



GOVERNING BODY

Confirmed minutes

Eighty-fifth meeting of Governing Body 30 November 2022

In person at 5.30pm

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Present: Sir Laurie Bristow (President, Chair), Prof Nidhi Singal (Vice-President), Mr Mark Anderson, Dr Stephen Axford, Prof Michael Barrett (from item 85.4), Dr Jimmy Chan, Mr William Charnley, Dr Othman Cole (from item 85.3), Prof Gishan Dissanaiké, Dr Peter Dudley, Dr Mish Ebrahim, Ms Emily Farnworth (from item 85.4), Prof Emanuele Giovannetti, Dr Sarah Hoare (from item 85.4.2), Prof Riikka Hofmann (from item 85.4), Dr Sonia Ilie, Prof Bill Irish (from item 85.4), Dr Yury Korolev, Dr Alastair Lockhart, Dr David McCay (from item 85.4), Mr Jonathan Newby (Bursar), Prof William Nuttall, Prof Jonathan Powell (to item 85.18), Dr Perla Pucci, Dr Corinne Roughley, Prof Ricardo Sabates (from item 85.4), Dr Carole Sargent, Prof Eugene Shwageraus, Dr Martin Steinfeld, Prof Andreas Stylianides, Dr Livia Tomova (from item 85.2.2), Prof Paul Tracey, Dr Lars Vinx, Dr Clive Wells, Dr Claire West, Dr Jessica White (to item 85.11).

In Attendance: Mr William Conner (Director of Institutional Advancement, to item 85.11), Mr Andrew Grieve (Assistant Bursar, to item 85.11), Ms Jayne Rowe (Partner, PEM Chartered Accountants, for item 85.41), Mrs Wendy Solomou (College Secretary and Fellowships Manager, Secretary).

On leave: Dr Paula Banca, Dr Markus Gehring, Prof Kishore Sengupta.

Apologies: Dr Farah Ahmed, Dr Bart de Nijs, Prof John Doorbar, Prof Tamsin Ford, Prof Sara Hennessy, Dr Agnieszka Iwasiewicz-Wabnig, Ms Mahnaz Malik, Dr Tori McKee (Senior Tutor), Prof Neil Mercer (Senior Independent Fellow), Prof Ajith Parlikad, Mrs Laurel Powers-Freeling, Prof Jorge Santos, Dr Jeffrey Skopek, Prof Jacob Stegenga, Prof Caroline Trotter, Prof Suzanne Turner, Prof Rupert Wegerif, Dr Nigel Yandell.

OPEN BUSINESS

85.1. Introduction

85.1.1. Welcome

The President informed Governing Body that Ms Jayne Rowe, Partner, of PEM Chartered Accountants, would be joining the meeting for part of item 85.4, and that Mr Grieve would be in attendance for Open Business.

The President thanked Dr Korolev who was attending his last Governing Body meeting, having taken up a lectureship at the University of Bath.

At the President's suggestion, Governing Body agreed to take items 85.3 and 85.3.1 after item 85.4.10.

85.1.2. Declarations of interests (Open Business)

There were no declarations of interests.

85.2. Minutes and Matters arising from the Open Business of Governing Body, of 26 October 2022

85.2.1. Approval of minutes (GB85 01)

Governing Body approved the minutes as an accurate record.

85.2.2. Governing Body action list: Open Business (GB85 02)

- **[84.5] Restated budget 2022-23**
The Bursar to bring analysis of the difference between a cash-based budget (used in the 2021-22 budget) and the current year's new methodology to GB.
 - Dealt with in item 85.10.
- **[84.7] Update on estates strategy**
The Bursar to provide further details of funding sources and a high-level cost plan report.
 - The Bursar would provide a fuller analysis and updated project overview in the New Year.

85.2.3. Matters arising not otherwise on the agenda

There were no other matters arising.

85.3. President's report (GB85 02a)

The President summarised feedback from the series of fireside chats. He thanked Fellows for their positive engagement and reported that there was a high degree of consensus across the Fellowship about what the College should be doing and aiming to achieve. He referred to the College's core mission and said that he was thinking about the priorities for the current academic year and beyond to 2030, a timescale which was likely to be a phase of transition for the College, as for the world. He grouped the following areas for discussion noting that they did not represent a full summary of very rich conversations, but rather a starting point for further feedback and guidance about what should be the focus for the next term and remainder of the academic year.

