST

Board members must disclose any private or financial interests which could give rise to a conflict of interest.

¹⁴ www.sfc.ac.uk/quality/quality-universities/quality-universities.aspx

The University maintains a Register of Interests¹⁵ for members of the Board of Governors and external members of Board Committees which is reviewed annually.

At meetings of the Board, any member who has a private, personal or financial interest in any matter under discussion must declare an interest and may be required to withdraw from the meeting.

Board members should refer to *Organisational Regulation 01, Schedule 1.3: Procedure for the Declarations of Interest by Governors*, to inform themselves about their specific obligations in this area.

3.3 DUTIES AND RESPONSIBILITIES OF THE CHAIR

The Chair is responsible for the leadership of the Board of Governors and ultimately to the stakeholders for its effectiveness. The Board of Governors approved a role description for the Chair and this is available in *Annex 1 of Organisational Regulation 01: Board of Governors, Schedule 1.9*.

As Chair of its meetings, they should promote its well-being and efficient operation, ensuring that its members work together effectively and have confidence in the procedures that have been laid down for the conduct of business.

The Chair should take particular care that the Board of Governors observe the *Nine Principles of Public Life in Scotland*¹⁶ applicable to all public bodies and that Committees, which play a central role in the proper conduct of the Board of Governors' business, report appropriately to the Board of Governors. The Chair should also ultimately be responsible for ensuring that the Board of Governors operates in an effective manner, discusses those issues which it needs to address and dispatches its responsibilities in a business-like way.

Through leadership of the Board, the Chair plays a key role in the business of the University but should not be drawn into the day-to-day executive management. For the Board to be effective, there must be a constructive and challenging working relationship between the Chair and the Principal and Vice-Chancellor, as executive head of the University, with both parties recognising that their roles are formally distinct. The relationship should be mutually supportive but must also incorporate the checks and balances imposed by the different roles.

¹⁵ www.rgu.ac.uk/about/our-leadership/board-of-governors/

¹⁶ See *Organisational Regulation 01, Schedule 1.2*

The Chair's specific duties include:

- Meetings of the Board
 - Chairing meetings of the Board of Governors.
 - Agreeing the agenda for meetings of the Board.
 - Calling extraordinary meetings of the Board where matters require urgent attention requiring, in his/her view, to be addressed by the full Board.
 - More detailed information on the authority of the Chair with regard to meetings is set out in [Organisational Regulation O1, Schedule 1.4: Standing Orders](#).
- The Principal
 - Carrying out the annual review of the performance of the Principal and agreeing with the Principal their targets for the succeeding year. In this regard the Chair should ensure that appropriate reports on this matter are also referred to the Remuneration Committee.
 - Receiving notification from the Principal of any overseas trips to be undertaken by them, together with any necessary supporting information to assure the Chair that the trip is being undertaken in line with the established policies of the University and public probity.
- Representation
 - The Chair shall represent the Board of Governors and the University externally.
 - Representing the University at meetings of the Committee of Scottish Chairs (CSC) and the Committee of University Chairs (CUC).
 - [Annual Stakeholders' Public Meeting](#) – In accordance with the [Scottish Code of Good HE Governance](#) and in addition to normal meetings of the Board of Governors, the University is expected to hold an annual stakeholder meeting in public. It is expected that the Chair and other representatives of the governing body, including the Principal, will give an account of the University's performance and should be available to answer questions.

Role of Vice-Chair

The Vice-Chair is to preside at the meetings of the Board and is to exercise the functions of the Chair of the Board in the absence of the Chair of the Board. Therefore, the Vice-Chair may be required to act on behalf on the Chair over the whole range of functions of the Chair ranging from convening meetings of the Board to attending external meetings such as CUC.

Importantly, in the event of the position of Chair becoming vacant, the Vice-Chair will act as Chair until the election of a next Chair of the Board.

Board Intermediary – Appraisal of Chair

In accordance with the [Scottish Code of Good HE Governance](#), the Board has established an office bearing position of *Board Intermediary*. A key function of the role is to ensure an annual meeting is held with members of the Board of Governors, without the Chair present, to appraise the Chair's performance.

