SCOTTISH STATUTORY INSTRUMENTS

# 2007 No. 116

# EDUCATION

## The Queen Margaret University, Edinburgh (Scotland) Order of Council 2007

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| *Made - - - -* | *22nd February 2007* |
| *Laid before the Scottish Parliament* | *2nd March 2007* |
| *Coming into force - -* | *24th March 2007* |

At the Council Chamber, Whitehall, the 22nd day of February 2007

By the Lords of Her Majesty's Most Honourable Privy Council

Their Lordships, in exercise of the powers conferred upon Them by sections 45 and 60 of the Further and Higher Education (Scotland) Act 1992(**a**) and of all other powers enabling Them in that behalf, order as follows:

**Citation and commencement**

**1.** This Order may be cited as the Queen Margaret University, Edinburgh (Scotland) Order of Council 2007 and shall come into force on 24th March 2007.

**Interpretation**

**2.**—(1) In this Order, unless the context otherwise requires, the following expressions have the meanings respectively assigned to them:

"all other staff" shall mean all staff of the University other than those referred to as academic staff in article 4(2)(d)(ii);

"Chancellor" means the person appointed under article 11;

"Court" means the body referred to in article 4;

"lay member" means a member of the Court, not being a member of the staff of the University or a student;

"member" means a member of the Court;

"Memorandum of Association" and "Articles of Association" mean the Memorandum and Articles of Association of the University;

"the objects of the University" means the objects set out in the Memorandum of Association(**b**);

(**a**) 1992 c.37, to which amendments have been made, but none relevant to this Order.
(**b**) The Memorandum of Association was amended, conditionally on the coming into force of this Order, by resolution of its members on 7th February 2007.

"the 1994 Order" means the Queen Margaret College, Edinburgh (Scotland) Order of Council 1994(**a**);

"Principal" means the person appointed to the office of Principal and Vice-Chancellor under article 12 or any person authorised, whether for the purposes of this Order or otherwise, for the time being to act as Principal and Vice-Chancellor of the University and "Vice-Principal" shall be construed accordingly;

"Secretary" means the person appointed under article 13;

"Senate" means the body referred to in article 14;

"student" means an enrolled student of the University or a sabbatical officer of the student association of the University; and

"the University" means Queen Margaret University, Edinburgh(**b**).

**Powers of the Court**

**3.**—(1) The Court shall carry out the objects of the University and shall have all powers necessary to carry out those objects, which powers shall be exercised by the Court on behalf of and in the name of the University either in the Court's sole capacity or with others.

(2) Those powers shall include (without imposing any limitation on those powers) power to–

(a) admit students to, and manage all aspects of their education at and relationship with, the University;

(b) establish a Senate to discharge functions delegated to it by the Court in accordance with article 14 relating to–

(i) the academic work of the University;

(ii) conferring on any person higher and other education awards including degrees, diplomas, certificates and other academic awards or distinctions and honorary degrees; and

(iii) depriving the recipient of an award (referred to in paragraph (2)(b)(ii)) of that award;

(c) create and maintain fellowships, scholarships, studentships and other prizes;

(d) create and maintain codes of conduct and regulations required for the maintenance of standards and good order within the University;

(e) enter into contracts;

(f) form and maintain arrangements with any person;

(g) acquire, hold or dispose of any legal entity or business;

(h) acquire, hold and dispose of any of the undertakings, rights, assets or liabilities of the University;

(i) charge fees for any service provided by the University;

(j) buy, hold, lease, construct and sell any heritable or moveable property (including stocks, shares, loans and intellectual property rights) and to borrow and to give or take security of all types;

(k) invest University monies and assets as it sees fit;

(l) approve student bodies or entities or associations;

(m) create and own intellectual property or any discovery or invention of any type and to exploit these commercially;

(n) establish and maintain an alumni association;

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(**a**) S.I. 1994/2371.

(**b**) The name of the University was changed in accordance with section 49 of the Further and Higher Education (Scotland) Act 1992 from Queen Margaret College, Edinburgh to Queen Margaret University College, Edinburgh by resolution of its members on 17th March 1999 and consent of the Privy Council on 22nd January 1999, and from Queen Margaret University College, Edinburgh to Queen Margaret University, Edinburgh by resolution of its members on 13th December 2006 and consent of the Privy Council on 14th December 2006.

(o) employ staff;

(p) make pension arrangements for staff and to provide benefits to staff, their spouses, partners, dependents and others; and

(q) exercise the organisational functions listed in article 4(9).

