



Royal Conservatoire
of Scotland

Procedures and Rules for the Election and Appointment of the Chair of the Board of Governors

Introduction

- 1 The following procedures and rules relate to the election and appointment of the Chair of the Board of Governors (the Board), as provided for in the Royal Conservatoire of Scotland Order of Council 2014 ¹ (the 2014 Order).
- 2 The 2014 Order dictates that the Chair is to be appointed by the Board. This is to be done in accordance with sections 3 to 8 of the Higher Education Governance (Scotland) Act 2016 (the Act), and through an appointment process prescribed by the Board.
- 3 The appointment of the Chair is conducted in three stages:
 - (i) open advertisement and application;
 - (ii) shortlisting and interview; and
 - (iii) election.
- 4 The Board is the governing body of the Royal Conservatoire of Scotland (RCS) and all references in the Act to the governing body of a higher education institution shall be taken to refer to the Board.
- 5 The following procedures and rules will be the basis for the drafting of further information and communications regarding the process for appointment of the Chair to students, staff, Board members, applicants and candidates.

Vacancy, the Role of the Appointing Committee and Relevant Criteria

6. Where a vacancy for the position of Chair arises, and in accordance with the requirements of the Act, the Board shall delegate responsibility for the appointment process to the Appointing Committee, which will:
 - (a) devise the relevant criteria for appointment to the role of Chair. These should include: the skills, knowledge and experience considered by the Appointing Committee to be necessary or desirable to discharge the role and to command the trust and respect of the Board, of RCS' Academic Board and of the wider RCS community (including staff and students) along with the expectations around availability and time commitments to carry out the role;
 - (b) ensure the efficiency and fairness of the process for filling the position;
 - (c) promote and advertise the vacancy as widely as possible, this to include the RCS website, and using the services of an external recruitment agency in a manner

¹ As amended by the Royal Conservatoire of Scotland Amendment Order of Council 2020.

suitable for bringing the vacancy to the attention of a broad range of people and in accordance with the requirements set out in section 4 of the Act;

- (d) ensure that the advertisement:
 - (i) sets out the functions exercisable by the Chair;
 - (ii) summarises the relevant criteria with respect to the position and states how more information about the relevant criteria can be obtained;
 - (iii) explains the process for filling the position, how the application form and criteria in relation to the position can be obtained, that reimbursement is offered of expenses incurred in connection with attending an interview or campaigning in an election for the position and that remuneration and allowances are available in connection with the holding of the position;
 - (e) collect anonymised data relating to the protected characteristics, as listed in section 149(7) of the Equality Act 2010, of the applicants; and
 - (f) ensure a commitment to diversity and inclusion, reflecting the desire to attract individuals from underrepresented groups.
7. The membership of the Appointing Committee has a majority of lay governors and (in accordance with the Act) includes at least one student and one member of staff of the RCS and will be convened by the Senior Independent Governor. The incumbent Chair will withdraw from any consideration of or participation in the appointment process. No person who applies for the position may participate in the consideration of the appointment process. If considered necessary and/or desirable by the Board, it may augment the membership of the Appointing Committee for the purposes of the appointment of a Chair, taking account of an appropriate balance of Appointing Committee members in terms of accepted equality and diversity principles.
 8. No constituency involved in the electoral process, including members of the Nominations Committee and Appointing Committee, can endorse particular candidates in the election.
 9. The Appointing Committee will determine the format for applications, specifying any accompanying documentation that applicants may be required to submit including an equality monitoring form.

Shortlisting and Interview

10. The Appointing Committee will consider the applications against the criteria for appointment. Eligibility to be invited to stand for election is determined by applications being made in the correct form (in response to the advertisement) and which applications appear to meet the criteria referred to at paragraph 6(a) above. An initial draft of all those deemed to be eligible to be invited to stand for election will be referred to the Board of Governors for consideration.
11. The Appointing Committee will then reach a final decision and make arrangements to interview all applicants deemed to fulfil the criteria.
12. Applicants who are invited to interview shall also be invited to meet with the Principal.
13. Applicants who are shortlisted will be interviewed in person by the Appointing Committee.

14. Following the interview stage, the Appointing Committee will reach a decision on which applicants have demonstrated that, having met the relevant criteria, they are worthy of being invited to stand for election. The names of these applicants will be sent to the Board together with relevant commentary from the Appointing Committee for information.
15. The Appointing Committee will then provide the names of such approved applicants to the Returning Officer who will make arrangements for an election to take place as set out below.

