

# **University College, Oxford Regulations**

**With effect from 1 February 2018**

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## **PREAMBLE**

These regulations are made in exercise of the Governing Body's powers and in accordance with the procedure set out in the College's Statutes, and take effect on the coming into effect of the Statutes.

The regulations repeal and replace the previous bye-laws and ordinances of the College and are supplemental to the Statutes. In the event of any inconsistency between the provisions of the Statutes and these regulations, the provisions of the Statutes shall prevail.

## **1. THE MASTER**

### **1.1 Election to the Mastership**

- 1.1.1 Upon being officially informed under Statute I Clause 29(1) of an actual or impending vacancy in the office of Master, the Governing Body shall establish an ad hoc committee to be known as the Mastership Appointment Committee.
- 1.1.2 The purpose of the Mastership Appointment Committee shall be to identify, with reasonable expedition, the most suitable person to be elected to the office of Master and to make a formal recommendation to the Governing Body regarding such election. The Mastership Appointment Committee is an advisory committee and has no authority to bind or commit the College or the Governing Body in any way.
- 1.1.3 A Mastership Appointment Committee shall be chaired by the Vice-Master and shall have as its members all members of the Governing Body together with any individuals who, at the time that the Mastership Appointment Committee is established, are on formal leave and whom in accordance with regulation 5.1.7 the Governing Body has determined should cease to be members of the Governing Body for the duration of such leave, but excluding:
  - (a) the Master; and
  - (b) any member who notifies the College of a wish to be considered as a candidate for the Mastership, which member shall cease to be a member of the Mastership Appointment Committee upon acceptance as a candidate.
- 1.1.4 The Vice-Master shall summon a meeting of the Mastership Appointment Committee as soon as reasonably possible after its establishment and in any event not more than three calendar months after such establishment. The Mastership Appointment Committee shall meet as many times and at such intervals as the Vice-Master considers to be necessary to make a recommendation in accordance with regulation 1.1.2. Seven days' notice of any meeting of the Mastership Appointment Committee shall be given in writing to all its members by the Vice-Master.
- 1.1.5 The quorum for any meeting of the Mastership Appointment Committee shall be at least one half of the members of the Governing Body.
- 1.1.6 The Mastership Appointment Committee shall adopt such procedures as to voting as appear to it to be suitable to arrive, with reasonable

expedition, at a recommendation that carries the support of at least two-thirds of those present and voting. The chair shall not have a casting vote. Only a recommendation which carries the support of at least two-thirds of those present and voting may be remitted to the Governing Body.

- 1.1.7 The Mastership Appointment Committee may appoint a subcommittee and delegate to such subcommittee or to any of its members (including the Vice-Master) such tasks as it considers appropriate, provided that no shortlisting of candidates shall be carried out except by the Mastership Appointment Committee itself.
- 1.1.8 A recommendation of the Mastership Appointment Committee shall be remitted to the Governing Body and shall be considered at a meeting of the Governing Body for which written notice has been given that the business of the meeting will include consideration of a recommendation in respect of the election of a new Master.
- 1.1.9 The quorum for any Meeting of the Governing Body at which a recommendation of the Mastership Appointment Committee is considered shall be at least one third of the members of the Governing Body.<sup>1</sup>
- 1.1.10 A Master is elected only by a vote confirmed in writing in accordance with regulation 5.2.9.
- 1.1.11 The Governing Body may not proceed to elect a Master otherwise than upon the recommendation of the Mastership Appointment Committee. In the event that the Governing Body is unable to elect a Master in accordance with the recommendation of a Mastership Appointment Committee and these regulations it may resolve to:
  - (a) consider the matter further at the next Meeting of the Governing Body; or
  - (b) return the matter to the Mastership Appointment Committee for reconsideration of its recommendation.
- 1.1.12 Upon a candidate taking up the office of Master, the Mastership Appointment Committee shall be deemed to have been dissolved by the Governing Body.
- 1.1.13 The Master may apply to the Governing Body for extension of his/her term of office as Master. Such application shall be addressed to the Vice-Master, who shall inform the Governing Body of the application at the next Meeting of the Governing Body.
- 1.1.14 Upon being informed of an application to extend the Master's term of office, the Governing Body shall establish an ad hoc committee to be known as the Mastership Extension Committee.

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<sup>1</sup> See Statute I cl 6(2) for the required majority.

- 1.1.15 The purpose of the Mastership Extension Committee shall be to consider, with reasonable expedition, whether an extension of the Master's tenure of office of the duration applied for is in the best interests of the College and to make a formal recommendation to the Governing Body regarding such extension. The Mastership Extension Committee is an advisory committee and has no authority to bind or commit the College or the Governing Body in any way.
- 1.1.16 Regulations 1.1.3 to 1.1.6 inclusive and regulations 1.1.8 to 1.1.11 inclusive shall have effect in relation to a Mastership Extension Committee as they do in relation to a Mastership Appointment Committee, *mutatis mutandis*.
- 1.1.17 Upon the decision of the Governing Body to extend or not to extend the term of Office of the Master under these regulations, the Mastership Extension Committee shall be deemed to have been dissolved by the Governing Body.
- 1.1.18 During a vacancy in the Vice-Mastership, and in the Vice-Master's absence or illness, all the Vice-Master's powers and responsibilities under this regulation 1.1 may be exercised by the Fellow whom the Governing Body designates for this purpose or, pending such designation, by the most senior member of the Governing Body who is willing and able to act.
- 1.1.19 A person appointed as Master whose tenure in office would be for a period of less than 7 years by virtue of the operation of Statute I(27)(1) shall (unless they elect otherwise) have their retirement automatically postponed to the date 7 years after the date of their appointment, without the need to make any application pursuant to regulation 1.1.13. The operation of this Regulation does not affect the right of such a Master, while in office, to apply for an extension to their term pursuant to the said regulation 1.1.13.

## **1.2 Terms and conditions of the Office of Master**

These regulations do not specify any terms and conditions of the office of Master in addition to those specified by Statute.

## **2. COLLEGE OFFICERS**

### **2.1 Officers of the College**

- 2.1.1 The Governing Body shall from time to time institute such College Offices as they shall think necessary for the proper management of the College, and may assign to already existing College Offices and to any new College Offices which may be instituted such remuneration as is recommended by the Remuneration Committee.
- 2.1.2 The Governing Body may from time to time alter and regulate the conditions of tenure, and the powers, duties, and reasonable remuneration of new College Offices, as well as (subject to the other provisions of the Statutes and regulations) of already existing College Offices.

## **2.2 External appointments**

- 2.2.1 Without prejudice to the rights of the Governing Body under Statute I clause 52 to request or require an account in respect of paid or unpaid activities not in the service of the College, every holder of a College Office is required to comply with the College's policy on the management of conflicts of interest and in any event to declare any external appointment that may involve the performance of paid or unpaid activities not in the service of the College.
- 2.2.2 Holders of College Offices must comply with any requirements or conditions imposed under Statute I clause 52(1).
- 2.2.3 Consideration under Statute I clause 52(3) of any account of an Office-holder's activities, or any default of such account, is delegated to the Remuneration Committee, which shall make a recommendation to the Governing Body concerning the measures that should be taken, if any, under Statute I clause 52(1).