People. Investing in people and building the Hughes Hall community were seen as a key priorities, including growing the skills of staff. At its last meeting (9 November 2022) Fellowships Committee had agreed to develop a 'People Vision' to set clear targets for the desired size and profile of Governing Body and the wider Senior Membership and to set a clearer understanding of mutual expectations.

Estates. Developing the estates and making the best use of space was seen as essential for a positive experience for students, Senior Members, and staff. The current lack of physical capacity was seen as a fundamental brake on what the College was striving to achieve. Some possible immediate solutions would be discussed later in the meeting.

Student experience. There had been many expressions of the importance of nurturing impactful people who would make a difference in the world of 2030. Widening Access and EDI (Equality, Diversity, and Inclusion) were seen as fundamental values, which meant that the College had to be outstanding at supporting people who wanted to come to Hughes. The Impact Leadership Programme led by Dr Chan for post-doctoral members and doctoral students was mentioned as something that was a good fit with the College's mission and values and which could be used as a model and upscaled and offered to all students.

Bridge. There was a clear sense that the Bridge was perceived as a unique selling point (USP) for Hughes and that it actively enhanced the core mission of the College. There were, however, mixed views about what the Bridge should be delivering and the direction it should take; there were big decisions to take about governance and resources further down the line, which demanded further consultation and thought.

Communications. The President said that it was his personal view and a recurrent theme among Heads of House that colleges needed to raise their comms game significantly. It was important to develop and project a more positive and compelling narrative and personality (brand). Hughes needed to be better networked with the people and organisations it wanted to work with; develop stronger ties with alumnae/i (who were its champions and ambassadors), and use its convening power to attract and engage interesting people.

Culture. The shared view was that Hughes has a strong positive culture, but there was no room for complacency – everyone needed to be invested in the success of the College.

Governance. Governance structures needed to be more streamlined to reduce governance overhead while increasing accountability, effectiveness and responsiveness. Trustees needed to be equipped to make clear, evidence-based choices about where best to concentrate resources and the trade-offs involved.

The President concluded by saying that he would continue with conversations, but would also make sure that actions were being taken via the existing committee structures for direction, with College Officers taking ownership of delivery under the overall oversight of Governing Body. He would welcome feedback and comments following the Vice-President's presentation on the Fellows' survey.

85.3.1. Fellows' survey (GB85 02b)

The Vice-President presented the key insights from the survey, which had asked Fellows how they felt about their engagement with the College and their experiences and expectations of being part of the community. The survey had achieved a response rate of almost 60% (32 complete responses received). She thanked all those who had responded and said that the findings would inform Fellowships Committee's development of a 'People Vision'. She also acknowledged the support of Dr Ilie, in conducting the survey and summarising its findings.

During discussion:

- EDI – there was agreement that promoting EDI values needed to go beyond monitoring gender, ethnicity and the other protected characteristics; just as important was embedding an inclusive culture – valuing and respecting each other, respecting ideas and building co-operative teams.

- Engagement – it was noted that the response rate was good for an email-based survey, but nevertheless a large proportion of Fellows had not responded. The President said that he intended to continue his conversations with Fellows and hoped to gather the views of everyone.
- Communication – there was strong agreement that the College had a powerful story to tell, about its students, its research and scholarship, and research translation: effective communication would be key to engaging the desired audiences.
- Estates – developing the estates and addressing the immediate problem of a shortage of student accommodation and office space were seen as priorities. It was noted that as a service provider students first judged the College on its ability to provide accommodation and catering.
- Governance – the Bursar confirmed that there was a plan to embark on a review of the number of Trustees, which would be overseen by Governance Committee. He also confirmed that a resourcing plan for funding the College's planned developments would be brought to Governing Body.

85.4. Annual report and accounts 2021-22

The Bursar welcomed Ms Rowe to the meeting.

85.4.1. PEM Audit Matters report to trustees following the audit to 31 July 2022 (GB85 03)

Ms Rowe went through the key points of PEM's report to the trustees and said that following some final reviews she anticipated being able to sign off on a clean audit and reported that the audit had not found any issues of concern to note or bring to attention. However, she recommended that Governing Body review the size of the Trustee Body, as it was considered good practice for a board of Trustees to consist of at least five but no more than twelve members.

Ms Rowe acknowledged and thanked the College's Finance Team for their co-operation during the audit and, in response to a question raised, confirmed that all information sought by the auditors had been readily provided by the Finance Team. The President endorsed her thanks to the Finance Team.

The Bursar thanked Ms Rowe, who was shortly to leave PEM, for her work over the past three years of audit.

