

2020 No. 3

EDUCATION

The Royal Conservatoire of Scotland Amendment Order of Council 2020

Made - - - - 7th January 2020

Laid before the Scottish Parliament 9th January 2020

Coming into force - - 28th February 2020

At the Council Chamber, Whitehall, the 7th day of January 2020

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

Their Lordships make the following Order in exercise of the powers conferred by sections 45 and 60(3) of the Further and Higher Education (Scotland) Act 1992(a) and all other powers enabling them to do so.

Citation, commencement and interpretation

1.—(1) This Order may be cited as the Royal Conservatoire of Scotland Amendment Order of Council 2020 and comes into force on 28 February 2020.

(2) In this Order, “the 2014 Order” means the Royal Conservatoire of Scotland Order of Council 2014(b).

Amendment of the 2014 Order

2.—(1) The 2014 Order is amended in accordance with paragraphs (2) to (14).

(2) In article 2 (interpretation)—

(a) after the definition of “the 2006 Act”, insert—

““the 2016 Act” means the Higher Education Governance (Scotland) Act 2016(c),”

(b) after the definition of “the Board”, insert—

““the Chair” means the person referred to in article 3(a),”

(c) omit the definition of “Deputy Principal”,

(d) before the definition of “the Institution”, insert—

““Governor” means a member of the Board referred to in article 3,”

(e) omit the definition of “the Office”,

(f) after the definition of “the Secretary” insert—

(a) 1992 c.37.

(b) S.S.I. 2014/268.

(c) 2016 asp 15.

- (g) "student" means a matriculated student of the Institution and includes all persons holding sabbatical office in a students' association of the Institution (whether or not they remain as students of the Institution during their period of office),
- (h) omit the definition of "Senior Academic Manager".

(3) For articles 3 (membership of the board of governors) and 4 (election of certain governors), substitute—

"Membership of the Board

3. The membership of the Board is to be composed of—

- (a) the Chair, being the person appointed by the Board to the position of senior lay member by virtue of section 8(1) (appointment and tenure) of the 2016 Act,
- (b) the Principal,
- (c) one Governor having the role of Assistant Principal or any other executive office as the Board considers to be of at least equivalent standing, however named, appointed by being nominated by the Principal,
- (d) two Governors appointed by being elected by the staff of the Institution from among their own number,
- (e) one Governor appointed by being nominated by a trade union from among the academic staff of the Institution who are members of a branch of a trade union that has a connection with the Institution, in accordance with section 10(2) (composition of governing body) of the 2016 Act,
- (f) one Governor appointed by being nominated by a trade union from among the support staff of the Institution who are members of a branch of a trade union that has a connection with the Institution, in accordance with section 10(2) of the 2016 Act,
- (g) two Governors appointed by being nominated by the students' association of the Institution from among the students of the Institution,
- (h) one Governor appointed by being nominated by the Academic Board from among its members, and
- (i) 11 to 19 Governors appointed by the Board from time to time, in accordance with its rules and procedures, from among persons appearing to the Board to have experience in, and to have shown capacity in, industrial, commercial, employment or government matters, the performing arts or any other profession and who may not be members of staff or students of the Institution.

Appointment of the Chair

4.—(1) The Chair is to be appointed in accordance with sections 3 to 8 (senior lay member of governing body) of the 2016 Act and an appointment process prescribed by the Board.

(2) Subject to article 6 (period of office of governors), the Board is to prescribe the duties, responsibilities and terms and conditions of the Chair, which may include such remuneration and allowances as the Board considers to be reasonable in accordance with section 9 (remuneration and conditions) of the 2016 Act.

Elections to Board

4A.—(1) The Governors referred to in article 3(d) are to be elected in accordance with rules made by the Board in accordance with section 11 (elections to governing body) of the 2016 Act.

(2) Before making or modifying rules under paragraph (1), the Board is to consult with the staff of the Institution.

(3) The Board is responsible for the holding and conduct of any election referred to in paragraph (1).

Nominations to Board

4B.—(1) The Governors referred to in article 3(e), (f) and (g) are to be nominated in accordance with rules made by the Board in accordance with section 12 (nominations to governing body) of the 2016 Act.

(2) Before making or modifying rules under paragraph (1), the Board must consult the representatives of anyone with a right of nomination under and affected by the proposed rules or (as the case may be) modification. (3) The Governor referred to in article 3(h) is to be nominated in accordance with rules made by the Academic Board and approved by the Board.”.

