

ROYAL COLLEGE OF ART

Statutes 2021

Approved by Council by Special Resolution 26.01.21

Approved by Privy Council 26.5.21

Effective from 1.11.21

1. DEFINITIONS

1.1 In these Statutes:

"Charter"	means the Charter of the College.
"College"	means The Royal College of Art.
"Council"	means the Council of the College.
"Independent Member"	means a member of Council who is neither a member of staff nor a Student.
"Ordinances"	means Ordinances made pursuant to the Charter or these Statutes.
"Regulations"	means Regulations made pursuant to the Charter, these Statutes or the Ordinances.
"Regulator"	means the Office for Students or any successor body established to regulate higher education in England.
"Senate"	means the Senate of the College.
"Student"	means a registered post-graduate, under-graduate or other student of the College whether full-time or part-time.
"Students' Union"	means the Students' Union of the College.

1.2 Words importing the masculine shall include the feminine and, unless the context otherwise requires, words in the singular shall include the plural and words in the plural shall include the singular.

1.3 Words defined in the Charter or these Statutes shall have the same meaning in the Ordinances and Regulations.

2. THE CHANCELLOR AND PRO-CHANCELLOR

2.1 The Chancellor and Pro-Chancellor shall be appointed by the Council in accordance with the Ordinances.

3. THE VICE-CHANCELLOR

3.1 The Vice-Chancellor shall be appointed by the Council, following consultation with the Senate.

3.2 The Vice-Chancellor shall, subject to such rules as may be framed by the Council, exercise general supervision over the College and shall be generally responsible for maintaining and promoting the efficiency and good order of the College.

4. THE DEPUTY VICE-CHANCELLOR AND PROVOST

4.1 The Council shall appoint the Deputy Vice-Chancellor and Provost with such powers and duties and upon such terms and conditions as it shall deem fit.

5. CHIEF OPERATING OFFICER

5.1 The Council shall appoint a Chief Operating Officer of the College with such powers and duties and upon such terms and conditions as it shall deem fit. The Chief Operating Officer may also be appointed as the secretary to Council.

6. THE AUDITOR OR AUDITORS

6.1 The Council shall appoint an auditor or auditors. Every such auditor shall be a member of a recognised supervisory body and eligible for appointment under the rules of that body.

7. THE COUNCIL

7.1 The Council shall consist of the following persons:

a) Ex officio Members:

- i) The Pro-Chancellor;
- ii) The Vice-Chancellor;
- iii) The Deputy Vice-Chancellor and Provost;
- iv) The President of the Students' Union;
- v) The Director of Finance;

b) Up to thirteen Independent Members appointed by the Council, on the recommendation of the Nominations Committee ensuring always that the Independent Members shall remain in the majority.

c) Senate and Student Members:

- vii) Up to 4 Members appointed by the Senate; and
- viii) One Student elected by the Students.

7.2 a) Ex officio Members of the Council shall remain Members of Council for only so long as they hold the office by virtue of which they became Members.

- (b) Independent Members of the Council shall hold office for a maximum period of six years, consisting of two periods of up to three years. A further and final term of up to three years may be agreed in exceptional circumstances by the Council on the recommendation of the Nominations Committee. The period of membership for Independent Members shall not exceed nine years in total.
- (c) Members of the Council appointed by the Senate shall hold office for a term of three years and shall be eligible for re-appointment for a further term of three years.
- (d) The Student Member of the Council shall hold office for one year and shall be eligible for re-election for one further year only.

7.3 The Council shall be responsible for the conduct and activities of the College, the custody and use of the College's Common Seal and shall exercise all the College's powers. In addition to all other powers vested in it, the Council shall have all the powers prescribed by Ordinance.

7.4 One-third of the total actual membership of the Council (rounded up to the nearest whole number) shall constitute a quorum provided that a majority of those present at any time shall be neither Members of the Staff of the College nor Students. The quorum shall be made up of those attending in person, by telephone, video conference or such other electronic or virtual means in which all participants may communicate simultaneously with all other participants.

