



HUGHES HALL
UNIVERSITY OF CAMBRIDGE

GOVERNING BODY

Confirmed Minutes

Sixty-third meeting of Governing Body, Wednesday 12 June 2019

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OPEN BUSINESS

Present: Dr Anthony Freeling (President, Chair), Dr Hilary Burton (Vice-President), Dr Lydia Drumright (Pro-Vice-President, from item 63.5.2), Mr Mark Anderson, Dr Stephen Axford (Director of Research Translation), Dr Mark Bale, Prof Michael Barrett, Dr Othman Cole, Mr Martin Coleman (from item 63.5.2), Dr Bart de Nijs (from item 63.5.1), Dr Bernard Devereux, Dr Claire Donnelly, Dr Peter Dudley, Mrs Victoria Espley (Bursar), Prof Emanuele Giovannetti, Dr Sara Hennessy (from item 63.4), Dr Danika Hill, Dr Sarah Hoare (from item 63.4), Prof Ian Hodge (from item 63.5.1), Dr Sonia Ilie, Prof Bill Irish, Dr Philip Johnston (Senior Tutor), Dr Arne Jungwirth, Dr Yury Korolev, Dr Alastair Lockhart, Dr Andrew Mackintosh, Prof William Nuttall, Prof Jonathan Powell, Dr Aisling Redmond, Dr Corinne Roughley, Dr Carole Sargent, Dr Kishore Sengupta (from item 63.5.1), Dr Eugene Shwageraus, Dr Jeffrey Skopek (from item 63.5.1), Dr Martin Steinfeld (to item 63.5.2), Prof Paul Tracey, Dr Caroline Trotter, Dr Suzanne Turner, Dr Lars Vinx (from item 63.4), Prof Rupert Wegerif (from item 63.5.1), Dr Clive Wells, Dr Jessica White (from item 63.14), Dr Vanessa Wong, Dr Nigel Yandell.

In Attendance: Mr Bill Conner (Director of Institutional Advancement, to item 63.10), Prof Neil Mercer (Senior Independent Fellow, to item 63.10), Mrs Wendy Solomou (College Secretary and Fellowships Manager, Secretary).

Apologies: Dr Paula Banca, Mr William Charnley, Prof Ming-Qing Du, Dr Markus Gehring, Dr Fernando Gonzalez-Zalba, Mr Nick Gray, Dr Agnieszka Iwasiewicz-Wabnig, Dr Ajith Parlikad, Mr Tim Pilkington, Dr Nidhi Singal.

On leave: Dr Heather Blackmore, Prof Gishan Dissanaiké, Prof James Kaufman, Dr Ricardo Sabates, Dr Jacob Stegenga, Dr Andreas Stylianides.

Absent: Dr Stephen Cave, Prof John Doorbar.

In memoriam

Mr Keith Joseph Alexander McVeigh, MA, ALA
Life Fellow, died on 2 April 2019, aged 71 years.

63.1. Introduction

63.1.1. Welcome

The President welcomed Dr Claire Donnelly to her first meeting of Governing Body. He also welcomed Mr Bill Conner to the meeting.

63.1.2. Declarations of Interests (Open Business)

The President declared an interest in item 63.9.4 and Dr Burton chaired the meeting when the item was considered. He also declared an interest in item 63.6.

63.2. Minutes and Matters arising from the Open Business of the Sixty-second meeting of Governing Body, 13 March 2019

63.2.1. Approval of minutes (GB63 01)

The minutes were approved as an accurate record.

63.2.2. Matters arising not otherwise on the agenda

There were no Matters arising.

63.4. President's Report

The President reported the following:

- **Exams** –the College had come through the exam period in good heart and with no major issues. He thanked the tutorial team for their support to students over the examination period and help with any problems that had arisen.
- **{{REDACTED}}**
- **Visit of major donor** – Dr Edwin Leong, Pfeiffer Fellow, planned to visit the UK for the first time and would be in College on the 18th and 19th July. The President strongly encouraged Fellows to attend the formal opening of the Edwin Leong Library on the 19th.
- **Visit of HRH the Duke of York** – the visit, which had included the 'soft' launch of The Bridge had been successful. The President said that the launch had engaged the Duke of York and members of College and that he had received positive feedback from beyond the College membership.

63.5. Finances

63.5.1. Management accounts update (GB63 02)

Council received the management accounts to 30 April 2019. The Bursar noted that the year-end forecasts had been reviewed in May 2019 and reflected the current best estimate of the year-end operational income and expenditure. The forecast surplus was well above budget, mainly because of an increase in the University's estimate for the per capita graduate fee, but also accounted for by an increase in rental income from summer lettings to students, an increase in conference income and income generated by the Bridge Centres. Expenditure was also forecast to be above budget and included historical billing errors for water supply (a number of colleges had been undercharged) that were being investigated.