(4) In article 5 (appointment of chair and vice-chair)—

(a) in paragraph (1)—

(i) omit “a Chair and”,

(ii) for “article 3(1)(a)”, substitute “article 3(i)”,

(b) in paragraph (2)—

(i) omit “Chair or”,

(ii) omit subparagraph (c),

(iii) in subparagraph (e), for “deemed to have vacated”, substitute “that Governor has resigned or been removed from”,

(c) omit paragraph (3), and

(d) in paragraph (5), for “article 3(1)(a)”, substitute “article 3(i)”.

(5) The heading of article 5 is renamed “**Appointment and role of Vice-Chair**”.

(6) In article 6 (period of office of governors)—

(a) in paragraph (1)—

(i) for “Any”, substitute “The”,

(ii) for “article 3(1)(b)”, substitute “article 3(b)”,

(b) in paragraph (2), for “article 3(1)(a) or (c)”, substitute “article 3(a) or (d) to (i)”,

(c) after paragraph (2), insert—

“(2A) The Governor appointed under article 3(c) may be further appointed to the Board on expiry of that person’s term of office, if still eligible in accordance with this Order.”,

(d) in paragraph (4)—

(i) for “article 3(1)(a) or (c)”, substitute “article 3(a) or (c) to (i)”,

(ii) for “article 3(1)(b)”, substitute “article 3(b)”, and

(e) in paragraph (5), for “article 3(1)(a) or (c)”, substitute “article 3(1)(a) or (c) to (i)”.

(7) Omit article 7 (ineligibility of staff to be governors).

(8) For article 8 (vacation of office of governor), substitute—

“Resignation and removal of a Governor from office

8. The Board may make rules about the procedure for the resignation and removal of a Governor in accordance with section 13 (resignation or removal from body) of the 2016 Act.”.

(9) Omit articles 9 (filling of vacancies) and 12 (reserved areas of business).

(10) In article 14 (allowances to members of the board), for “of its members”, substitute “Governor appointed under article 3(b) to (i)”.

(11) In article 17(18) (proceedings of the board)—

(a) for “Chair” in both places where it appears, substitute “chair”, and

(b) for “Chair’s” substitute “chair’s”.

(12) For article 19(1) (academic board), substitute—

“(1) Subject to paragraphs (1A) and (1B), the Board is to appoint and maintain by further appointment an Academic Board constituted and appointed in accordance with Chapter 2 of Part 1 (academic boards) of the 2016 Act.

(1A) The Board is to make rules relating to the term of office of members of the Academic Board and the rules may make different provision for different categories of member.

(1B) Rules made under paragraph (1A) must include provision about (in particular)—

(a) term of office, but no term is to be longer than 3 years,

(b) eligibility for re-appointment.

(1C) The Principal is the chair of the Academic Board.”.

(13) Omit article 20 (variation and revocation of articles) and schedule 2 (variations and revocations).

(14) In schedule 1 (academic board)—

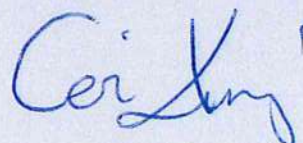
(a) omit Part I (appointment), and

(b) omit paragraph 5(b).

Transitional provision

3.—(1) The Governor who is appointed as Chair of the Board under article 5(1) of the 2014 Order who is in office immediately before 28 February 2020 is to be regarded, for the remainder of that Governor’s period in office as Chair, as if appointed to the position of Chair in accordance with articles 3(a) and 4(1) of the 2014 Order as amended by this Order.

(2) The persons who are appointed as Governors under article 3(1)(b)(iii) of the 2014 Order who are in office immediately before 28 February 2020 are to be regarded, for the remainder of their periods in office, as if appointed in accordance with article 3(g) of the 2014 Order as amended by this Order.



Deputy Clerk of the Privy Council

EXPLANATORY NOTE

(This note is not part of the Order)

This Order amends the Royal Conservatoire of Scotland Order of Council 2014 (“the 2014 Order”).

Article 1 of the Order provides that the Order comes into force on 28 February 2020 and provides a definition of the 2014 Order for the purposes of this Order.

Article 2 of the Order amends the 2014 Order. Paragraph (2) amends article 2 of the 2014 Order which sets out relevant definitions. It omits the definitions of “Deputy Principal”, “the Office” and “Senior Academic Manager”. It also inserts definitions of “the 2016 Act”, “the Chair”, “Governor” and “student”.

Article 2(3) omits articles 3 and 4 of the 2014 Order, and inserts new articles 3 (membership of the board), 4 (appointment of the Chair), 4A (elections to board) and 4B (nominations to board) into the 2014 Order. The new article 3 sets out the composition of the Board. The new article 4 provides that the Chair must be appointed in accordance with sections 3 to 8 of the Higher Education Governance (Scotland) Act 2016 (“the 2016 Act”) and an appointment process prescribed by the Board. Article 4A provides that elected Governors are elected in accordance with rules made by the Board and in accordance with section 11 of the 2016 Act. Article 4B provides that nominated Governors are to be nominated in accordance with rules made by the Board and in accordance with section 12 of the 2016 Act.