Eligibility for Appointment as Chair

16. Existing lay Governors of the Board are eligible to be appointed as Chair.
17. Current students and staff of the RCS are not eligible to be Chair and no former member of staff or student of the RCS shall be eligible to be appointed until a period of four years has elapsed from the date that they ceased to be a student or member of staff.
18. Governors of the Board are charity trustees. Applicants seeking appointment to the role of Chair must not be disqualified from serving as a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005. Applicants will be asked to make a formal declaration of this. Applicants should not have previously been removed or suspended from membership of the Board.
19. Applicants must not have any unspent criminal convictions that may have an impact on their ability to fulfil the requirements of the role and will be asked to make a formal declaration of this.
20. Applicants must declare any current or previous involvement in activities, organisations and/or financial affairs (including personal/professional bankruptcy proceedings) to the Returning Officer which may have had, or be deemed to have the potential to have, an adverse impact upon the RCS's reputation.
21. The Chair may hold membership of a political party or organisation but may not hold an elected political office during the term of appointment and may not hold a position with any other tertiary education institution.
22. The person appointed will be required to disclose their interests on the RCS publicly available register of interests.

Candidates for Election

23. Applicants who have satisfactorily demonstrated to the Appointing Committee that they meet the relevant criteria through the process outlined above (paragraphs 10-14) shall be invited to stand as candidates in an election for the position of Chair of the Board.
24. An election shall take place only in the event that there are two or more candidates that have confirmed an intention to stand as a candidate in the election.
25. In the event that the number of candidates falls below two, the election shall be postponed until a new appointment process can be commenced. The Appointing Committee shall commence a rerun election. If a single candidate remains from the postponed election, they shall be entitled to stand as a candidate for the rerun election

without further interview.

Reimbursement of Expenses

26. 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 RCS's policy on expenses and will normally be limited to £500 per candidate.

Returning Officer

27. The Secretary to the Board shall be the Returning Officer for the election. If for any reason the Secretary is unavailable, the Board will appoint a Returning Officer. The Returning Officer will be responsible for managing the electoral process, including arranging the announcement of candidates and their election statements (see paragraph 31 for further details regarding the composition of these statements), arrangements for voting and the electoral roll, the application of the election rules herein, considering complaints raised in relation to the conduct of campaigning and the election itself and imposing an appropriate remedy.

Voting Arrangements

28. The election will be conducted through electronic voting via a secure online voting system, which may be hosted by a third-party provider appointed by the Board. The constituency for this election, as prescribed in the legislation, includes the staff and students of the Conservatoire as well as the members of the governing body. Each member of the relevant constituency shall be issued by e-mail 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 RCS will, if requested and where it is possible, 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.
29. The Appointing Committee will determine the dates of the election period, which will be during recognised term times and out with examination 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 Appointing Committee may agree to extend the said voting periods as they consider necessary.
30. The period from announcement of candidates to close of voting will take no longer than 15 working days. A timetable for election shall be:
Day 1: Public Announcement of candidates and circulation of election statements to the electorate
Day 6: Open Meeting organised by the RCS
Day 7: 09:00 – online voting opens
Day 11: 17:00 – online voting closes
Day 12: Declaration of Result
31. Each candidate shall be entitled to provide a photograph and a short biography. They are required to produce a video of no more than one minute and an election statement of not more than 500 words. These statements are expected to include reference to the candidate's skills, experience, and views regarding the future of the Royal Conservatoire. In advance of these items being disseminated, they will be scrutinised by the Returning Officer for infringements of civil or criminal law, particularly relating to defamatory, threatening, abusive, insulting or otherwise offensive language before being made available to the electorate by the RCS by electronic means. Campaigning activity shall be limited to these requirements. Related reimbursable expenses will be regulated through the Appointing Committee.
32. Candidates will be invited to attend a single Open Meeting (actual or virtual depending on COVID restrictions at the time) organised by the RCS before an audience of students, staff and members of Board, at which candidates will be expected to address the audience and answer questions. A recording of this will be available to view online until voting closes. Those attending the Open Meeting will be required to consent for the recording to be made available online during the period of the election.
33. The Returning Officer will arrange the distribution of election statements electronically and will publicise such statements in equal measure to the eligible voters detailed below.

34. Candidates may have only one website presence (including their video of no more than one minute in length) for the purpose of any campaign. The distribution of any other campaign materials whether in electronic or hard-copy format is not permitted.
35. The Open Meeting will take place in accordance with the timetable set out above and will be overseen by the Returning Officer (or any deputy appointed by the Returning Officer). Every effort will be made to ensure the venue for the Open Meeting is accessible by a meeting held on the RCS campus and/or online by MS Teams Live.
36. Candidates will not have access to the electorate other than via:
 1. The election statement distributed electronically by the Returning Officer on behalf of the candidates;
 2. A video of no more than one minute in length; and
 3. The "Open Meeting".
37. Candidates are not permitted access to the email addresses of electors.
38. Official endorsements of candidates by any organisation, or by individuals representing or perceived to be representing, any organisation are not permitted. Specifically, this includes endorsements by RCS or by any of its constituent parts (whether Schools, Divisions or other units and centres), by any of the recognised campus unions or similar organisations, by the Students' Union or by members of Board.
39. Use of pre-existing e-mail, phone or mailing group/ lists by candidates for the purpose of promoting a candidate's campaign directly or indirectly with the electorate is not permitted. Harvesting of data from any such lists for campaign purposes is also not permitted.
40. 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.