## **2.3 Termination of appointment**

A person's appointment to a College Office may be terminated in the following circumstances:

- 2.3.1 where the holder is also a Fellow, upon vacation of his/her Fellowship under regulation 3.4, provided that where a procedure is specified for such vacation that procedure will be deemed due procedure for the purposes of terminating the appointment to the College Office, such that termination shall take effect simultaneously with vacation;
- 2.3.2 where the holder is not also a Fellow:
  - (a) upon the date notified to the College as the date on which the person intends to resign from the Office; or
  - (b) in accordance with Statute II, this regulation having the effect of designating all College Offices as positions to which Statute II applies *mutatis mutandis* in accordance with Statute II clause 3.

## **3. FELLOWS**

### **3.1 Terms and conditions of Fellowships and of Offices or other duties associated with Fellowships**

In addition to any terms and conditions and duties specified by Statute or regulation, the Governing Body may upon appointment to a Fellowship or Office specify such other terms and conditions and duties in relation to such Fellowship or Office as it sees fit, provided that such other terms and conditions and duties shall not be inconsistent with the Statutes and regulations or any trusts or restrictions which apply to the Fellowship or Office in question.

### **3.2 Retirement of Official, Professorial, Supernumerary or Senior Research Fellows**

- 3.2.1 The College has adopted an Employer Justified Retirement Age (**EJRA**) which applies to all academic and non-academic Fellows including Official, Professorial, Supernumerary and Senior Research Fellows.
- 3.2.2 The Governing Body has adopted a formal policy in relation to the EJRA (the **EJRA Policy**).
- 3.2.3 Subject to regulation 3.3, each holder of an Official, Professorial, Supernumerary or Senior Research Fellowship shall retire on the date specified in the EJRA Policy from time to time.

### **3.3 Postponement of retirement date**

- 3.3.1 The Governing Body may in its absolute discretion postpone the date of retirement which would otherwise be applicable under regulation 3.2 and in doing so shall have regard to:
- (a) the aims of the EJRA as identified in the EJRA Policy from time to time; and
  - (b) (as far as appropriately possible) the legitimate expectations of any holder elected to a Fellowship associated with an office or position within the College or the University.
- 3.3.2 Any request to work beyond the date of retirement which would otherwise be applicable under regulation 3.2 shall be considered in accordance with the process set out in the EJRA Policy from time to time.

### **3.4 Vacation of Fellowship before expiry of the specified period of election**

- 3.4.1 A person shall vacate a Fellowship before the expiry of the specified period of election in the following circumstances:
- (a) upon the date notified to the College as the date on which the Fellowship is to be vacated, whether due to the holder's resignation or otherwise, in accordance with Statute I clause 47;
  - (b) if elected to a Fellowship by reason of being appointed to a College Office, upon the holder ceasing to hold and not being reappointed to such Office;
  - (c) in the case of a Fellow to whom the provisions of Statute II apply, upon dismissal in accordance with Statute II;
  - (d) in the case of a Fellow to whom the provisions of Statute II do not apply, following a determination by the Governing Body that the person's conduct has brought or is bringing the College into disrepute or has been or is incompatible with being such a Fellow and that such Fellowship should be revoked.

- 3.4.2 In the case of vacation in accordance with regulation 3.4.1(d):
- (a) the matter shall be considered by the Governing Body provided that, where the Governing Body reasonably considers it to be appropriate, it may at its discretion delegate such decision to an ad hoc committee, to be known as the Revocation Committee, which the Governing Body shall establish for that purpose and which may include both members of the Governing Body and independent members;
  - (b) the matter shall be considered at a meeting of the Governing Body (or the Revocation Committee, as the case may be) summoned for that purpose with not less than seven days' written notice of the motion being proposed, which notice shall specify the circumstances alleged to justify revocation;
  - (c) the quorum for a meeting of the Governing Body summoned in accordance with regulation 3.4.2(b) shall be at least one half of the members of the Governing Body (or all the members of the Revocation Committee, as the case may be);
  - (d) the individual in question shall be informed of the matter and afforded a reasonable opportunity either (at his or her option):
    - (i) to submit written representations to the Governing Body (or the Revocation Committee, as the case may be) in advance of the meeting, in which case such representations shall be circulated with the notice for the meeting; or
    - (ii) to make oral representations at the meeting of the Governing Body (or the Revocation Committee, as the case may be);
  - (e) the individual in question is entitled to be accompanied and/or represented at the meeting by another person, whether such person is legally qualified or not;
  - (f) any determination of the Governing Body (or the Revocation Committee, as the case may be) shall be expressed by a resolution approved by the votes of not less than two-thirds of the number of persons present and voting at the meeting, provided that any determination of the Revocation Committee shall be binding upon the Governing Body and shall be deemed to be a decision of the Governing Body for the purposes of Statute I clause 45;
  - (g) where:
    - (i) fresh evidence is produced in relation to the circumstances alleged to justify revocation which was not available to the Governing Body (or the Revocation Committee, as the case may be); and/or



- (ii) there are reasonable grounds for believing that the decision of the Governing Body (or the Revocation Committee, as the case may be) was affected by procedural unfairness,

the individual in question may request that the determination of the Governing Body (or the Revocation Committee, as the case may be) is reviewed by the High Steward by giving written notice to the Master specifying the grounds for review within fourteen days of being notified of the decision of the Governing Body (or the Revocation Committee, as the case may be). The High Steward shall determine whether the matter should be remitted back to the Governing Body (or the Revocation Committee, as the case may be) to consider the matter afresh, or whether the original decision should be upheld.

### **3.5 Emeritus Fellows**

3.5.1 The Governing Body may elect to Emeritus Fellowships within the College persons who, having held Professorial, Official, Supernumerary or Senior Research Fellowships in the College:

- (a) shall have retired from them after not less than twenty years' service as a member of the Governing Body;
- (b) shall have retired from them after less than twenty but not less than fifteen years' service as a member of the Governing Body, on attaining the age at which such persons are required by or under the Statutes or these regulations to vacate their Fellowships; or
- (c) shall have retired from them after less than twenty but not less than fifteen years' service as a member of the Governing Body, in such other circumstances as the Governing Body in its absolute discretion considers to be appropriate,

subject to such terms and conditions as the Governing Body may prescribe from time to time.

3.5.2 Emeritus Fellows shall enjoy such prescribed allowances as the Governing Body may assign to them from time to time.

### **3.6 Supernumerary Fellows**

3.6.1 The Governing Body may elect to Supernumerary Fellowships within the College persons whose services while holding such a Fellowship would, in the opinion of the Governing Body, be of advantage to the College and who either—

- (a) are not eligible for a Fellowship of another category carrying membership of the Governing Body; or
- (b) are eligible for a Professorial Fellowship but are not for the time being the holder of such a Fellowship.

3.6.2 A Supernumerary Fellow is elected in accordance with the Statutes.

### **3.7 Honorary Fellows**

- 3.7.1 The Governing Body may elect distinguished persons to Honorary Fellowships within the College. Persons so elected shall be termed Honorary Fellows, and shall not be entitled to vote on any occasion as Fellows, or to receive any emolument.
- 3.7.2 The conditions of eligibility and mode of election to Honorary Fellowships, the tenure thereof, and any prescribed allowances which may be attached thereto, may be determined by the Governing Body from time to time at any meeting of the Governing Body.
- 3.7.3 The number of Honorary Fellowships shall not exceed 40 or such other number as the Governing Body may from time to time determine.

### **3.8 Junior Research Fellows**

The Governing Body may elect to Junior Research Fellowships within the College persons predominantly engaged or proposing to be predominantly engaged in advanced academic research, subject to such terms and conditions as the Governing Body may prescribe from time to time.