Article 2(4) of the Order amends article 5 of the 2014 Order (appointment of chair and vice chair) so that the article makes provisions for the Vice Chair only, and not for the Chair. It also makes amendments that are consequential to changes made by the insertion of article 4 by article 2(3) of this Order and the insertion of article 8 by article 2(8) of this Order.

Article 2(5) amends the heading of article 5 of the 2014 Order.

Article 2(6) amends article 6 of the 2014 Order (period of office of governor). Sub-paragraphs (a), (b), (d) and (e) are consequential to the changes to the composition of the Board. Sub-paragraph (c) inserts a new paragraph (2A), which provides that the Assistant Principal may be further appointed to the Board on expiry of that person’s term of office, if still eligible in accordance with the Order.

Article 2(7) omits article 7 of the 2014 Order (ineligibility of staff to be governors).

Article 2(8) omits article 8 of the 2014 Order (vacation of office of governor), and substitutes a new article 8 into the 2014 Order (resignation and removal of a governor from office), which provides the Board with the power to make rules about the resignation and removal of Governors in accordance with section 13 of the 2016 Act.

Article 2(9) omits article 9 (filling of vacancies) and article 12 (reserved areas of business) of the 2014 Order.

Article 2(10) makes amendments to article 14 of the 2014 Order (allowances to members of the board) which are consequential to the changes to the composition of the Board.

Article 2(11) makes amendments to article 17 of the 2014 Order (proceedings of the board), which are consequential to the changes to the composition to the Board, and to the insertion of article 4 by article 2(3) of this Order.

Article 2(12) of the Order amends article 19(1) of the 2014 Order to provide that the Academic Board is to be constituted in accordance with Chapter 2 of Part 1 of the 2016 Act. Membership of the Academic Board includes certain persons appointed by being elected by the academic staff or students of the institution from among their own number. It also inserts paragraphs (1A) and (1B) into article 19, relating to rules which the Board must make for the term of office of members of the Academic Board. Paragraph (1C) is also inserted and provides that the Principal is the chair of the Academic Board.

Article 2(13) of the Order omits article 20 and schedule 2 which amended the Articles of Association of the Royal Conservatoire of Scotland.

Article 2(14) of the Order omits Part I of schedule 1 and paragraph 5(b) of Part II of schedule 1 of the 2014 Order.

Article 3(1) of the Order makes transitional provision to provide that the Chair appointed under article 5(1) of the 2014 Order who is in office immediately before commencement of this Order is treated as if appointed in accordance with articles 3(a) and 4(1) of the 2014 Order as amended by this Order. Article 3(2) makes transitional provision to ensure that student Governors appointed under article 3(1)(b)(iii) of the 2014 Order who are in office immediately before commencement of this Order are treated as if appointed in accordance with article 3(g) of the 2014 Order as amended by this Order.

2014 No. 268

EDUCATION

Royal Conservatoire of Scotland Order of Council 2014

<i>Made</i>	- - - -	<i>14th October 2014</i>
<i>Laid before the Scottish Parliament</i>		<i>16th October 2014</i>
<i>Coming into force</i>	- -	<i>1st December 2014</i>

At the Council Chamber, Whitehall, the 14th day of October 2014

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

Their Lordships make the following Order in exercise of the powers conferred by sections 45 and 60(3) of the Further and Higher Education (Scotland) Act 1992(a) and all other powers enabling them to do so.

PART 1

CITATION, COMMENCEMENT AND INTERPRETATION

Citation and commencement

1. This Order may be cited as the Royal Conservatoire of Scotland Order of Council 2014 and comes into force on 1st December 2014.

Interpretation

2. In this Order—

“the 2006 Act” means the Companies Act 2006(b);

“the 1995 Order” means the Royal Scottish Academy of Music and Drama (Scotland) Order of Council 1995(c);

“Academic Board” means the body of persons appointed in accordance with article 19;

“the Articles” means the articles of association of the Company;

“the Board” means the Board of Governors for the time being of the Company or the Governors present at a duly convened meeting of the Governors at which a quorum is present, and includes any validly constituted committee of the Governors;

“the Company” means Royal Conservatoire of Scotland, a company limited by guarantee (registered in Scotland with company number SC 004703);

(a) 1992 c.37 to which there are amendments not relevant to this Order.

(b) 2006 c.46.

(c) S.I. 1995/2261.