3.4 DUTIES AND RESPONSIBILITIES OF STANDING COMMITTEES

Details of the tasks which the Board has delegated to its Standing Committees are set out in [Organisational Regulation O2](#).

Committees should ensure that they do not exceed their remits and distinguish between issues on which they have delegated powers and those matters which they must remit to the Board for decision.

Remits of the main Standing Committees (Finance and General Purposes, Staff Governance and Audit Committees) are normally reviewed annually. In addition, each Standing Committee undertakes an evaluation of effectiveness, normally on an annual basis, and this includes consideration of how well the remit has been executed. The Minutes of all Standing Committees are issued to members of the Board and the Conveners of those Standing Committees highlight any key issues at Board meetings as appropriate.

3.5 CORPORATE RESPONSIBILITIES

It is essential that Governors should exercise their responsibilities in a corporate manner. They should make decisions within the constitutional framework of the Board of Governors and its Committees. Members should not conclude Board business on an ad hoc basis, acting individually or in informal groupings.

3.6 ROLE OF SECRETARY

The University Secretary is the Secretary to the Board and is responsible for ensuring that the Board acts within its powers and follows proper procedures working in close liaison with the Chair and Principal. The Secretary should be in attendance at all meetings of the Board and all of its Committees.

The Secretary to the Board will advise members of the Board of Governors, both individually and collectively, about their responsibilities and how these should be discharged. In particular, they have a responsibility to alert the Board if any proposed

action would be *ultra vires* or in breach of legislation to which the University is subject. The Secretary may seek advice from the University's Solicitor on legal aspects.

4 MATTERS RELATING TO MEMBERSHIP OF THE BOARD OF GOVERNORS

4.1 COMPOSITION

Under the terms of the [Robert Gordon University \(Scotland\) Order of Council 2019](#), the Board should have a maximum of 22 Governors.

The Order of Council also sets out the following categories of membership:

- (a) The Chair
- (b) The Principal
- (c) Five members of staff of the University:
 - (i) one appointed by Academic Council;
 - (ii) one elected by academic staff of the University from among the academic staff; and
 - (iii) one elected by the support staff of the University from among the support staff;
 - (iv) one being nominated by a trade union from among the academic staff who are members of a branch of a trade union that is recognised by the University for negotiation purposes; and
 - (v) One being 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.
- (d) Two Governors elected by the students in processes agreed with the Student Union.
- (e) Up to 13 other Independent Governors.

4.2 APPOINTMENT OF OFFICE BEARERS

The Governance and Nominations Committee (see [Section 4.3](#) below) has responsibility for making recommendations to the full Board on the appointment of Office Bearers (i.e. Chair and Vice-Chair of the Board, Conveners and Vice-Conveners of Standing Committees, and the Board Intermediary). In preparing its nominations, the Committee will seek the views of the Board members using appropriate mechanisms.

Office Bearers are appointed on an annual basis and the normal maximum period of appointment is three years. For more specific information relating to Office Bearers, see [Organisational Regulation O1, Schedule 1.4, paragraph 8.2](#).

4.3 APPOINTMENT OF INDEPENDENT GOVERNORS

The following arrangements apply to the appointment of Independent Governors:

(a) Nominating Procedure

Vacancies for Independent Governors are normally widely publicised. From time to time adverts may be placed in the press seeking individuals who are interested in serving as a Board member. In addition, any person selected for election for the role of Chair of Board, may also be considered as a future Board member.

The Governance and Nominations Committee is also keen to receive nominations to build up a pool of potential external Committee members and Board applicants for the future. There is a [Nomination Form](#) for this purpose. It is important to note that anyone nominated in this capacity will be approached to confirm their commitment to Board membership prior to being considered by the Committee.

In selecting Board members, potential candidates may be invited for an informal meeting with members of the Committee. The Governance and Nominations Committee pays particular attention to the Board's [Skills Matrix](#) in this regard.

(b) Selection Procedure

In selecting nominees to go forward to the full Board of Governors, the Governance and Nominations Committee must have regard to the needs of the University and the age, occupations, and gender distribution of existing members, to ensure a good balance of expertise, skills and independence. The Committee would take cognisance of the "Role Description" for Independent Governors as set out in [Organisational Regulation O1, Schedule 1.5](#) and the process for new Independent Governor appointments, see [Organisational Regulation O1](#).