## **4. PENSIONS**

- 4.1 The Governing Body on the recommendation of Remuneration Committee shall determine from time to time which Offices and other positions of employment in the College are pensionable.
- 4.2 The Governing Body shall make appropriate financial provision to pay the employer's contribution under the Universities Superannuation Scheme (**USS**) or the Oxford Staff Pension Scheme (**OSPS**) or any other occupational pension scheme designed for employees of universities and colleges, and shall arrange to deduct the corresponding employee's contribution thereunder from the stipends, salaries or any pensionable allowances of the College's Officers and others employed in positions in the College.
- 4.3 Where an Officer or other person employed in a position in the College opts not to join USS, OSPS or any other pension scheme designed for employees of universities and colleges, but to make alternative pension provision, the Governing Body on the recommendation of Remuneration Committee may make an appropriate employer's contribution to such an alternative pension scheme, up to the amount it would have provided under regulation 4.2. The circumstances in which an employer's contribution will be made to an alternative pension scheme, and the conditions upon which such contribution will be made, shall be determined by the Governing Body on the recommendation of Remuneration Committee from time to time. In exercising this power, the Governing Body shall have regard to any "exclusivity rule" or similar provision of the USS, OSPS or any other pension scheme of which the Officer or other person is a member, and may decline to pay employer's contributions to an alternative pension scheme if in the view of the Governing Body such payment might prejudice the continued participation of the College in USS, OSPS or any other pension scheme.

- 4.4** Where an Officer or other person employed in a position in the College has elected not to participate in USS, OSPS or any other pension scheme, the Governing Body may on the recommendation of Remuneration Committee but otherwise at its discretion arrange for an amount not exceeding the amount which it would have provided under regulation 4.2 to be paid to the Officer or employee as salary.
- 4.5** For the purpose of calculating the employer's or employee's contribution, the Governing Body may, on the recommendation of Remuneration Committee but otherwise as it deems fit, take into account any allowance or other payment it makes additional to the Officer's or other employee's substantive stipend or salary, subject always to the rules of the relevant pension scheme.
- 4.6** Notwithstanding anything else contained in this regulation 4, the Governing Body shall make such arrangements as may be appropriate to comply with its obligations under the Pensions Act 2008 (and subordinate legislation) regarding the enrolment of Officers and other persons employed in a position in the College in a "qualifying pension scheme", and the payment of contributions as required by that legislation.

## **5. THE GOVERNING BODY**

### **5.1 Appointment of Fellows to the Governing Body**

5.1.1 Any person who is willing to act as a charity trustee, is permitted to be so appointed by the law, the Statutes and these regulations and meets the criteria for election to the relevant Fellowship may be elected to:

- (a) a Fellowship whose holder is automatically a member of the Governing Body; or
- (b) a Fellowship whose holder is eligible to be made a member of the Governing Body

in each case in accordance with Statute I clause 31.

5.1.2 In the case of a Fellowship whose holder is eligible to be made a member of the Governing Body, the Governing Body may appoint the Fellow to membership of the Governing Body at the time of appointment to the Fellowship or at any time thereafter by a majority of at least two-thirds of those members of the Governing Body present and voting at a Meeting assembled with notice of the proposed appointment.

5.1.3 The quorum for any Meeting of the Governing Body at which:

- (a) an individual may be elected or re-elected to a Fellowship whose holder is automatically a member of the Governing Body; or
- (b) a Fellow may be appointed or re-appointed to the Governing Body,

shall be at least one third of the members of the Governing Body.

5.1.4 Fellows who, by virtue of the category of their Fellowship, are or may later be appointed as members of the Governing Body are elected only by a vote confirmed in writing in accordance with regulation 5.2.9.

- 5.1.5 The Secretary to the Governing Body shall maintain a register of members of the Governing Body in such a form as to enable determination, at any time, of the number of such members at that time and sufficient information to identify each.
- 5.1.6 An individual ceases to be a member of the Governing Body if s/he:
- (a) is disqualified under the Charities Acts from acting as a charity trustee;
  - (b) dies;
  - (c) ceases to be a Fellow;
  - (d) subject to regulation 5.1.7, is absent from all the Meetings of the Governing Body held within a period of eighteen months; or
  - (e) gives notice in writing to the College that s/he wishes to resign as a member of the Governing Body,

provided that if the individual is the holder of a Fellowship which automatically confers membership of the Governing Body, ceasing to be a member of the Governing Body in accordance with this regulation 5.1.6 shall not in itself cause the individual to vacate such Fellowship.

- 5.1.7 Where the Governing Body agrees to a request to take formal leave from the College, the Governing Body shall determine whether it is in the best interests of the College for the individual also to cease to be a member of the Governing Body during his/her absence. If the Governing Body does so determine, the individual shall be deemed:
- (a) to resign as a member of the Governing Body;  
and
  - (b) to be re-elected as a member of the Governing Body,

in each case with effect from the date specified by the Governing Body.

- 5.1.8 The Governing Body may reappoint to membership of the Governing Body any individual who has ceased to be a member of the Governing Body in accordance with regulation 5.1.6 and who requests and is eligible for such reappointment.

## **5.2 Meetings of the Governing Body**

- 5.2.1 Save as otherwise provided in the Statutes or these regulations, meetings of the Governing Body shall be convened by the Master with not less than seven days' written notice of the business to be transacted, such notice to be sent to all members of the Governing Body at addresses designated by them for that purpose.
- 5.2.2 The business of each Meeting of the Governing Body shall be divided into 'Open Business' and 'Reserved Business', each with its own written and circulated agenda and minutes. Reserved Business (and its agenda and minutes) shall be open only to members of the

Governing Body and such officers, advisers and others as the Governing Body may request to attend. Open Business (and its agenda and minutes) shall be open to all members of the Governing Body and to other persons at the discretion of the Governing Body.

- 5.2.3 The decision as to which business is Reserved Business shall be taken by:
- (a) in respect of any business that comes to a Meeting of the Governing Body from a committee, that committee;
  - (b) in respect of any business that comes to a Meeting of the Governing Body from an Officer, that Officer;
  - (c) in respect of any business not falling under (a) or (b), or which is otherwise undesignated when it falls to be considered by the Governing Body, the Master;

provided that the Governing Body may resolve at any time to transfer business (including where appropriate prior agendas, minutes and other papers) from 'Reserved' to 'Open' and vice versa.

- 5.2.4 Representatives of the Junior Common Room and the Weir Common Room may be invited to attend for Open Business and to make representations on any matters at such meeting on request as if they were members of the Governing Body, but may not vote.
- 5.2.5 The quorum for any Meeting of the Governing Body for which a quorum is not otherwise specified in the Statutes and these regulations shall be at least one quarter of the members of the Governing Body.
- 5.2.6 The person chairing the Meeting of the Governing Body shall put to the vote every motion duly proposed and seconded and any proposed amendment to a motion (unless it is withdrawn), and may require the proposer of any motion or amendment to reduce it to writing before it is put.
- 5.2.7 Any vote on a motion may be conducted in writing if its proposer, or the person chairing the meeting, so requests. When a vote is to be in writing, ballot slips shall be distributed to all members of the Governing Body present at the meeting at the time of the vote. Ballot slips shall contain no marks that enable the voter to be identified, nor shall the voter be required to add such marks. On each motion, each voter shall return one ballot slip for counting.
- 5.2.8 On the occasion of a vote conducted in writing, two scrutators shall be appointed by the Governing Body from among the members of the Governing Body present. Each scrutator shall count the votes and upon agreement as to the result, the result shall be declared orally.
- 5.2.9 Any vote, notwithstanding that it is not conducted in writing, is to be confirmed in writing if the Statutes or these regulations so provide. A vote is confirmed in writing by the circulation of a sheet on which members of the Governing Body present at the meeting at the time of the circulation append their signature to indicate their confirmation that the motion was carried. The confirmation shall be authoritative

notwithstanding that it does not contain the signatures of all members of the Governing Body present at the meeting at the time of the circulation, so long as it contains the signatures of sufficient such members as could have carried the vote had the vote been conducted at the time when the circulation was completed to the satisfaction of the scrutators appointed under regulation 5.2.8.