“Conflict” means a situation where a Governor has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company;

“Deputy Principal” means the deputy principal, or any person authorised, whether for the purposes of this Order or otherwise, for the time being to act as deputy principal, of the Institution;

“the Institution” means the Company, being an institution designated under section 44 of the Further and Higher Education (Scotland) Act 1992;

“the nominated Vice-Chair” means the Vice-Chair nominated under article 5(4);

“the Office” means the registered office of the Company;

“Principal” means the principal, or any person authorised, whether for the purposes of this Order or otherwise, for the time being to act as principal, of the Institution;

“the Secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary; and

“Senior Academic Manager” means a person appointed by the Principal to hold office as senior academic manager of an academic unit of the Institution which has been designated as such by the Academic Board.

PART 2

BOARD OF GOVERNORS

Membership of the Board of Governors

3.—(1) The membership of the Board is composed of—

- (a) Governors of a number determined in accordance with paragraph (2), being not less than 11 and not more than 19, who are appointed by the Board from among persons appearing to them to have experience of, and to have shown capacity in, industrial, commercial or employment matters, the performing arts or the practice of any profession;
- (b)
 - (i) the Principal;
 - (ii) the Deputy Principal;
 - (iii) 2 student members, being the president of the students’ association of the Institution and one other office-bearer of the association to be selected by the association;all as Governors *ex officio*; and
- (c) staff Governors appointed as follows—
 - (i) one appointed by the Academic Board from among the members of the full-time academic staff of the Institution who are members of the Academic Board;
 - (ii) one elected by the full-time academic staff of the Institution from among such staff; and
 - (iii) one elected by the full-time support staff of the Institution from among such staff.

(2) The Board is to determine from time to time by resolution, subject to the limits stated in paragraph (1)(a), the number of Governors to be appointed under that paragraph.

(3) A resolution under paragraph (2) does not have effect so as to terminate the appointment of any person who is a Governor at the time when it takes effect.

Election of certain Governors

4.—(1) The Board, after consultation with the full-time academic staff of the Institution, is to make rules for the election of Governors to be elected by the full-time academic staff from among such staff under article 3(1)(c)(ii).

(2) The Board, after consultation with the full-time support staff of the Institution, is to make rules for the election of the Governors to be elected by the full-time support staff from among such staff under article 3(1)(c)(iii).

(3) Any rules made by the Board under paragraphs (1) and (2) may, after consultation with the full-time academic staff of the Institution, or with the full-time support staff of the Institution, whichever is appropriate, be revoked and replaced, or varied, by further rules made by the Board.

(4) The Board is responsible for the holding and conduct of any election for the appointment of Governors under article 3(1)(c)(ii) or (iii).

Appointment of Chair and Vice-Chair

5.—(1) The Board is to appoint a Chair and such number of Vice-Chair as the Board may require from time to time, from among the Governors appointed under article 3(1)(a).

(2) The following provisions apply to any Chair or Vice-Chair appointed under paragraph (1)—

- (a) that person holds office for such period as may be determined by the Board;
- (b) the period of that person's office does not extend beyond that person's period of office as Governor;
- (c) that person may resign from office;
- (d) that person may be removed from office by resolution of the Board; and
- (e) that person ceases to hold office if deemed to have vacated office as a Governor under article 8.

(3) The Chair presides at meetings of the Board.

(4) In the absence of the Chair, a Vice-Chair appointed under paragraph (1) and nominated by the Chair by prior written notice to the Board presides at meetings of the Board.

(5) In the absence of both the Chair and the nominated Vice-Chair, the Board may nominate another Vice-Chair (if more than one Vice Chair has been appointed under paragraph (1)) to preside, whom failing they must appoint one of their own number who has been appointed under article 3(1)(a) to preside at any meeting.

Period of office of Governors

6.—(1) Any Governor *ex officio* specified in article 3(1)(b) holds office as Governor for the duration of tenure of the office by virtue of which that person is such a Governor.

(2) Any Governor appointed to the Board under article 3(1)(a) or (c) may be further appointed to the Board on expiry of that person's term of office, if still eligible in accordance with this Order and provided that person's appointment is not precluded by paragraph (3).

(3) A person may not be appointed to the Board where that person's term of office, if aggregated with any previous terms of office, would cause that person to serve for more than 12 years as a Governor.

(4) For the purposes of paragraph (3), a term of office includes any term of office as a Governor, whether served before or after the coming into force of this Order and whether taken by appointment under article 3(1)(a) or (c), or otherwise, but not any term of office served *ex officio* under article 3(1)(b).

(5) Subject to paragraphs (6) and (7), the Board is to make rules for the duration of the terms of office of Governors appointed under article 3(1)(a) or (c), which rules may be revoked and replaced, or varied, by further rules made by the Board.

(6) No Governor may be appointed for a term of office of more than 4 years.