(c) Reporting to the Board of Governors

The Governance and Nominations Committee submits a report to the Board of Governors making recommendations on the nominees to fill any current vacancies for Independent Governors. A rationale for the selection of each of the nominees should be provided. Governors shall be advised that the names of those not selected for nomination could be made available on request on a confidential basis. The Committee also reports to the Board in respect of recommendations for the reappointment of Independent Governors.

(d) **Composition of the Governance and Nominations Committee**

The composition of the Governance and Nominations Committee is set out in [Organisational Regulation O2, Schedule 2.4](#). In order to ensure objectivity and openness, an independent external member(s) is included in the membership of the Committee.

4.4 APPOINTMENT/ELECTION OF STAFF MEMBERS

The following arrangements apply to the appointment of staff members of the Board of Governors:

- (i) one member is appointed by Academic Council from among its members;
- (ii) one member one elected by academic staff of the University from among the academic staff;
- (iii) one member is one elected by the support staff of the University from among the support staff.

Rules for the election of staff Governors referred to under (ii) and (iii) above are set out in [Organisational Regulation O1, Schedule 1.7](#).

4.5 APPOINTMENT/ELECTION OF STUDENT MEMBERS

The Student Association is responsible for conducting elections (normally in March/April each year) which includes the election of Executive members from whom representative on the Board are elected. The students will commence their term of office at the start of the academic session.

4.6 PERIOD OF OFFICE

Members of the Board of Governors normally hold office for a period of four years. The term of office normally commences on 1 January. The normal maximum period of continuous service for Independent Governors is eight years. In exceptional circumstances, however, the Board may extend the term served by an Independent Governor by up to a further two years to give a maximum of ten years' service as such a Governor.

Staff Governors appointed or elected under Article 7 of the [Robert Gordon University \(Scotland\) Order of Council 2019](#) shall hold office for a maximum of four years. No Governor appointed or elected under Article 7 shall remain as a Governor if they cease to be a member of staff of the University. The period of office of Staff Governors shall normally commence on 1 January.

Student Governors elected under Article 7 of the [Robert Gordon University \(Scotland\) Order of Council 2019](#) shall hold office for a maximum of two years. They shall not remain as a Governor if they cease to be a student of the University.

4.7 INDUCTION

When members of the Board of Governors are appointed, they are provided with a comprehensive pack of information including the following:

- Board of Governors' Handbook (with links to inter alia, the [Robert Gordon University \(Scotland\) Order of Council 2019](#), the Statement of Primary Responsibilities Mapping Document, Code of Conduct and the Scottish Funding Council (SFC's) Financial Memorandum
- *Annual Report and Financial Statements*: www.rgu.ac.uk/about/financial-information-statements
- *Current Outcome Agreement* with SFC: www.rgu.ac.uk/about/our-strategy/outcome-agreement
- *The Scottish Code of Good HE Governance*: www.scottishuniversitygovernance.ac.uk/
- *The Quality Assurance Agency for Higher Education's Enhancement-Led Institutional Review Report 2021*: www.rgu.ac.uk/elir
- *Advance-HE: Getting to Grips with Being a New Governor*: www.advance-he.ac.uk/knowledge-hub/getting-grips-being-new-governor
- *Charity Trustee Guidance*: www.oscr.org.uk/guidance-and-forms/managing-a-charity-guidance/
- *The University's Strategy*: www.rgu.ac.uk/about/our-strategy

An induction event is held for new members when an opportunity is provided for the Chair, Principal and Secretary to the Board to give a briefing on the University and the role of the Board of Governors. A tour of the University's estate is offered on request.

New Board members are encouraged to attend appropriate Advance-HE development events and in particular they would normally attend the event for Scottish Governors which is normally held in the autumn.

Board members may also find further helpful information developed by Advance-HE at www.advance-he.ac.uk/governance.

4.8 ATTENDANCE AT MEETINGS

Attendance at Board and Committee meetings is critically important and all Governors are asked to attend all meetings, as far as is practically possible. The attendance of Governors at meetings is a matter of public record, annually published as part of the Corporate Governance statement in the *Annual Report and Financial Statements*.