#### Management of conflicts of interest

- 5.2.10 Members of the Governing Body must avoid a situation in which they have an interest or duty that conflicts or possibly may conflict with the interests of the College. This duty is not infringed if the situation:
- (a) cannot reasonably be regarded as likely to give rise to a conflict of interest;
  - (b) relates to:
    - (i) the purchase of trustee indemnity insurance;
    - (ii) the reimbursement of reasonable out-of-pocket expenses actually incurred in running the College;
    - (iii) a recommendation to the Governing Body made by or on behalf of the Remuneration Committee in accordance with Statute 1 clause 11; or
    - (iv) the College's relationship with the University; or
  - (c) is managed by the Governing Body in accordance with regulation 5.2.11.
- 5.2.11 If a conflict of interests arises in connection with an item of business which comes before a Meeting of the Governing Body or any committee, the unconflicted members of the Governing Body or committee may (with or without conditions as to time or otherwise) proceed notwithstanding the conflict of interests provided that:
- (a) the procedure in regulation 5.2.12 is followed;
  - (b) doing so will not result in any direct or indirect material benefit being conferred on the member (or a person connected to the member) that would not be permitted under the College's Statutes and these regulations; and
  - (c) they consider that doing so is in the best interests of the College in the circumstances.
- 5.2.12 A conflicted member must:
- (a) declare an interest before discussion begins on the matter;
  - (b) withdraw from the meeting for that item unless (and only for as long as) expressly invited by the person chairing the meeting to remain in order to provide information;
  - (c) not be counted in the quorum for that part of the meeting; and

- (d) withdraw during the vote and have no vote on the matter.
- 5.2.13 In the event of uncertainty or dispute as to whether a member's situation is covered by regulations 5.2.10 to 5.2.12, or as to whether a member should withdraw from a meeting or part of a meeting, the decision of the person chairing the meeting shall be dispositive.
- 5.2.14 The Secretary of the Governing Body is to maintain a Register of Conflicts of Interest in which Members of the Governing Body are to enter any outside appointment or other activity which may reasonably be thought to be likely to put them in a position of conflict of interest when serving in their role as a member of the Governing Body. Members of the Governing Body are to be reminded to update the Register on at least an annual basis. The Register shall be made available at all Meetings of the Governing Body.

#### Delegation of powers of the Governing Body

- 5.2.15 For the avoidance of doubt, nothing in regulations 5.2.16 to 5.2.21 shall limit the ability and responsibility of Officers or committees to exercise the routine executive powers that belong to them as Officers and committees by Statute or by regulation or by necessary implication of their duties as Officers and committees, and to report material exercises to Meetings of the Governing Body.
- 5.2.16 Unless provided otherwise in the Statutes or regulations, the Governing Body may, by the vote of a simple majority of those present and voting, delegate to any Officer or to any standing committee or ad hoc committee duly constituted for the purpose any decision-making power that the Governing Body could itself validly have exercised by the vote of a simple majority of those present and voting.
- 5.2.17 In any case in which a decision-making power is delegated under regulation 5.2.16, any decision taken by the delegate Officer or committee using the delegated power is to be reported to the next Meeting of the Governing Body.

#### Decisions of the Governing Body made by correspondence

- 5.2.18 Subject to regulation 5.2.22, where it appears to the Master, the Vice Master and the Senior Tutor that a decision of the Governing Body is needed and that the matter is non-controversial, or that an urgent matter needs decision between 1 July and 1 October in any year and:
- (a) the power to make the decision cannot be delegated in accordance with regulation 5.2.16; or
  - (b) in the opinion of the Master, the matter is not suitable for delegation under regulation 5.2.16,

the Governing Body shall, at the request of the Master, determine the matter by correspondence.

- 5.2.19 Determination of a matter by correspondence shall involve:
- (a) discussion of the matter by electronic mail or suitable electronic means agreed by the Governing Body in which all participants may communicate with all the other participants; and
  - (b) circulation of a resolution in writing to all members of the Governing Body in accordance with regulation 5.2.20, specifying the period within which a response is required.
- 5.2.20 For the purposes of regulation 5.2.19(a), the Master shall specify the period for discussion of the matter, which period shall be not less than seven days, and may adopt such methods as to the conduct of the discussion as appear to the Master to be appropriate in the circumstances.
- 5.2.21 At the end of the period specified in accordance with regulation 5.2.20, a written resolution ("written" and "in writing" refers to a legible document on paper or a document which can be printed onto paper, including electronic mail) shall be circulated to all the members of the Governing Body who would have been eligible to vote on the matter at a Meeting of the Governing Body. The resolution shall specify the period within which a response is required and how the response should be provided. A resolution approved by a majority of the members of the Governing Body who would have been eligible to vote on the matter at a meeting of the Governing Body within the period specified shall be as valid as a resolution passed at a Meeting of the Governing Body and for this purpose:
- (a) the number of members of the Governing Body who approve the resolution must be at least as many as would be required to form a quorum at a Meeting of the Governing Body; and
  - (b) the resolution may be contained in more than one document and will be treated as passed on the date that the required number of members have indicated their approval.
- 5.2.22 A matter is not to be determined by correspondence where it is reasonably practicable to summon a Meeting of the Governing Body for the same purpose.
- 5.2.23 Any decision of the Governing Body made by correspondence is to be reported to all members of the Governing Body as soon as reasonably practicable; decisions taken otherwise than at Meetings of the Governing Body must also be reported to the next Meeting of the Governing Body.



## **6. COMMITTEES**

The Governing Body may appoint committees with such powers and members as it may determine, and may discharge such committees. The standing committees of the College are as follows:

### **6.1 Academic Committee**

6.1.1 The Academic Committee is responsible for considering all aspects of academic policy and practice.

6.1.2 The Academic Committee makes recommendations to the Governing Body and has delegated powers to make decisions relating to its remit:

(a) where, in the opinion of the chair, it is not reasonably practicable to refer the matter to the next scheduled meeting of the Governing Body; and

(b) subject to such limits or conditions as the Governing Body may specify from time to time,

provided that any decisions made in exercise of these powers must be reported to the next scheduled meeting of the Governing Body.

6.1.3 The Academic Committee comprises at least: the Master (chair), Senior Tutor, Dean of Graduates and three academic Fellows. Other members may be appointed by the Governing Body as necessary.

6.1.4 The Academic Committee meets up to four times per term.

## **6.2 Audit Committee**

The Audit Committee's terms of reference are set out in Appendix 2.

## **6.3 Finance Committee**

6.3.1 The Finance Committee is responsible for considering and advising the Governing Body in relation to the financial affairs of the College. The Finance Committee also reviews the financial implications of recommendations made by the other committees of the College.