7.5 Resolutions of the Council approved in writing or by email by the requisite majority shall be as valid as a resolution actually passed at a meeting of the Council.

7.6 The Pro-Chancellor shall ex officio be Chair of the Council and shall preside at the Meetings of the Council.

7.7 The Council shall appoint, from among its Members, a Deputy- Chair who is not a Member of the Staff of the College nor a Student. They shall preside at Meetings of the Council in the absence of the Chair and shall hold office for a period which is co-terminus with their Council appointment.

7.8 The Council may establish Committees of its Members and may appoint, as co-opted Members of such Committees, persons who are not Members of the Council.

7.9 The Council shall not, however, delegate the following:

- a) the determination of the educational character and mission of the College;
- b) the approval of the annual estimates of income and expenditure;
- c) ensuring the solvency of the College and the safeguarding of its assets;
- d) the appointment, suspension or dismissal of the Vice-Chancellor or the Deputy Vice-Chancellor and Provost; and
- e) ensuring compliance with the public interest governance principles established by the Regulator from time to time.

8. THE SENATE

8.1 The membership and powers of the Senate shall be prescribed by Ordinance.

9. THE STUDENTS' UNION

9.1 There shall be a Students' Union which shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Council.

10. STAFF PROCEDURES

10.1 The College shall have in place policies and procedures governing its employees, which shall be construed in every case to give effect to the following guiding principles, that is to say:

- (a) to ensure that staff of the College, whilst engaged in teaching, research or knowledge exchange, have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or privileges;
- (b) to enable the College to provide education, promote learning and engage in research and knowledge exchange efficiently and economically; and
- (c) to ensure objectiveness, equity and fairness.

10.2 Excepting where changes arise as a result of amendments to legislation or nomenclature, the policies governing disciplinary, grievance, redundancy and ill health dismissal will be subject to consultation with Trade Unions with a view to reaching agreement.

11. FREEDOM OF SPEECH

11.1 The College shall take such steps as are reasonably practical to ensure that freedom of speech, within the law of the jurisdiction in which the College is operating, is secured for its students and staff and for visiting speakers and that the use of its premises is not denied to any individual or body of persons on any ground connected with their beliefs or views, or their policy or objectives.

11.2 The College shall approve and regularly review a code of practice setting out the procedures to be followed by students and staff of the College with respect to meetings and other activities held on the

premises of the College, and shall take such steps as are reasonably practicable to secure that the requirements of the code of practice are complied with.

12. VALIDITY OF DECISIONS

12.1 Decisions taken at a meeting of Council, Senate or their committees shall not be invalidated because of:

- (a) a procedural defect of which the relevant body is unaware at the time, provided that the defect, once identified, is at the earliest reasonable opportunity brought to the attention of the relevant body and it is asked to consider whether the decision should stand;
- (b) a technical defect in the appointment of a member of the relevant body of which the body is unaware at the time;
- (c) a technical defect in the giving of notice of which the relevant body is unaware at the time; or
- (d) a vacancy in the membership of the relevant body.

13. INTERPRETATION OF STATUTES

13.1 These Statutes shall be interpreted in such manner as not to conflict with the Charter.

14. TRANSITIONAL PROVISIONS

14.1 Notwithstanding the provisions of Section 7 of these Statutes, the persons who, immediately before the date this provision comes into force, were members of the Council shall, subject to any individual right to retire from membership of the Council and to the provisions of paragraphs 3 and 4 below, shall remain members of the Council after that date for a period equivalent to the remainder of their respective terms of office as members of the Council.

14.2 At no time during the operation of these transitional provisions shall the total membership of the Council exceed 28 persons.

14.3 The transitional provisions set out in this Section 14 of the Statutes shall remain in force until the number of members of the Council is equal to and the composition of the Council is equivalent to that prescribed in Section 7 of these Statutes or 31 December 2022, whichever the earlier. Thereafter these transitional provisions shall immediately be removed from these Statutes without the need to seek the further approval of the Privy Council.