63.5.2. Budget 2019-20 (GB63 03)

The Bursar presented the proposed income and expenditure budget for 2019-20, which had been considered by Finance Committee prior to review by Council. Council recommended that Governing Body approve the budget.

The Bursar explained that the format had been changed to include a detailed breakdown of the forecast income and expenditure for the Bridge Centres. She reminded Governing Body that, as in previous years, there would be an opportunity to review and update the budget in October once actual student numbers were known. In response to an observation that the forecast increase in student numbers was not matched by a proportionate increase in academic and tutorial expenditure, the Bursar explained that there was not a simple, proportional relationship between the two items and that she had worked with the Senior Tutor and the tutorial team to ensure that there was sufficient provision within the academic and tutorial budget to support the increase in student numbers.

Governing Body approved the proposed income and expenditure budget for 2019-20.

63.5.3. Reactivation of Elizabeth Phillips Hughes Hall Company (GB63 04)

The Bursar reported that the Audit Committee had met with the College's auditors and had agreed that the level of non-educational income (forecast for 2019/20) had reached the point at which it was advisable for the College to invoice conferences, events, bed-and-breakfast lettings, and other non-educational business via a trading company.

The paper gave details of the proposed legal structure of the trading subsidiary (which would be a legal entity with its own Board) and stated the following:

- The College would issue a Deed of Covenant between the College and the trading company to set out their legal relationship and to confirm that any profits generated by the trading subsidiary would be donated to the College at the end of each financial year.

- All staff would continue to be employed by the College. The College would charge a management fee to the trading company to cover the costs of running the conference and other non-educational business activities.
- The College would set up a Service Level agreement between the College and the trading company to set out the practicalities of the arrangement. The income and expenditure of the trading company would be consolidated into the main College accounts.

The Bursar asked that Governing Body approve the following:

1. The resurrection of dormant company Elizabeth Phillips Hughes Hall Company from 1 August 2019
2. The change of name from Elizabeth Phillips Hughes Hall Company to Hughes Hall Conference Company Limited (HHCL) – in order to be more meaningful to clients
3. The re-appointment of Victoria Espley and Anthony Freeling (currently both Directors of the dormant company) as Directors of HHCL

In response to questions she said that the trading company needed to have at least one director, but could have two or more should Governing Body decide, and that, other than an element of increased administration, there were no downsides to activating a trading company, such as an increase in reputational risk.

Governing Body approved all three proposals.

63.6. Regent House age limit - amendment to University's Statutes (GB63 05)

The President reported that the Registry had written to the Heads of the Colleges to request their respective Governing Bodies' consent to an amendment in the University's Statutes. He explained that the amendment would remove the criteria stipulated for membership of Regent House from Statutes to Ordinances.

Governing Body gave its consent to the proposal to amend University Statute [A,III,11], to read as follows:

11. (a) The Registry shall inscribe on the Roll of the Regent House the names of persons who meet the criteria for membership of the Regent House, as determined from time to time by Special Ordinance and Ordinance.
- (b) No provision concerning the membership of the Regent House which affects the members of a College or of the Colleges shall be amended without the consent of that College or Colleges.

63.7. * Prevent ADR letter for The President and Fellows of Hughes Hall from OfS (GC63 06)**

Governing Body noted the outcome of the Prevent accountability and data return (ADR) confirmed by the OfS in a letter circulated to Governing Body on 17 April 2019.

63.8. *Policy for Visiting Fellows and Visiting Scholars (GB63 07)**

Governing Body noted the policy for accepting Visiting Fellows and Visiting Associates (to replace Visiting Scholars) approved by Council on 29 May 2019 [CC85.13]. The President drew attention to the requirement for all visitors to be sponsored by a Senior Member and the decision not to charge a fee, and said that the policy would be reviewed after one year.

63.9. Amendments to Ordinances (GB63 08)

Governing Body approved Governance Committee's recommendations for amendments to Ordinances noted in items 63.9.1, 63.9.2, 63.9.3, and 63.9.5 without discussion.

Item 63.9.4 had been un-starred and an alternative to the original amendment, given in paper GB63 08a, was considered and approved by Governing Body.

The amendments approved by Governing Body are given in Appendix A to the minutes of Open Business.