6.3.2 The Finance Committee makes recommendations to the Governing Body and has delegated powers to make decisions relating to its remit:

- (a) where, in the opinion of the chair, it is not reasonably practicable to refer the matter to the next scheduled meeting of the Governing Body; and
- (b) subject to such limits or conditions as the Governing Body may specify from time to time,

provided that any decisions made in exercise of these powers must be reported to the next scheduled meeting of the Governing Body.

6.3.3 The Finance Committee comprises at least: the Master (chair), Finance Bursar (also referred to as the Estates Bursar), Financial Adviser and three other members of the Governing Body. Other members may be appointed by the Governing Body as necessary.

6.3.4 The Finance Committee meets up to three times per term.

## **6.4 General Purposes Committee**

6.4.1 The General Purposes Committee is responsible for considering matters which:

- (a) do not fall within the remit of the other standing or ad hoc committees of the Governing Body; and
- (b) are not reserved to the Governing Body.

6.4.2 The General Purposes Committee makes recommendations to the Governing Body and has delegated powers to make decisions relating to its remit:

- (a) where, in the opinion of the chair, it is not reasonably practicable to refer the matter to the next scheduled meeting of the Governing Body; and
- (b) subject to such limits or conditions as the Governing Body may specify from time to time,

provided that any decisions made in exercise of these powers must be reported to the next scheduled meeting of the Governing Body.

6.4.3 The General Purposes Committee comprises: the Master (chair), Domestic Bursar, Dean and at least three other Fellows or senior staff members, of which at least two shall be Fellows. Other members may be appointed by the Governing Body as necessary.

6.4.4 The General Purposes Committee meets up to three times per term.

## **6.5 Premises Committee**

6.5.1 The Premises Committee is responsible for considering all aspects of the safety, maintenance and improvement of those parts of the estate that serve the College's members and staff.

6.5.2 The Premises Committee makes recommendations to the Governing Body and has delegated powers to make decisions relating to its remit:

(a) where, in the opinion of the chair, it is not reasonably practicable to refer the matter to the next scheduled meeting of the Governing Body; and

(b) subject to such limits or conditions as the Governing Body may specify from time to time,

provided that any decisions made in exercise of these powers must be reported to the next scheduled meeting of the Governing Body.

6.5.1 The Premises Committee reports to the Governing Body but may also consult with the Finance Committee and the General Purposes Committee.

6.5.2 The Premises Committee comprises: the Master (chair), Finance Bursar, Domestic Bursar, at least one member of the Finance Committee, at least one member of the General Purposes Committee and at least one other member of the Governing Body.

6.5.3 The Premises Committee meets at least three times per year.

## **6.6 Remuneration Committee**

6.6.1 The Remuneration Committee is responsible for making recommendations to the Governing Body as to the level of remuneration (including any stipend, allowance or benefit) provided for services rendered to the College by persons (including the Master) who are members of the Governing Body.

6.6.2 Consideration of the following matters is delegated to the Remuneration Committee:

(a) the level of remuneration (including any stipend, allowance or benefit) provided for services rendered to the College by persons (including the Master) who are members of the Governing Body; and

- (b) in accordance with regulation 2.2.3, any account of an Office-holder's activities, or any default of such account, under Statute I clause 52(3).
- 6.6.3 The Remuneration Committee reports to the Governing Body but may also consult with the Finance Committee.
- 6.6.4 The Remuneration Committee shall include: the Master (chair), Finance Bursar, Senior Tutor, an academic member of the Governing Body who does not hold the office of Praelector, and at least two members who are persons not in receipt of any remuneration (whether stipend, allowance or benefit) from the College (**Independent Members**).
- 6.6.5 A quorum for meetings of the Remuneration Committee shall be four members and must include at least one Independent Member.
- 6.6.6 If any members of the Remuneration Committee not being Independent Members are conflicted in relation to a matter which falls to be decided by the Remuneration Committee, whether by virtue of a personal interest or duty or by virtue of a conflict of loyalty arising from the member's position within the College (which for the purposes of this regulation 6.5 shall be managed in accordance with regulations 5.2.11 and 5.2.12), such that there are insufficient members to form a quorum, the chair may co-opt additional members to the Committee for the purpose of determining that matter. If the chair is subject to such a conflict, the Vice-Master shall be co-opted to the Committee and shall act as chair for the purposes of that matter.
- 6.6.7 The chair shall ensure that, by allocating a greater weight to the votes of Independent Members than to the votes of any other members (such allocation to be recorded in the minutes of the relevant meeting), the combined votes of any other members of the Remuneration Committee are not capable of prevailing over the combined votes of all the Independent Members.
- 6.6.8 The Remuneration Committee may revocably delegate to a sub-committee of its members such of its functions and powers as it may determine, provided that any such sub-committee must comply with regulation 6.6.5 *mutatis mutandis*.
- 6.6.9 The Remuneration Committee meets not less than once per year.

## **6.7 Investment Committee**

- 6.7.1 The Investment Committee is responsible for considering the College's investment strategy for its endowments and making recommendations for its implementation or amendment.
- 6.7.2 The Investment Committee has delegated powers to invest or disinvest within limits and subject to conditions specified by the Governing Body from time to time.
- 6.7.3 The Investment Committee reports to the Governing Body but may also consult with the Finance Committee.

6.7.4 The Investment Committee comprises at least: the Master (chair), Investment Bursar, Finance Bursar and Financial Adviser. Other members shall be appointed by the Governing Body in order to ensure that at least half of the members of the Committee are external individuals with relevant expertise.

6.7.5 The Investment Committee meets up to three times per year.

## **6.8 General terms of reference for Committees**

Subject to the terms of reference specified above, the general terms of reference set out at Appendix 1 to these regulations shall apply to the College's Committees.

## **7. STUDENT MEMBERS OF THE COLLEGE**

### **7.1 Student Contract, Handbook of Regulations and other published College policies**

7.1.1 Student members of the College must comply with the undertakings and requirements contained in the Student Contract, Handbook of Regulations, and any other Code or Policy published from time to time in the College's Handbook of Information.

7.1.2 The regulations contained in the Handbook of Regulations shall be deemed to have been made for the purposes of Statute I clause 56 and shall:

- (a) set the minimum conditions of academic performance that shall be consistent with continued student membership of the College;
- (b) prescribe the grounds, processes and measures the College considers appropriate in relation to a student member's neglect of studies or other academic misconduct, including suspension or termination of the student's membership;
- (c) prescribe the grounds and processes for disciplining a student member for other misconduct, including provisions governing the suspension or termination of the student's membership or rights of access to the premises and precincts of the College, and, if the College sees fit, the imposition of fines or other financial penalties for or in relation to misconduct;
- (d) provide for intermission of studies and, if the College sees fit, suspension of membership, in cases in which it appears to the College that there is no reasonable alternative in the light of a student's personal circumstances.

7.1.3 The regulations contained in the Handbook of Regulations may be varied in accordance with Statute I clause 6(2) and regulation 10.