**The Court**

*Composition*

**4.**—(1) The governing body of the University is the Court.

(2) The membership of the Court shall not exceed 24 persons and shall comprise–

(a) lay members of a number determined in accordance with paragraph (3), being not less than 12 and not more than 16, appointed by the Court in accordance with its rules and procedures from time to time with the aim of the Court having a broad range of skills and experience represented on it;

(b) the Principal;

(c) the Vice-Principal, or if there are 2 Vice-Principals, both of them, or if there are more than 2 Vice-Principals, such 2 Vice-Principals as are nominated by the Principal;

(d) 3 members of staff of the University–

(i) one appointed by the Senate from among its members who are academic staff;

(ii) one elected by the academic staff of the University from among the academic staff; and

(iii) one elected by all other staff of the University from among such staff; and

(e) 2 student members, being the president of the students' association representing the student body of the University approved from time to time by the Court for this purpose and one other office-bearer of the association to be selected by the association.

(3) The Court shall from time to time by resolution determine, subject to the limits in paragraph (2)(a), the number of lay members to be appointed under that sub-paragraph.

(4) Each member appointed in terms of paragraphs (2)(b), (c) and (e) is appointed ex officio.

*Election of certain members*

(5) The Court shall–

(a) make rules for the election of members to be elected by the academic staff from among such staff under paragraph (2)(d)(ii); and

(b) make rules for the election of members to be elected by all other staff from among such staff under paragraph (2)(d)(iii).

(6) Any rules made by the Court under paragraph (5) may, after such consultation as the Court sees fit with the academic staff of the University, or all other staff of the University, as the case may be, be revoked and replaced, or varied, by further rules made by the Court from time to time.

(7) The Court shall be responsible for the holding and conduct of any election to be held for the appointment of members under paragraph (2)(d)(ii) or (iii).

*Organisational*

(8) The Court has the entire control and management of the University.

(9) The functions and duties of the Court shall (without imposing any limitation on its general powers as provided for in article 3) include–

(a) overseeing the University's activities, determining its mission and future direction, fostering an environment in which the objects of the University are achieved and providing strategic input on all material policy or other matters affecting the University

(including the adoption and publication of a statement of primary responsibilities of the Court);

(b) appointing and regulating committees of its own members or committees of its own members and other persons;

(c) setting up within the University such departments, schools, faculties and other units of organisation and delegating to them, in accordance with paragraphs (10) to (12), such functions, duties and powers as it sees fit;

(d) employing staff and other contractors and regulating their engagement;

(e) appointing a Chancellor;

(f) appointing a Principal;

(g) appointing one or more Vice-Principals, a Secretary and other office holders to have such powers as the Court may see fit;

(h) making regulations, byelaws and standing orders for the exercise of the functions and duties of the Court acting on behalf of the University;

(i) providing facilities to carry on any activities which are necessary or desirable to enable the University to fulfil its objects;

(j) establishing and monitoring systems of control and accountability including financial and operational controls and risk assessment; and

(k) reviewing and monitoring the management of the University and its performance.

*Delegation*

(10) Subject to paragraphs (11) and (12) and any other provision preventing delegation, the Court shall be entitled to delegate all or any of its functions, powers and duties to any person or body provided that such delegation is approved by a two-thirds majority of the Court.

(11) The following matters are reserved to the Court–

(a) the solvency of the University;

(b) the determination of strategic direction or policy matters affecting the University;

(c) the employment arrangements and monitoring of performance of the Principal;

(d) the consideration of the amendment or revocation of this Order;

(e) the approval of an annual business plan and annual budget;

(f) the strategy for risk management;

(g) the review and the monitoring of the management of the University and its performance;

(h) the appointment and terms of engagement of a Secretary; and

(i) the approval of the University's annual audited accounts.

(12) The Court shall not delegate any matter it considers to be material relating to–

(a) safeguarding the property, assets or undertaking of the University;

(b) approving any significant commercial activities involving the University;

(c) establishing and monitoring systems of control and accountability within the University; or

(d) strategy for establishing and monitoring of any entity with which the University is involved.

**Chair and Vice-Chair of the Court**

**5.**—(1) The Court shall appoint a Chair and a Vice-Chair of the Court from among the lay members appointed under article 4(2)(a).

(2) Any person appointed to the office of Chair or Vice-Chair–

(a) shall hold office for a period determined by the Court;

(b) may resign from office at any time;

(c) may be removed from office by resolution of the Court; and

(d) shall cease to be Chair or Vice-Chair if such person vacates office as a member under article 6.

(3) The Chair shall preside at meetings of the Court.

(4) In the Chair's absence the Vice-Chair shall preside.

(5) If both the Chair and the Vice-Chair are absent then the members shall appoint a Chair from among the members appointed under article 4(2)(a) present at the meeting.