(7) No variation or revocation of rules for the duration of the terms of office of Governors has effect so as to vary or terminate the period of office of any person who is a Governor at the time when that variation or revocation takes effect.

Ineligibility of staff to be Governors

7. A person is ineligible to be appointed as a Governor or, where appropriate, to remain in office as a Governor other than in the case of a Governor *ex officio* by virtue of holding office in accordance with article 3(1)(b) or a Governor appointed in accordance with article 3(1)(c), if that person is a member of the staff of the Institution.

Vacation of office of Governor

8. A Governor is deemed to have vacated office as Governor and the Board must declare that person's place vacant, in any of the following circumstances—

- (a) where that person intimates in writing to the Board their resignation as a Governor;
- (b) where that person has, by operation of the 2006 Act, been removed as a director of the Company;
- (c) where that person's estate is sequestrated or a bankruptcy order is made against that person or that person has granted a trust deed for, or entered into an arrangement with, that person's creditors;
- (d) where that person becomes unable to carry out their duties as a Governor by reason of physical or mental illness;
- (e) where that person has failed to attend any meetings of the Board or any of its committees or sub-committees for a period longer than 6 consecutive months otherwise than for a reason approved by the Board;
- (f) in the case of a staff Governor whose appointment falls to be made under article 3(1)(c) either from among the members of the Academic Board or from the full-time academic or support staff of the Institution, where that person ceases to be a member of the Academic Board or the full-time academic or support staff, as the case may be;
- (g) where in accordance with article 7 that person becomes ineligible to remain in office as a Governor.

Filling of vacancies

9.—(1) Where the place of a Governor who has been appointed to the office of Governor under article 3(1)(a) or (c) has been declared vacant under article 8, or where such a Governor has died, a Governor must be appointed to fill the vacancy in accordance with the procedure in article 3 that is relevant to that vacancy.

(2) In exercise of the duty in paragraph (1)—

- (a) in the case of a Governor appointed under article 3(1)(c)(i), the Board is to intimate the vacancy to the Academic Board who must appoint a Governor to fill the vacancy; and
- (b) in the case of a Governor elected under article 3(1)(c)(ii) or (iii) an election must be held to fill the vacancy in accordance with article 4 and the relevant rules made under that article.

Powers of the Board

10.—(1) Subject to the provisions of the 2006 Act and the Articles and to any directions given by special resolution of the Company, the business of the Company is managed by the Board who may exercise all the powers of the Company.

(2) No alteration of the Articles and no such direction invalidates any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.

(3) The powers given by this article are not limited by any special power given to the Board by this Order or by the Articles.

(4) The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of its powers.

Delegation of Board's powers

11.—(1) The Board may delegate any powers to any committee consisting of one or more Governors.

(2) Without prejudice to articles 18 and 19(3), the Board may also delegate to the Principal or any Governor holding any other executive office such powers as it considers desirable to be exercised by that person.

(3) Any delegation may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

(4) Subject to any conditions imposed under paragraph (3), the proceedings of a committee with two or more members are governed by the Articles regulating the proceedings of the Board so far as they are capable of applying.

Reserved areas of business

12.—(1) Where any meeting of the Board or of any committee of the Board, is to consider any of the matters specified in paragraph (2), any Governor who is a governor *ex officio* by virtue of holding office as a student member in accordance with article 3(1)(b) and any Governor appointed under article 3(1)(c) must withdraw from the meeting, or that part of the meeting at which any of those matters are to be considered, unless invited to remain by virtue of a resolution of the other members of the Board or committee present at the meeting.

(2) The matters specified for the purposes of paragraph (1) are the salary, conditions of service, appointment, promotion, suspension or dismissal of any member of the staff of the Institution.

Validity of proceedings of the Board

13. No failure or defect in the appointment of any Governor and no vacancy in the office of Governor prevents the Board from acting in the execution of its functions, nor is any act or proceeding of the Board or of any committee appointed by the Board invalidated or illegal by reason of or in consequence of any such vacancy or of any such defect in the appointment of any one or more Governors.

Allowances to members of the Board

14. The Board may pay to any of its members such financial loss allowances and travelling and subsistence allowances as it thinks appropriate.

Staff

15.—(1) Without prejudice to the general powers in article 10, the Board has power to employ staff on such terms and conditions as the Board may determine.

(2) The Board has power to pay such sum or sums by way of pension, allowance or gratuity as it thinks fit to—

- (a) any member of the staff of the Institution, on retirement through age or permanent incapacity, from the employment of the Institution; or
- (b) the surviving spouse or any dependant of any member of the staff of the Institution in the event of the death of the staff member in the employment of the Institution,

in respect of any period of such staff member's service in the employment of the Institution.