4.9 TERMINATION OF APPOINTMENT/RESIGNATION

The Organisational Regulations provide that staff and student Governors, however nominated or elected, cease to hold office if they cease being a member of staff or student respectively.

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

4.10 REMOVAL FROM OFFICE

Organisational Regulation O1, in accordance with the *Higher Education Governance (Scotland) Act 2016*¹⁷ (and the *Scottish Code of Good HE Governance*) provides that a Governor 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.

- (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*.

¹⁷ www.legislation.gov.uk/asp/2016/15/contents/enacted

5 OPENNESS AND TRANSPARENCY IN THE OPERATION OF THE BOARD OF GOVERNORS

5.1 PROCEEDINGS OF THE BOARD OF GOVERNORS

As a general principal, information about the proceedings of the Board of Governors should be accessible to staff and students of the University. To facilitate this, copies of the Minutes of the Board of Governors meetings are published on the web. However, items of confidential business, particularly matters relating to named individuals or whose disclosure might have an effect on current legal procedures, negotiations or transactions between the University and any other body, which have been minuted separately, shall be excluded from this circulation. The papers for each Board meeting are also published on SharePoint for open access by staff and students. Some papers are not included as they contain sensitive and commercially confidential information.

5.2 ANNUAL REPORT AND FINANCIAL STATEMENTS

Copies of the University's *Annual Report and Financial Statements*, once approved by the Board of Governors, are made widely available both internally and externally by the Financial Services Department.

The *Annual Report and Financial Statements* include a list of all Governors who have served during the year and a statement which covers the responsibilities of the Board of Governors in relation to financial management and the financial aspects of corporate governance.

In addition, the *Annual Report and Financial Statements* include a Corporate Governance Statement of the University which sets out the legal status and broad constitutional arrangements of the institution. Together, these statements are designed to give readers of the *Annual Report and Financial Statements* an understanding of the governance procedures applied by the University's Board of Governors in fulfilling its obligations on behalf of the wider community.

5.3 POLICY AND PROCEDURE ON DISCLOSURES IN THE PUBLIC INTEREST (WHISTLEBLOWING)

The purpose of the University's *Policy and Procedure on Disclosures in the Public Interest (Whistleblowing)*¹⁸ is to set out the mechanisms which are available to individuals to make a complaint alleging malpractice by others. It is not intended as a substitute or replacement for other existing procedures. Complainants should ensure that other options have been considered fully before invoking the *Policy and Procedure on*

¹⁸ www.rgu.ac.uk/whistleblowing

Disclosures in the Public Interest (Whistleblowing), e.g. the [Grievance Policy and Procedure](#)¹⁹ and the [Complaints Handling Procedure](#)²⁰.

Under the [Public Interest Disclosure Act 1998](#)²¹ employees who whistle blow are protected under the Law provided they act in good faith and provided they have genuine reason to believe that there has been serious malpractice within the organisation in which they work. The University's *Policy and Procedure on Disclosures in the Public Interest (Whistleblowing)* addresses the case of allegations made by employees but also provides for the possibility of allegations made by students and by Governors.

6 RESPONSIBILITIES AND DUTIES AS A CHARITABLE TRUSTEE

6.1 OVERVIEW

As a charity trustees, Governors have a number of both individual and collective duties and responsibilities. The [Office of the Scottish Charity Regulator \(OSCR\)](#)²² monitors the operation of charities and provides guidelines on compliance with the [Charities and Trustee Investment \(Scotland\) Act 2005](#)²³.

The following section outlines the key compliance requirements of Governors as charity trustees.

6.2 GOVERNORS DUTIES AND RESPONSIBILITIES AS CHARITABLE TRUSTEES

To ensure that there are no members that should not legally be in the position

- Section 69 of the *Charities and Trustee Investment (Scotland) Act 2005* outlines where a person is disqualified from acting as a trustee.
- An example of this would be someone who has been disqualified from being a company director or someone who has been previously removed from being a charity trustee.

To act in the interest of the charity

- The charity's interests must be put before the interests of any other person or institution.