### **7.2 Scholarships, exhibitions and grants**

#### Eligibility and election

- 7.2.1 Candidates for membership of the College and student members may be elected to a scholarship or exhibition or be eligible for a grant.
- 7.2.2 The number and descriptions of scholarships, exhibitions and grants, the qualifications for and conditions, if any, attaching to their award, their value and the period or periods for which they may be held shall be as the Governing Body shall from time to time determine.
- 7.2.3 In their determinations with respect to the award of scholarships, exhibitions and grants the Governing Body shall give effect as fully as the interests of the College shall appear to them to allow to the terms of any trust for the funding of awards within the College, and in any case where the interests of the College may require the suspension of any such award the income of the trust, fund or foundation for that award shall be disposed of in accordance with the provisions of Statute I clause 60.

Termination or suspension of scholarship, exhibition or award

- 7.2.4 Any scholar, exhibitor or recipient of an award who in the opinion of the Governing Body is guilty of neglect of studies or of any other misconduct may by a decision of the Governing Body be deprived of all or part of the award.
- 7.2.5 A scholarship, exhibition or award shall be vacated upon the holder's acceptance of a Fellowship, academic scholarship or other similar status in another college within the University, or upon the holder's ceasing to be a student member of the College, or upon such other event as the Governing Body may from time to time specify by regulation.

**8. OTHER MEMBERS OF THE COLLEGE**

**8.1 Admission of College Lecturers, Academic Visitors and Research Scholars to membership of the College**

Admission of College Lecturers, Academic Visitors and Research Scholars to membership of the College shall be by decision of the Governing Body and shall be subject to such terms and conditions, including as to remuneration, rights to common table, accommodation and academic obligations, as the Governing Body may prescribe from time to time.

**9. COLLEGE PROPERTY, MUNIMENTS AND SEAL**

**9.1 Trusts for specific purposes**

In accordance with Statute I clause 60(1)(a) the Governing Body may by regulation alter a specific trust if the trust in question was created by an instrument operative not less than 60 years before the coming into force of such regulation, provided that the Governing Body has first:

- 9.1.1 satisfied itself that the proposed alteration is consistent with such cy-près or other legal principles as would apply to a trust of the same size and nature; and
- 9.1.2 obtained and considered professional advice regarding the proposed alteration.

## **9.2 Custody of the College muniments and seal**

The muniments and common seal of the College shall be kept in a secure place in the custody of the Finance Bursar.

## **9.3 Affixing the seal**

9.3.1 The College seal may be affixed in the presence of:

- (a) the Master and one Fellow of the College who is also a member of the Governing Body; or
- (b) in the Master's absence, two Fellows of the College who are also members of the Governing Body.

9.3.2 The impression of the College seal shall be attested by both of the aforesaid persons.

9.3.3 A copy of all documents to which the College seal has been affixed shall be kept by the Finance Bursar. In the case of stock transfer forms, rights and bonus notices and allotment letters, the copies may be disposed of after six years.

## **10. ALTERING THE REGULATIONS**

10.1.1 Regulations may be made, repealed, suspended or varied in accordance with Statute I clause 6(2).

10.1.2 Not less than seven days' notice must be given of a motion to make, repeal, suspend or vary a regulation.

## **11. TRAVELLING FELLOWSHIPS OF THE FOUNDATION OF DR JOHN RADCLIFFE**

1. The emoluments of the two Fellowships of the Foundation of Dr John Radcliffe shall be applied to the maintenance of two Fellowships, to be called Dr John Radcliffe's Travelling Fellowships.

2. Each Fellowship shall be for the purpose of the study of Medical Science outside the British Isles, and of travel abroad with a view to such study. Every Candidate for a Fellowship shall before election declare that s/he intends during the period of his/her tenure of the Fellowship (except when within the British Isles with leave under this regulation to be therein) to devote himself to the study of Medical Science abroad.

3. Each Fellowship shall be tenable for two years from the day of election inclusive, and no longer: excepting that it shall be lawful for the Master of University College and the Regius Professor of Medicine to give permission to an elected Candidate to postpone taking up his/her Fellowship for such period (normally not exceeding one year from the date of his/her election) as they may prescribe.

4. Notwithstanding the provisions of the last two preceding clauses of this regulation, a Fellow shall have leave to remain within the British Isles after the commencement of his/her tenure of his/her Fellowship, and to return to the British Isles from time to time during his/her tenure thereof, provided that the aggregate of periods of time so spent in the British Isles during such tenure shall not exceed 365 days, except with the express permission of the Master of University College and the Regius Professor of Medicine. A

Fellow shall travel or reside out of the British Isles during the tenure of his/her Fellowship except when s/he has leave under this clause to be within the British Isles. While a Fellow shall be within the British Isles with such leave, neither duties nor remuneration shall attach to his/her Fellowship. A Fellow shall forthwith vacate his/her Fellowship if during his/her tenure thereof s/he shall remain or be within the British Isles without such leave.

5. Each Fellowship shall be of such annual value, and shall be supplementable with such allowances, and the emoluments and allowances shall be payable at such times and in such manner, as the Governing Body of the College may from time to time determine.

6. The elector to the Fellowship shall be the Governing Body of University College.

7. The elector shall not be required to elect a Fellow in any one year unless and until there shall be sufficient income available to pay the emoluments and allowances of the Fellowship, and in any event the elector shall not be required to elect to more than one Fellowship in any one year.

8. No persons shall be ineligible for election to a Fellowship by reason only of his/her not being a Master of Arts of the University of Oxford and entered on the Physic line, but no person shall be eligible unless s/he shall have passed all the examinations required by the University for the degree of Bachelor of Medicine (B.M.) or for the degree of Bachelor of Arts and in the latter case so long as s/he shall also have passed all the examinations required by any other University for the degree of Bachelor of Medicine (M.B.). No person shall be eligible if six years have elapsed since the time of passing the last examination required for the degree of Bachelor of Medicine (B.M. or M.B.).

9. The Candidates shall be examined in Medical Science, in such manner and by such persons or person holding office within the University of Oxford as the electors shall appoint, provided that the Examiners so appointed may, if they see fit, call in an assessor (not being necessarily a member of the University) for any particular subject chosen by the Candidate and approved by the Regius Professor and the Examiners, such assessor being remunerated from the same fund as the Examiners: and that Candidate shall be elected who shall appear to the electors to be of the greatest merit.

10. No Fellow shall be required as such to become a member of University College.

11. It shall be lawful for the Governing Body of University College if it shall think fit, to commute the right to the two sets of rooms within the said College formerly belonging to the Fellows of the said foundation for the annual sum of £10 for each set. The said two sums of ten pounds each and the emoluments of any vacant Fellowship during the vacancy thereof shall be invested from time to time, and the income of such investments shall be applied, in the first instance, in defraying the expenses of the examination of Candidates for the said Fellowships, and subject thereto shall be used for the furtherance of Medical Science in such ways as the Governing Body shall after consultation with the Board of the Faculty of Clinical Medicine from time to time appoint.

NOTE. - In 1907 the Master and Fellows of University College established, in accordance with clause 11, a Prize for the furtherance of Medical Science, to be known as the Radcliffe Prize. In 1922 they further established the Radcliffe Scholarship in Pharmacology, in accordance with the same clause, and in 1974 renamed it the Radcliffe Pharmacology Prize.



**12. FELLOWSHIP OF THE FOUNDATION OF THE RIGHT HONOURABLE MARY ANNE VISCOUNTESS SIDMOUTH**

1. The Fellowship of the Foundation of the Right Honourable Mary Anne Viscountess Sidmouth within University College shall be called the Stowell Civil Law Fellowship.

2. Except as hereinafter provided in the case of a Fellow elected under clause 3 of this regulation, no person shall be eligible thereto who shall not have passed all the examinations required by the University of Oxford for the Degree of Bachelor of Arts, or who shall have completed the thirtieth Term from that of his/her matriculation inclusive.