(3) In paragraph (2), the reference to the permanent incapacity of a member of the staff of the Institution is a reference to a disability of mind or body of such a nature or to such an extent as, in

the opinion of the Board, renders that staff member permanently incapable of continuing to serve efficiently in the Institution's employment.

Governors' interests

16.—(1) The Board may, in accordance with the requirements set out in this article, authorise any matter proposed to it by any Governor which would, if not authorised, involve a Governor breaching that Governor's duty under article 17(12) to avoid a Conflict.

(2) Any authorisation under paragraph (1) will be effective only if—

- (a) the matter in question has been proposed by any Governor for consideration at a meeting of the Board in the same way that any other matter may be proposed to the Board under the provisions of this Order or in such other manner as the Board may determine;
- (b) any requirement as to the quorum at the meeting of the Board at which the matter is considered is met without counting the Governor in question; and
- (c) the matter was agreed to without the Governor in question voting or would have been agreed to if that Governor's vote had not been counted.

(3) Any authorisation of a Conflict under paragraph (1) may (whether at the time of giving the authorisation or subsequently)—

- (a) extend to any actual or potential Conflict which may reasonably be expected to arise out of the Conflict so authorised;
- (b) be subject to such terms and for such duration, or impose such limits or conditions as the Board may determine; and
- (c) be terminated or varied by the Board at any time.

(4) An authorisation under paragraph (3) will not affect anything done by the Governor in question prior to such termination or variation in accordance with the terms of the authorisation.

(5) In authorising a Conflict the Board may decide (whether at the time of giving the authorisation or subsequently) that if a Governor has obtained any information through involvement in the Conflict otherwise than as a Governor of the Company and in respect of which that Governor owes a duty of confidentiality to another person that Governor is under no obligation to—

- (a) disclose such information to the Board or to any Governor or other officer or employee of the Company; or
- (b) use or apply any such information in performing duties as a Governor,

where to do so would amount to a breach of that confidence.

(6) Where the Board authorises a Conflict it may provide, without limitation (whether at the time of giving the authorisation or subsequently), that the Governor in question—

- (a) is to be excluded from discussions (whether at meetings of the Board or otherwise) related to the Conflict;
- (b) is not to be given any documents or other information relating to the Conflict; and
- (c) may or may not vote (or may or may not be counted in the quorum) at any future meeting of the Board in relation to any resolution relating to the Conflict.

(7) Where the Board authorises a Conflict—

- (a) the Governor in question will be obliged to act in accordance with any terms imposed by the Board in relation to the Conflict; and
- (b) the Governor in question will not infringe any duty owed to the Company by virtue of sections 171 to 177 of the 2006 Act provided the Governor acts in accordance with such terms, limits and conditions, if any, as the Board imposes in respect of that authorisation.

(8) A Governor is not required, by reason of being a Governor (or because of the fiduciary relationship established by reason of being a Governor), to account to the Company for any remuneration, profit or other benefit which that Governor derives from or in connection with a

relationship involving a Conflict which has been authorised by the Board or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract is liable to be avoided on such grounds.

PART 3

PROCEEDINGS OF THE BOARD

Proceedings of the Board

17.—(1) Subject to the provisions of the Articles and this Order, the Board may regulate proceedings as it thinks fit.

(2) A Governor may, and the Secretary at the request of a Governor must, call a meeting of the Board.

(3) It is not necessary to give notice of a meeting to a Governor who is absent from the United Kingdom.

(4) Questions arising at a meeting will be decided by a majority of votes.

(5) In the case of an equality of votes, the Chair (or as the case may be, such person as has been nominated pursuant to article 5(4) or (5)) has a second or casting vote.

(6) The Governors may conduct proceedings by telephone and any reference to a meeting of the Board in the Articles and this Order includes any such proceedings conducted by telephone.

(7) Any proceedings must be minuted in accordance with the Articles.

(8) The quorum for the transaction of the business of the Board may be fixed by the Board and, unless so fixed at any other number, is four.

(9) The continuing Governors or a sole continuing Governor may act notwithstanding any vacancies in their number, but, if the number of Governors is less than the number fixed as the quorum, the continuing Governors or Governor may act only for the purpose of filling vacancies or of calling a general meeting.

(10) As regards third parties dealing with the Company in good faith, all acts done by a meeting of the Board, or by a committee of the Board, or by a person acting as a Governor are, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Governor or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, as valid as if every such person had been duly appointed and was qualified and had continued to be a Governor and had been entitled to vote.

(11) A resolution in writing signed by all the Governors entitled to receive notice of a meeting of the Board or of a committee of the Board is as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form each signed by one or more Governors.