¹⁹ www.rgu.ac.uk/files/328/University-Policies/940/Grievance-Policy-and-Procedure.pdf

²⁰ www.rgu.ac.uk/complaints

²¹ www.legislation.gov.uk/ukpga/1998/23/contents

²² www.oscr.org.uk

²³ www.legislation.gov.uk/asp/2005/10/contents

- Any conflict of interest must be declared.

To seek, in good faith, to ensure that the charity operates in a manner that is consistent with its objects or purposes

- It is crucial to act honestly and reasonably when acting on the charity's behalf.
- The affairs it participates in must reflect its charitable purpose.

To act with care and diligence that is reasonable to expect of a person managing the affairs of another person

- A charity trustee is required to act with care and ensure the charity is run responsibly and in compliance with the *Charities and Trustee Investment (Scotland) Act 2005*.
- Collectively, charity trustees must protect the charities reputation, finances and reduce any risks.

To ensure that the institution is complying with the *Charities and Trustee Investment (Scotland) Act 2005* and any other relevant legislation

- The charity trustees must act in compliance with the *Charities and Trustee Investment (Scotland) Act 2005* and any other relevant legislation.
- They must understand what the governing documents stipulate and adhere to all the necessary regulations.

To be aware that charity trustees as a body are collectively or corporately responsible for all the activities of a charity

- All members should be involved in each decision made by the charity and not just those that they specialise in.
- Members should act as one board or committee to ensure that they comply with legislative and regulatory requirements.
- If there is a failure in the duty of care, there is an obligation to take reasonable steps in rectifying the situation.

To ensure that you are complying with additional duties for charity trustees:

1. Ensuring that the [Scottish Charity Register](#)²⁴ is kept up to date (this contains essential information on charities)²⁵
 - Consent must be sought before taking certain actions such as: amending your charity's purposes; changing your charity's name and winding up or dissolving your charity.
 - Consent must be requested 42 days before the planned change.
2. Reporting relevant information to the OSCR. This includes:
 - [Annual Monitoring](#)²⁶
 - [Charity Accounting](#)²⁷
 - [Making Changes to your Charity](#)²⁸
3. Complying with section 44 of the *Charities and Trustee Investment (Scotland) Act 2005* in respect of Financial Record Keeping and Reporting. This legislation makes it essential for trustees to:
 - keep proper accounting records;
 - prepare a statement of accounts, including a report on its activities, at the end of each financial year.

All records must be retained for 6 years from the end of the financial year in which they were made.
4. Fundraising
 - Trustees have a responsibility to take control of how their charity fundraises.
5. Providing Information to the Public
 - Trustees must ensure that legal requirements are met when referring to their charitable status providing information about their charity to the public.

²⁴ www.oscr.org.uk/about-charities/search-the-register/register-search/

²⁵ www.oscr.org.uk/managing-a-charity/making-changes-and-reorganising/making-changes-to-your-charity/making-changes-to-your-charity/

²⁶ www.oscr.org.uk/managing-a-charity/annual-monitoring/

²⁷ www.oscr.org.uk/managing-a-charity/charity-accounting/

²⁸ www.oscr.org.uk/managing-a-charity/making-changes-and-reorganising/making-changes-to-your-charity/making-changes-to-your-charity/

7 THE BOARD OF GOVERNORS: REVIEWING EFFECTIVENESS

The review of the Board's effectiveness involves the following mechanisms, viz:

7.1 ANNUAL REVIEW

The University's Strategy is supported by an annual *Business Plan* and *Risk Register* which is monitored at meetings of the Board of Governors throughout the year.

7.2 EVALUATION QUESTIONNAIRES

The Board uses self-evaluation questionnaires and it is intended that such evaluation of effectiveness should occur annually. In addition, the Board's Standing Committees undertake self-evaluation, normally on an annual basis.

7.3 GOVERNANCE AND NOMINATIONS COMMITTEE

The Governance and Nominations Committee has a role in reviewing aspects of Board effectiveness at least annually.

7.4 EXTERNALLY-FACILITATED EVALUATION

The University is required under the [Scottish Code of Good HE Governance](#)²⁹ to arrange for externally-facilitated evaluation of Board effectiveness normally not less than every five years.

²⁹ www.scottishuniversitygovernance.ac.uk/2023code/