Eligibility to Vote

41. Those eligible to vote in an election shall be:
 - (a) the members of the Board;
 - (b) the students of the RCS, defined as students matriculated on the date at which the electoral roll is closed and sabbatical officers of the students' association; and
 - (c) the staff of the RCS, defined as any individual who has a permanent or fixed-term or salaried contract of employment with the RCS at the date the electoral roll is closed. Any individuals engaged on temporary services, zero hours and honorary contracts are not entitled to vote.
42. Individuals who fall within the definition of both "*staff of the RCS*" and "*student of the RCS*" will have one vote only, and their primary association with the RCS will determine how they are categorised for voting purposes. Where one individual has two staff roles within the RCS, they will have one vote permitted. Where the primary association is disputed, the Returning Officer will determine the primary association.

43. Members of the Board of the RCS who are “*staff of the institution*” or a “*student of the institution*” will only have one vote and will be categorised as either “staff of the institution” and a “student of the institution” for voting purposes.
44. No individual is entitled to cast more than one vote in the election.
45. Each vote cast in the election carries equal weight.
46. Following the expiry of the deadline set for the submission of campaign statements, the election ballot will be open for a period of seven calendar days.
47. The candidate who secures the highest number of the total number of votes cast shall be declared the winner. In the event of a tie between two or more candidates, the winner shall be determined by lot in a manner to be decided by 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, should they wish to do so.
48. 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.

49. Any appeal against the decision of the Returning Officer will be considered in the first instance by the Convener of the Appointing Committee who may rule on the appeal or choose to refer the matter for decision by the Appointing Committee.
50. Such appeals must be submitted in writing to the Convenor of the Appointing 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 Appointing Committee will be final and there shall be no further route of appeal.

Arrangements during a vacancy caused by delay in the Electoral Process

51. Under normal election arrangements, an appointment to the role of Chair will be made in time to enable a brief induction period prior to taking office. However, in the event that the election needs to be rerun (due to either insufficient candidates or withdrawal of candidates before the election leaving only a single candidate or in the event that the

election is declared null and void), the incumbent Chair may be re-appointed for a limited period of up to 12 months, with this re-appointment being subject to the general 9-year cap; failing whom the Vice Chair will act as Chair until such time as a new Chair is appointed. In the event of there being more than one Vice Chair, the Board will decide which Vice Chair should undertake the role of Chair.

Remuneration and Terms of Appointment

52. In accordance with the Act, the person appointed will be offered remuneration at the figure to be determined by the Remuneration Committee. It is the responsibility of the Remuneration Committee to consider and recommend to the Board the level of remuneration to be provided.
53. The person elected shall be subject to the Board's terms and conditions of appointment and regulate their conduct in accordance with the highest standards of governance, as set out in the Board's Statement of Primary Responsibilities and in the role specifications for Chair and for Governor, adherence to which is part of the terms of the appointment of all members of the Board.
54. 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. The person elected will be required to confirm that they are not so disqualified as part of their terms and conditions of appointment. In accordance with the Act and the Scottish Code of Good HE Governance, the RCS Articles of Association set out the procedure for the removal of Governors (including the Chair) where a member has materially breached their conditions of appointment.

Period of Office

55. The candidate who wins the election shall be appointed as Chair for a period of three years. This period may be extended for two further periods of three years (nine in total) by agreement of the Board on the recommendation of the Nominations Committee, without recourse to a further election.
56. During consideration of any reappointment, the Chair, as a member of the Nominations Committee, shall not participate in any decision forming the recommendation to the Board.
57. Any recommendation to re-appoint the Chair will be informed by the following considerations:
 - The length of time the Chair has served on the Board in total, taking into account the statutory requirements of the relevant higher education governance guidance on periods of office applicable at the time;
 - The extent to which the Chair continues to meet the criteria for appointment as Chair; and
 - The extent to which the Chair continues, on the whole, to command the trust and respect of the Board and the wider RCS community.

Report

58. The Appointments Committee shall make publicly available a report indicating by way of overview (and without disclosing individual identities or confidential information):

- the number of applicants for the position of the Chair;

so far as consent to disclosure has been received by the committee from the applicants, the characteristics listed in section 149(7) of the Equality Act 2010 with respect to (i) the applicants; (ii) those invited to interview; and (c) those entitled to stand as candidates in an election.

Regulations Approval Process

1. Initial draft approved by the Board of Governors: 23.4.21
2. This draft amended in light of legal advice and approval of Nominations Committee 29.09.21
3. This document approved by the Royal Conservatoire Board of Governors, 29.10.21.