3. Whenever the Fellowship be or fall vacant, then, if the Governing Body of the College at any meeting shall by resolution declare that it is expedient to elect as Stowell Civil Law Fellow a person eminently qualified to be a Lecturer, or Praelector, or Tutor, and to give instruction in the College in the Civil Law and the subjects recognized in the examinations conducted under the supervision of the Board of the Faculty of Law in the University, they shall thereupon proceed, as soon thereafter as conveniently may be, to elect such a person as Stowell Civil Law Fellow, provided that the election shall be conducted in accordance with the procedure prescribed in the College Statutes for elections to Official Fellowships; and that the person so elected shall not be subject to clauses 4, 5, 6, 7 or 8 of this regulation, but shall be subject in respect of vacation and re-eligibility to the Fellowship, Residence, Service and Pension to the provisions of Statute I of those Statutes.

4. Whenever the Fellowship be or fall vacant, if within a period of six months the Governing Body shall have passed no such resolution, or if at any meeting it shall have declared by resolution that the Fellowship shall for the ensuing election be regarded as a Junior Research Fellowship in Civil Law, then an election thereto shall be made by the Governing Body in accordance with the provisions of Statute I of the College Statutes as soon as conveniently may be and on such day as they at any of its meetings shall appoint, and notice of the intended election shall be given by the Master, in such manner as the Governing Body shall deem best, thirty days at least before the day of election, and the Governing Body shall elect that Candidate who shall appear to it to be of the greatest merit and most fit to be Stowell Civil Law Fellow.

5. The Fellow on his/her election shall enter his/her name on the books of the College.

6. The Fellow after his/her election shall be required, if s/he has not already done so, to take the Degree of Bachelor of Civil Law as soon as the Statutes of the University allow; and shall also be required, if s/he has not already done so, to enter at one of the Inns of Court within twelve calendar months, and to be called to the Bar within four years, from the day of his/her election or re-election.

7. If the Fellow shall fail to satisfy any of the requirements of Clause 6 (unless prevented by some cause to be approved by the Governing Body at one of its meetings), or if s/he shall take Holy Orders, s/he shall thereupon vacate the Fellowship.

8. The Fellow shall not be entitled (except so far as is provided by the College Statutes) to participate in the Corporate Revenue or general Funds of the College; neither shall s/he be required (unless and until the value of the Fellowship shall have been augmented to £200) to contribute to any part of the expenses devolving upon the Corporate Revenue or general Funds of the College; or to submit to the rateable diminution of the emoluments of his/her Fellowship. In all other respects s/he shall enjoy the like rights and privileges and be subject to the like duties and requirements as a Junior Research Fellow of the College.

9. The Governing Body may make alterations in and additions to this regulation; Provided that such alterations and additions be not contrary or repugnant to the general intentions of the said Mary Anne Viscountess Sidmouth, as expressed in a certain indenture bearing date 26th June 1837, and made between the said Mary Anne Viscountess Sidmouth of the first part, the Right Honourable Henry Viscount Sidmouth of the second part, and Dr Frederick Charles Plumptre, Dr Thomas Edward Bridges, and Dr Joseph Phillimore of the third part.

### **13. FELLOWSHIP OF THE FOUNDATION OF ROBERT MYNORS, ESQUIRE**

(Approved by the King in Council, the 6th day of February, 1925, and amended by the University of Oxford Commissioners.)

1. The Fellowship of the foundation of the late Robert Mynors, Esquire, within University College shall be called the Mynors Fellowship and shall be used for the promotion of the study and teaching of Social Science, which expression shall be taken to include Economics and Politics; and the Mynors Fellow shall be required to apply himself/herself to the study and teaching of Social Science in return for emoluments and privileges attached to the Mynors Fellowship as such.

2. Except as hereinafter provided, the Governing Body shall in elections to the Mynors Fellowship act in accordance with the procedure authorized in Statute I of the College Statutes, and every Mynors Fellow so elected shall hold his/her Fellowship for a period of seven years and shall be re-eligible thereto, under the conditions governing for the time being the tenure of Official Fellowships within the College.

3. The holder for the time being of the Mynors Fellowship shall receive nine tenths of the whole income arising from the Mynors Fellowship Trust Fund, and the remaining tenth part shall be contributed wholly and solely for the Fellow's benefit. S/he shall enjoy such emoluments and privileges in regard to a place and vote at any General Meeting of the College, rooms and prescribed allowances, and such other privileges as are now or may be hereafter attached to an Official Fellowship within the College. S/he may also, if appointed to the office of Lecturer, Praelector or Tutor, receive from the Tuition Fund such further stipend as the Governing Body shall from time to time upon the advice of the Academic Committee determine. Regard shall be had, in fixing such stipend, to the amount of the Mynors endowment.

4. During any vacancy of the Fellowship the income shall be invested and added to the capital of the Trust Fund, so as to increase the emoluments attached to the Fellowship.

5. The Mynors Fellowship may, if the Governing Body so decide, be tenable in conjunction with a University Readership in Economics or Politics, if the University shall maintain such a Readership with a stipend of not less than £300 per annum, for this purpose: and in this case the Mynors Fellow shall be elected, or re-elected, by a Board consisting of the Master of the College, the Drummond Professor of Political Economy, the Gladstone Professor of Political Theory and Institutions, a person appointed by the Hebdomadal Council, a person appointed by the Faculty of Social Studies, and two persons appointed by the Governing Body of the College. The Fellow so elected shall in the first instance be elected for such period, not exceeding seven years, as shall have been agreed upon between the College and the University. At the end of such period, or if the Fellow shall previously vacate the Readership, the Governing Body shall decide whether the connexion of the

Fellowship with the University Readership shall be continued for a further period, and if it be so continued the then holder shall be re-eligible by the said Board.

6. If the University shall determine the Readership or the tenure of the same by the Mynors Fellow or if the College shall decide under clause 5 of this regulation not to continue the connexion of the Fellowship with the University Readership, the then holder of the Mynors Fellowship shall be re-eligible by the Governing Body under clause 2 of this regulation.

7. A Mynors Fellow elected under clause 5 of this regulation shall, as to his/her duties as University Reader, be subject to such regulations as may from time to time be determined by Statute made by or for the University and to any regulations made for the Reader by the University after consultation with the College, and, as to his/her duties as Fellow, be subject to such conditions, including conditions as to residence and teaching, as shall have been fixed by the College at the time of his/her election or re-election.

8. The Governing Body may from time to time make alterations in and additions to this regulation provided that such alterations and additions be not applicable to the holder of the Fellowship for the time being, save with his/her own consent, and be not inconsistent with the title and purpose of the endowment as set forth in the Will of the Founder and in the first clause of this regulation, namely to maintain in the College a Fellowship associated with the name of the Founder for the study and teaching of Social Science.

**APPENDIX 1**  
General terms of reference for Committees

**1. Establishment**

- 1.1 Each Committee is established by the Governing Body pursuant to its powers under the College's Statutes.
- 1.2 Unless otherwise specified, Committees report to the Governing Body and do not have delegated powers.

**2. Name, membership and delegated powers**

The name, membership and any delegated powers of a Committee shall be as specified:

- 2.1 in the College's regulations; and/or
- 2.2 in or pursuant to any resolution of the Governing Body relating to the Committee.