(12) Subject to article 16, a Governor may not vote at a meeting of the Board or of a committee of the Board on any resolution concerning a matter in which that Governor has a Conflict other than where the Conflict arises only because one or more of the following sub-paragraphs applies—

- (a) the resolution relates to the giving to that Governor of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by that Governor for the benefit of, the Company or any of its subsidiaries;
- (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Governor has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) the Conflict arises by virtue of that Governor subscribing or agreeing to subscribe for any shares, debentures or other securities of the Company or any of its subsidiaries, or by virtue of that Governor being, or intending to become, a participant in the underwriting or

sub-underwriting of an offer of any such shares, debentures, or other securities by the Company or any of its subsidiaries for subscription, purchase or exchange; or

- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by Her Majesty's Revenue and Customs for taxation purposes.

(13) For the purposes of paragraph (12), a situation described in paragraph (14) relating to a person who is, for any purpose of the 2006 Act, connected with a Governor shall be treated as an interest of that Governor.

(14) The situation is where a person has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.

(15) A Governor is not counted in the quorum present at a meeting in relation to a resolution on which that Governor is not entitled to vote.

(16) The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Governor from voting at a meeting of the Board or of a committee of the Board.

(17) Where proposals are under consideration concerning the appointment of two or more Governors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Governor separately and (provided the Governor is not for another reason precluded from voting) each of the Governors concerned is entitled to vote and be counted in the quorum in respect of each resolution except that concerning the Governor's own appointment.

(18) If a question arises at a meeting of the Board or of a committee of the Board as to the right of a Governor to vote, the question may, before the conclusion of the meeting, be referred to the Chair of the meeting and the Chair's ruling in relation to any Governor other than the Chair is final and conclusive.

PART 4

THE PRINCIPAL AND THE ACADEMIC BOARD

Discharge of functions by the Principal

18.—(1) The Board must make arrangements to secure that such functions as are specified in paragraph (2) are discharged on its behalf by the Principal.

(2) The Principal is to discharge the functions of the Board (other than those specified in article 19(3)) relating to the strategic direction and operational management of the Institution.

(3) In discharging the functions specified in paragraph (2), the Principal is subject to the general control and direction of the Board but otherwise the Principal has all the powers and duties of the Board in relation to those functions.

Academic Board

19.—(1) Subject to paragraph (2), the Board is to appoint, and maintain by further appointment, an Academic Board in the manner specified in Part I of Schedule 1.

(2) The proceedings of the Academic Board are regulated in accordance with Part II of Schedule 1.

(3) The Academic Board is to discharge the following functions of the Board—

- (a) functions relating to the overall planning, co-ordination, development and supervision of the academic work of the Institution; and
- (b) such other functions as may be assigned to the Academic Board by the Board,

provided that those functions are discharged by the Academic Board subject to the general control and direction of the Board.

(4) In discharging the functions specified in paragraph (3), the Academic Board has all the powers and duties of the Board in relation to those functions and has the power to make any recommendation to the Board on such matters relating to those functions as the Academic Board may think fit.

PART 5

VARIATION, REVOCATION, SAVINGS AND TRANSITIONAL

Variation and revocation of Articles

20. The provisions of the Articles are varied or revoked, as the case may be, to the extent specified in Schedule 2.

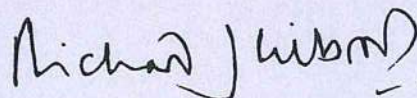
Revocation of the 1995 Order

21. The 1995 Order is revoked.

Savings and transitional provisions

22.—(1) Any Governors in office at the commencement of this Order in accordance with any provision of the 1995 Order continue as Governors for the remainder of their period of office as if they had become Governors in accordance with the corresponding provision of this Order.

(2) Any members of the Academic Board in office at the commencement of this Order in accordance with any provision of the 1995 Order continue as members of the Academic Board for the remainder of their period of office as if they had become members of the Academic Board in accordance with the corresponding provision of this Order.



Clerk of the Privy Council

SCHEDULE 1

ACADEMIC BOARD

Article 19

PART I

Appointment

1. The Academic Board is composed of—

- (a) the holders of the following posts in the Institution—
 - (i) the Principal;
 - (ii) the Deputy Principal;
 - (iii) the Senior Academic Managers;
 - (iv) the president of the students' association of the Institution; and
 - (v) the chief librarian (however designed),all as members *ex officio*s (and referred to as “members *ex officio*s of the Academic Board”);
- (b) such number of members of the full-time academic staff and matriculated students of the Institution as may be determined in accordance with paragraph 2 of this Schedule (referred to as “elected members of the Academic Board”); and
- (c) such number of persons, not exceeding 4, as have been co-opted by the Academic Board (referred to as “co-opted members of the Academic Board”).