63.9.1. * Ordinance [A,X,3] – Appointment of Visiting Fellows (p.2)**

63.9.2. * Ordinances [B,IV,1 and D,III,5] - Finance Committee and Development Strategy Group (pp.3-4)**

63.9.3. * Ordinance [B,V,1] – Investments Committee (p.5)**

63.9.4. Ordinances [A,II and C,1,24] - award of Associateship for life (p6) and (GB63 08a)

63.9.5. * Ordinance [C,1] – Related persons within the Senior Membership (p.7)**

It was noted, at later point of the meeting [GB63.16], that a process to identify 'related persons' (as now defined in Ordinance) would need to be established, and it was agreed that the Secretary would refer the matter to Governance Committee to make a recommendation a regulation for approval by Council.

ACTION: The Secretary to refer the need for the establishment of a regulation or process to identify related persons to Governance Committee.

63.10. Any other Open Business

There was no other Open Business.

End of Open Business WS 12/06/2019

Appendix A: Amendments to Ordinances approved by Governing Body

Appointment of Visiting Fellows, Ordinance [A,X,3]

3. The Fellowships Committee shall be responsible to the Governing Body for:
 - (a) making recommendations for the election and re-election of Fellows in Classes A-G and Titular Fellows **other than Visiting Fellows**;
 - (b) the appointment and re-appointment of By-Fellows, Associates, and Research Associates;
 - (c) the appointment of Affiliates, **Visiting Fellows** and Visiting Scholars;
 - (d) the conduct of Fellowship re-election procedures under Statute [IV,2], other than:
 - (i) the re-election of any member of the Academic Staff, as defined by the Academic Staff Statute; or
 - (ii) any review held at the expiry of a fixed-term contract of employment, or at the completion of a probationary period of employment, held in conjunction with a Fellowship;any such review or re-election shall be held in accordance with Ordinance [C,I,29(c)] or [C,I,31], as appropriate.

Constitution of Finance Committee, Ordinance [B,IV,1]

1. The Finance Committee shall be a standing committee of the Council. The Committee shall be composed of:
 - (a) the President (Chair);
 - (b) the Vice-President;
 - (c) the Bursar;
 - (d) the Senior Tutor;
 - (e) the Development Director **(or the person appointed to perform the duties of Development Director if the Office is vacant)**;
 - (f) the President of the MCR or another Student nominated by the MCR Committee;
 - (g) three Fellows who are members of the Governing Body;
 - (h) up to two persons with relevant professional experience or qualifications, co-opted to advise on the College's financial and reporting systems and to support their future development in cost-effective ways.The Finance Manager shall be in attendance.

Constitution of Development Strategy Group, Ordinance [D,III,5]

5. The Development Strategy Group (DSG) shall be an advisory committee to the Development Director, appointed in accordance with Ordinance [D,I] (or to the person appointed to perform the duties of Development Director if the Office is vacant). The Committee shall meet at least once a Term and shall be composed of:
 - (a) the President (Chair);
 - (b) the Development Director (or the person appointed to perform the duties of Development Director if the Office is vacant);
 - (c) the Bursar;
 - (d) one Alumnus;
 - (e) one Student nominated by the MCR;
 - (f) up to two co-opted members, drawn from the Leaders/Directors of Focus Areas and Bridge Centres.

Constitution of Investments Committee, Ordinance [B,V,1]

1. The Investments Committee shall be a standing committee of the Council. The Committee shall be composed of:
 - (a) the President (Chair);
 - (b) the Pro-Vice-President;
 - (c) the Bursar;
 - (d) the President of the MCR or another Student nominated by the MCR Committee;
 - (e) ~~two~~three further Fellows who are members of the Governing Body;
 - (f) up to two co-opted members with relevant professional experience or qualifications, who may be, but need not be, Fellows of the College.

Award of an Associateship for life, Ordinance [C,I,24]

24. Associates: a person whom the Fellowships Committee considers suitable may be appointed as an Associate of the College, initially. Normally the appointment shall be for a period of three years, renewable indefinitely for periods of up to three years at a time. Exceptionally the appointment shall be for life.

Related persons within the Senior Membership, Ordinance [C,I]

Related persons

29. A related person of any Senior Member may be elected or appointed to any form of Senior Membership, including Fellowship in Classes A-F. For the purpose of Ordinances, related persons are spouses, unmarried or civil partners, siblings, parents and children.

30. Related persons shall not normally serve together on Council or other committees established by Ordinance. Governance Committee may authorise exceptions for a committee where neither of the two related persons is the Chair, each is deemed to bring distinctive expertise not available elsewhere, and their joint membership is not deemed problematic for the committee's good functioning.

31. A related person of the President or of a Fellow who holds an Office or Post named on the Governance List may not serve on a committee or in a role which has significant input into that member's work, and may not stand for election as Pro-Vice-President or Vice-President.

[Current Ordinances C.I.29-34 to be renumbered C.I.32-37]