**Members of the Court**

*Period of office*

**6.**—(1) A member (other than a member appointed ex officio) shall hold office for a 3 year term.

(2) On the expiry of that term such member shall be eligible to be reappointed or elected (as the case may be) (as long as they are still eligible in accordance with the other provisions of this Order) for one further term of a maximum of 3 years.

(3) Subject to paragraph (5), such member shall not serve as a member for more than 6 years.

(4) For the purpose of calculating 6 years any period of office as member shall be counted towards the 6 year term.

(5) In exceptional circumstances the Court may extend the term served by a member by up to a further 3 years to give a maximum of 9 years' service as a member.

*Ineligibility of staff to be members*

(6) A person shall be ineligible to be appointed as a member or, where appropriate, to remain in office as a member, other than in the case of a member ex officio or a member appointed in accordance with article 4(2)(d), if the person is a member of the staff of the University.

*Vacation of office of member*

(7) A member shall automatically cease to be a member in the following circumstances–

(a) the member resigns in writing;

(b) the member's estate is sequestrated or a bankruptcy order is made against the member or the member has granted a trust deed for or entered into an arrangement with his or her creditors other than an approved debt payment programme in terms of the Debt Arrangement and Attachment (Scotland) Act 2002(**a**);

(c) in the opinion of the Court he or she becomes unable to continue as a member by reason of physical or mental incapacity;

(d) the member has failed to attend any meetings of the Court or of its committees for more than 6 months otherwise than for a reason approved by the Court;

(e) two thirds of the membership of the Court, excluding the member being considered for removal, decides on good reason to remove a member (other than a member ex officio);

(f) the member becomes ineligible to remain in office under paragraphs (1) to (6);

(g) in the opinion of the Court the member has been involved in behaviour bringing the member or the University into disrepute;

(h) the member dies; or

(i) the member has breached a contract between the member and the University or that member has materially breached any policy or procedure of the University.

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(**a**) 2002 asp 17, prospectively amended by Part 13 of the Bankruptcy and Diligence etc. (Scotland) Act 2007 asp 3.

*Suspension*

(8) Two thirds of the membership of the Court, excluding the member being considered for suspension, shall be entitled on good reason to suspend a member from the Court for any period.

*Filling of vacancies*

(9) Subject to paragraphs (1) to (5), where the office of a member has become vacant under paragraph (7) then a new member shall be eligible to be appointed or elected to fill that vacancy for a term to be approved by the Court.

**Reserved areas of business**

**7.** At any meeting of the Court or a committee of the Court any member who has a conflict of interest (as defined in standing orders made by the Court from time to time) shall withdraw from the whole meeting or the relevant part of the meeting unless invited to remain by the other members of the Court or committee.

**Validity of proceedings of the Court**

**8.**—(1) No failure or defect in the appointment or election of a member and no vacancy in the office of a member shall prevent the Court from acting.

(2) No action or proceeding of the Court or of any committee of the Court shall be invalidated or be illegal by reason of a failure or defect in the appointment or election of a member or a vacancy on the Court.

**Allowances to members of the Court**

**9.**—(1) The Court may reimburse any member for reasonable financial loss, for travelling or subsistence expenses.

(2) In each case such payment shall be in accordance with the policies of the Court.

**Responsibilities of members**

**10.**—(1) The members shall be responsible for discharging the responsibilities of the Court and shall have the personal responsibilities specified in a code of conduct approved by the Court.

(2) All members shall be deemed to be bound by such a code.

(3) That code of conduct shall include the following principles–

(a) ensuring the University complies with the terms of this Order;

(b) promoting the interests of the University;

(c) acting prudently and with reasonable care, skill and diligence;

(d) complying with all legal responsibilities imposed on the members by law;

(e) acting selflessly in the interests of the University;

(f) acting with integrity in good faith, honestly, objectively, accountably and for a proper purpose;

(g) complying with good governance practice and principles;

(h) avoiding or declaring (where appropriate) conflicts of interest or potential conflicts of interest;

(i) not profiting at the University's expense;

(j) not acting in a sectional interest; and

(k) not misusing the position of member.

**Chancellor**

**11.** There shall be a Chancellor, appointed by the Court for such period or periods of office as it shall determine, who shall be the titular head of the University and who shall confer degrees, diplomas and other academic distinctions.

**Principal and Vice-Chancellor**

**12.**—(1) There shall be a Principal and Vice-Chancellor who shall be the chief executive officer of the University and who shall have powers, in the absence of or during any vacancy in the office of Chancellor, to confer degrees, diplomas and other academic distinctions, and to appoint a deputy who, in the absence of both the Chancellor and the Principal, shall have all such powers of conferment.

(2) The Principal shall be appointed by the Court.

(3) The Court shall make arrangements to ensure that such of its functions as are specified in paragraph (4) shall be discharged on its behalf by the Principal.