2. The elected members of the Academic Board must—

- (a) consist of such number of persons including one full-time matriculated student of the Institution as may be determined by the Board, being not less than one-third and not more than two-thirds of the aggregate of members *ex officio*s of the Academic Board;
- (b) be elected by, and from among, members of the full-time academic staff and matriculated students of the Institution who are not members *ex officio*s or co-opted members of the Academic Board;
- (c) be elected in accordance with arrangements made by the persons holding office as members of the Academic Board immediately prior to the election and approved by the Board except in the case of the full-time matriculated student who shall be elected by full-time matriculated students of the Institution in a manner to be specified in a scheme made by the students' association of the Institution and approved by the Board;
- (d) in the case of members of the full-time academic staff, hold office for such a period, not exceeding 4 years, as may be determined by the Board, and in the case of the full-time matriculated student hold office for a period not exceeding one year; and
- (e) subject to the foregoing provisions of this paragraph, be eligible for re-election.

3. The co-opted members of the Academic Board hold office for such period, not exceeding 4 years, as may be determined by the Board and are eligible to be co-opted again on the expiry of a period of office.

4. The Principal is the Chair of the Academic Board.

PART II

Proceedings

5. The proceedings of the Academic Board must be regulated by a scheme made by the Academic Board and approved by the Board and that scheme may provide for—

- (a) the appointment by the Academic Board of such committees as the Academic Board considers appropriate;
- (b) the co-option, subject to paragraph 1(c) of this Schedule, by the Academic Board of additional members (including, where they consider it appropriate, representatives of the students in attendance at the Institution) of the Academic Board, or of any committee thereof, for specific purposes; and
- (c) any other matters connected with the functions of the Academic Board.

6. Any scheme made and approved under paragraph 5 of this Schedule must include provision for—

- (a) the appointment of a Vice-Chair of the Academic Board; and
- (b) a minimum number of meetings of the Academic Board in each year.

SCHEDULE 2

Article 20

VARIATIONS AND REVOCATIONS

INSTRUMENT

Articles of Association of the Royal Scottish Academy of Music and Drama dated 8th December 1900 as amended by Special Resolutions dated 22nd February 1928, 5th April 1928, 21st November 1944, 11th May 1949, 28th February 1968, 29th October 1993, 19th December 1996 and 28th February 2013 and the 1995 Order

Extent of variation or revocation

1. In Article 2, the definitions of “co-opted membership” and “core membership” are deleted.
2. In Article 2, the following definitions are inserted—
 - ““Senior Academic Manager” means a person appointed by the Principal to hold office as senior academic manager of an academic unit of the Institution which has been designated as such by the Academic Board;
 - “Deputy Principal” means the deputy principal, or any person authorised, whether for the purposes of these Articles or otherwise, for the time being to act as deputy principal, of the Institution;”.
3. In Article 2A, for “Royal Scottish Academy of Music and Drama (Scotland) Order of Council 1995” substitute “the Royal Conservatoire of Scotland Order of Council 2014”.
4. Articles 68 to 104 are deleted.

EXPLANATORY NOTE

(This note is not part of the Order)

This Order makes provision regarding the governance of Royal Conservatoire of Scotland.

The name of the institution was changed from The Royal Scottish Academy of Music and Drama to Royal Conservatoire of Scotland by resolution of its members on 25th July 2011.

The Order replaces all of the provisions of the Royal Scottish Academy of Music and Drama (Scotland) Order of Council 1995 (S.I. 1995/2261) ("the 1995 Order") which is revoked by article 21, subject to savings and transitional provisions in article 22. The effect of those savings and transitional provisions is to preserve the position of those holding office under the 1995 Order, despite this Order making changes to the composition of the Board of Governors and the Academic Board.

The Order makes provision about the membership of the Board of Governors (the governing body of the institution) that is slightly different to that of the 1995 Order. In particular, all ordinary Governors will be appointed rather than some appointed and some co-opted. The Deputy Principal and a further student member will now be members of the Board (article 3).

The remainder of Part 2 of the Order contains further provision relating to the Board of Governors including the period of office, vacation of office, powers of the Board and allowances for Board members. Article 16 concerning interests of Governors has been expanded to allow Governors to act, where authorised, despite having an interest that might otherwise conflict with the interests of the institution.

Part 3 of the Order makes provision for proceedings of the Board of Governors.

Part 4 deals with two areas: functions of the Principal (article 18) and the Academic Board (article 19). Article 19 should be read with Schedule 1 to the Order concerning appointment and proceedings of the Academic Board. The composition of the Academic Board is altered by this Order so that the Deputy Principal and the Senior Academic Managers (rather than School Directors) are now included as members *ex officio* of the Academic Board.

Article 20 amends and revokes certain provisions of the institution's Articles of Association as specified in Schedule 2 (Royal Conservatoire of Scotland is a company).