**3. Term of office**

- 3.1 Members of a Committee shall serve for such term as may be specified at the time of their appointment.
- 3.2 A Committee member's term of office automatically terminates if s/he:
  - 3.2.1 receives notice that the Governing Body has approved a recommendation from the Committee in question that s/he be removed;
  - 3.2.2 was at the time of appointment a member of the Governing Body and ceases to be a member of the Governing Body;
  - 3.2.3 becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
  - 3.2.4 resigns his/her membership of the Committee by notice to the chair of the Committee; or
  - 3.2.5 is absent from three consecutive meetings of the Committee without the permission of the chair of the Committee.

**4. Meetings**

- 4.1 Each Committee shall meet with the regularity specified in the College's regulations, or as otherwise considered appropriate for the effective discharge of its functions.
- 4.2 Four members shall constitute a quorum.
- 4.3 Any member of a Committee may request the chair of the Committee to call a meeting if s/he considers that a meeting is necessary or expedient.
- 4.4 Reasonable efforts shall be made to:

- 4.4.1 give notice of Committee meetings to all members and invitees; and
  - 4.4.2 arrange such meetings so that all members and invitees are able to attend.
- 4.5 Members of a Committee may participate in or hold a meeting by means of conference telephone or other similar electronic communications equipment so that all persons participating in the meeting can hear and speak to each other in real time. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Committee duly convened and held with such persons physically present.
- 4.6 At the discretion of the chair of the Committee, a Committee may make decisions by correspondence between meetings.
- 4.7 Only members of a Committee shall have the right to attend Committee meetings. Other individuals may be invited to attend all or part of any meeting where appropriate.

## **5. Secretary**

- 5.1 A Committee may appoint a secretary.
- 5.2 If a secretary is appointed, the secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

## **6. Specific terms of reference**

The Governing Body may by resolution adopt specific terms of reference for any committee and such specific terms of reference shall take precedence over these general terms of reference.

**APPENDIX 2**  
Audit Committee Terms of Reference

**1. Introduction**

- 1.1 The audit committee (the **Committee**) has been established by the Governing Body pursuant to its powers under the College's Statutes.
- 1.2 These terms of reference may be amended by the Governing Body from time to time.

**2. Membership**

- 2.1 The chair and members of the Committee shall be appointed by the Governing Body. In making appointments to the Committee, the Governing Body may invite recommendations from the Finance Committee.
- 2.2 The Committee shall consist of not less than three members.

**Independence and qualification**

- 2.3 The chair of the Committee shall be neither:
  - 2.3.1 the chair of the Finance Committee; nor
  - 2.3.2 the Master of the College.
- 2.4 The membership of the Committee must include:
  - 2.4.1 at least one person who is independent of the College and particularly is neither a member of the Governing Body nor of the Finance Committee; and
  - 2.4.2 at least one person who is competent in accounting and/or auditing to the satisfaction of the Governing Body.
- 2.5 The requirements of Clauses 2.4.1 and 2.4.2 may but need not be satisfied by the same individual.

**Term of office**

- 2.6 Members of the Committee shall serve for three years and may be re-appointed for two further terms only.
- 2.7 A Committee member's term of office automatically terminates if s/he:
  - 2.7.1 receives written notice from the Governing Body of his/her removal;
  - 2.7.2 becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
  - 2.7.3 has been physically or mentally incapable of managing his/her affairs for a period of three months;

- 2.7.4 resigns his/her membership of the Committee by notice to the chair of the Committee; or
- 2.7.5 is absent from three consecutive meetings of the Committee without the permission of the chair of the Committee.

### **3. Meetings**

- 3.1 The Committee shall normally meet four times in each financial year.
- 3.2 Three members, including the person(s) satisfying the requirements of Clauses 2.4.1 and 2.4.2 above, shall constitute a quorum.
- 3.3 Any member of the Committee may request the chair of the Committee to call a meeting if s/he considers that a meeting is necessary or expedient.
- 3.4 All reasonable efforts shall be made to:
  - 3.4.1 give notice of meetings of the Committee to all members and invitees; and
  - 3.4.2 arrange such meetings so that all members and invitees are able to attend.
- 3.5 Members of the Committee may participate in or hold a meeting by means of conference telephone or other similar electronic communications equipment so that all persons participating in the meeting can hear and speak to each other in real time. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Committee duly convened and held with such persons physically present.
- 3.6 Only members of the Committee shall have the right to attend Committee meetings. Other individuals may be invited to attend all or part of any meeting where appropriate.

### **4. Secretary**

- 4.1 The Committee shall appoint a secretary of the committee.
- 4.2 The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

### **5. Duties and terms of reference**

- 5.1 The Committee shall:

#### **Internal audit**

- 5.1.1 monitor the effectiveness of the College's internal control, internal audit and risk management systems;
- 5.1.2 where there is no internal audit function, consider whether there is a need for such a function and if appropriate make recommendations to the Governing Body;

- 5.1.3 recommend terms of reference for any internal audit function and the arrangements for co-operation between internal and statutory audit;

#### **Statutory audit**

- 5.1.4 monitor the statutory audit of the annual accounts;
- 5.1.5 review and monitor the independence and objectivity of the statutory auditor, and in particular the provision of additional services by the statutory auditor to the College;
- 5.1.6 make recommendations to the College as to the appointment of a statutory auditor, on which recommendations the Governing Body must base any proposal to appoint such an auditor;
- 5.1.7 consider the methodology and assumptions used in the statutory auditor's annual report;
- 5.1.8 review the statutory auditor's annual report and the adequacy of management responses;
- 5.1.9 monitor the implementation of agreed audit-based recommendations and advise senior management on any additional steps to be taken;

#### **General**

- 5.1.10 monitor the College's financial reporting process;
- 5.1.11 investigate on behalf of the Governing Body any financial or administrative matter within its terms of reference which may put the College at risk;
- 5.1.12 examine reports of any relevant investigations (including reports from external regulatory bodies) and advise the Governing Body accordingly;
- 5.1.13 satisfy itself that adequate risk management mechanisms are in place;
- 5.1.14 when necessary recommend to the Board a framework of effective audit covering internal and statutory audit processes, having reviewed the effectiveness of the financial and other control systems of the College; and
- 5.1.15 investigate, discuss or review any other matters if required to do so by the Governing Body.

#### 5.2 The Committee is authorised to:

- 5.2.1 co-opt members with particular expertise to attend particular meetings;
- 5.2.2 require any member of staff of the College to attend all or part of a meeting;
- 5.2.3 seek information from and require the cooperation of any member of staff of the College with respect to matters relevant to its terms of reference; and



- 5.2.4 obtain external legal or other professional advice or procure training for its members in order to fulfil its responsibilities save that it shall not incur expenditure in excess of a limit approved from time to time by the Governing Body without the prior approval of the Governing Body.

**6. Register of interests**

- 6.1 All members of the Committee shall complete a declaration of interests annually or as otherwise directed by the chair.
- 6.2 The secretary shall maintain a register of interests declared by members of the Committee.

**7. Reporting**

- 7.1 The Committee shall provide minutes of all Committee meetings for review at meetings of the Governing Body and shall draw to the attention of the Governing Body all significant audit matters that come to its attention at any time.
- 7.2 The Committee shall present an annual report to the Governing Body covering all matters within its terms of reference and may, at the discretion of the chair of the Committee, make reports to the Governing Body at any other time.

**8. Review**

The Committee's terms of reference shall be reviewed annually.