(4) The Principal shall be responsible for discharging the functions of the Court (other than those properly delegated by the Court to any committee, and those delegated to the Senate by virtue of article 14(2)) relating to the strategic direction and operational management of the University and to discipline.

(5) In discharging the functions specified in paragraph (4) the Principal shall–

(a) be subject to the control and direction of the Court; and

(b) have all the powers and duties of the Court.

**Secretary**

**13.** The Court shall appoint, and agree the terms of engagement of, a Secretary who shall be a person holding a senior administrative or managerial post at the University and who will be responsible for the proper operation and conduct of the affairs of the Court.

**Senate**

**14.**—(1) The Court shall establish a Senate which shall be constituted and regulated in a manner specified by the Court from time to time on the recommendation of the Principal.

(2) The Court shall delegate to the Senate–

(a) its functions relating to the academic work of the University and any functions incidental or ancillary thereto;

(b) its function of conferring on any person higher and other education awards including degrees, diplomas, certificates and other academic awards or distinctions and honorary degrees; and

(c) its function of depriving the recipient of an award (referred to in article 3(2)(b)(ii)) of that award:

provided that the Principal shall be accountable to the Court, having regard to the powers of the Court, for the proper discharge by the Senate of the functions delegated to it in terms of this paragraph.

(3) The Senate shall be responsible for maintaining the academic standards of the University.

(4) In discharging any functions delegated to the Senate by the Court, the Senate shall have all the powers and duties of the Court in relation to those functions and may make recommendations to the Court on such matters as it shall think fit.

(5) The Court shall make arrangements to ensure that the Senate discharges its functions.

**Variation and Revocation of Articles of Association**

**15.** The provisions of the Articles of Association are varied or revoked, as the case may be, to the extent specified in the Schedule.

**The 1994 Order**

**16.** The 1994 Order is revoked.

**Transitional provisions**

**17.**—(1) Any governors in office at the commencement of this Order in accordance with any provisions of the 1994 Order shall be regarded as members for the remainder of their period of office as if they had become members in accordance with the appropriate provision of article 4.

(2) Any members of the Academic Council established under the 1994 Order in office at the commencement of this Order shall be regarded as members of the Senate established under article 14 for the remainder of their period of office.

*Meriel McCullagh*
Deputy Clerk of the Privy Council

# SCHEDULE

Article 15

## Variations and revocations of Articles of Association

1. Article 1A is omitted and the following provision is substituted–

"1A. These Articles shall be subject to the provisions of the Queen Margaret University, Edinburgh (Scotland) Order of Council 2007 (the "Order") in respect of the powers, functions, duties, composition, appointment and proceedings of the Court and of the Senate referred to in the Order.".

2. In Article 2, the following provision is added after the definition of "University"–

"The "Order" shall have the meaning given by Article 1A.".

3. In Article 2, the definition of "Governing Body" is omitted and the following provision is substituted–

"The "Governing Body" means the members for the time being of the Court constituted by article 4 of the Order.".

4. In Article 2, the definition of "Academic Council" is omitted and the following provision is substituted–

"The "Senate" means the body of persons appointed in accordance with article 14 of the Order or, prior to the first such appointment, in accordance with any corresponding provisions of any order revoked by the Order.".

5. Article 19 is omitted and the following provision is substituted–

"19. The Governing Body has the entire control and management of the University.".

6. Articles 26 to 30 and 32 to 35 are omitted.

## EXPLANATORY NOTE

*(This note is not part of the Order)*

This Order makes provision regarding the governance of Queen Margaret University, Edinburgh. The name of the institution was changed from Queen Margaret University College, Edinburgh to Queen Margaret University, Edinburgh by resolution of its members on 13th December 2006 and consent of the Privy Council on 14th December 2006. It was previously changed from Queen Margaret College, Edinburgh to Queen Margaret University College, Edinburgh by resolution of its members on 17th March 1999 and consent of the Privy Council on 22nd January 1999.

The Order establishes a Court as the institution's governing body and a Senate is also established to carry out such functions as are delegated by article 14. The Order replaces all of the provisions of the Queen Margaret College, Edinburgh (Scotland) Order of Council 1994 (S.I. 1994/2371), which is revoked by Article 16, subject to the transitional provisions in article 17.

Article 3 sets out the powers of the Court. Articles 4 to 10 regulate the administration of the Court. Articles 11 to 13 provide for the appointment of a Chancellor, a Principal and Vice-Chancellor, and a Secretary to the Court. Article 14 provides for the establishment of a Senate by the Court and for its constitution and regulation. Article 15 amends and revokes provisions of the institution's Articles of Association, as specified in the Schedule.

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