85.4.2. Bursar's introduction to the accounts (GB85 04)

The Assistant Bursar presented the key items in the audited accounts of Hughes Hall. He gave a vote of thanks to the Finance Manager and Compliance Administrator for their work in producing the final accounts.

85.4.3. Audited RCCA accounts of Hughes Hall (GB85 05)

Governing Body approved the RCCA accounts of Hughes Hall for 2021-22.

85.4.4. Audited accounts of Hughes Hall Limited (GB85 06)

Governing Body approved the accounts of Hughes Hall Limited for 2021-22.

85.4.5. Audited accounts of Hughes Hall Conference Company Limited (GB85 07)

Governing Body approved the accounts of Hughes Hall Conference Company Limited for 2021-22.

85.4.6. Letters of representation (GB85 08)

Governing Body approved the three letters of representation from Governing Body to PEM (concerning Hughes Hall, Hughes Hall Limited, and Hughes Hall Conference Company Limited).

85.4.7. Draft accounts Hughes Hall (Hong Kong) Limited (GB85 09)

Governing Body received the draft accounts of Hughes Hall (Hong Kong) Limited for 2021-22.

85.4.8. Draft accounts of Chapter Zero (GB85 10)

Governing Body received the draft accounts of Chapter Zero for 2021-22.

85.4.9. [CONFIDENTIAL] Appointment of the auditors for 2023-24 (for the audit of the 2022-23 accounts)

{[REDACTED]}

85.4.10. *Unconfirmed minutes Audit Committee Open Business, of 10 November 2022 (GB85 11)**

Governing Body received the unconfirmed minutes of Audit Committee without discussion.

85.5. Update on estates strategy

{[REDACTED]}

85.6 Proposal for student accommodation (GB85 12)

{[REDACTED]}

85.7. Prevent accountability and data return (ADR) for the academic year 2021-22 and review of the University's Freedom of Speech statement (GB85 13)

Governing Body received the draft Prevent ADR return for 2021-22 to be signed off by the President and submitted to the Office for Students (OfS). The paper also included the Senior Tutor's recommendation that the College continue to adopt the University's Freedom of Information statement and to review its adoption annually as part of the process of preparing the return.

Governing Body approved the Prevent ADR for submission to the OfS and approved continuing to adopt the University's Freedom of Information statement.

85.8. Amendments to Ordinances (GB85 14)

Governing Body approved amendments to combine the Senior Membership categories of By-Fellow and Associate to a single category, By-Fellow; and to retitle 'Associates' as 'By-Fellows'; 'Research Associates' as 'Research By-Fellows'; and 'Visiting Associates' as 'Visiting By-Fellows'. The amendments are given in the appendix to the minutes of Open Business.

85.9. *Use of the Common Seal**

Governing Body noted without discussion that in accordance with Statute XII.1 the Common Seal of the College had been affixed on 22 November 2022 to six documents: each a lease and property management agreement for six externally rented student accommodation houses (27 Mackenzie Road, 31 Mill Road, 12 Tenison Road, 32 Mawson Road, 11 Mackenzie Road, and 152 Gwydir Street). The leases had taken effect from 22 November 2022 for a period of five years.

85.10. Management accounts update (GB85 15)

The Bursar presented management accounts for the first quarter to 31 October 2022, noting that the forecast outturn was on track.

The Bursar presented details of the difference between a cash-based budget (used in the 2021-22 budget) and the current year's new methodology. [The reported 2021-22 Year-End surplus of £196,623 reduced to a deficit of -£40,281 once adjustments were made for depreciation charges (-£481,242), capital expenditure (+£69,057) and the Lloyds Bank Loan (+£175,281).]

85.11. Any other Open Business

There was no other Open Business.

End of Open Business WS

Appendix: Approved amendments to the Ordinances concerning By-Fellows, Associates, Research Associates, and Visiting Associates

Ordinance [A, IV]

12. Where the Governing Body considers that the acts or omissions of a Trustee amount to a failure to carry out or comply with the duties of the position, and that this failure warrants his or her removal as Trustee, he or she shall immediately cease to attend any meeting of the Governing Body, or count for the purposes of calculating any quorum. He or she may be liable to removal from his or her Fellowship, in accordance with Ordinance [C,I,312(b)] or [C,I,323].

Ordinance [A, X]

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 ~~By-Fellows~~~~Associates~~;
 - (c) the appointment of Affiliates, Visiting Fellows and Visiting ~~By-Fellows~~~~Associates~~;
 - (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,312(c)] or [C,I,334], as appropriate.

Ordinance [C, I]

1. The College community of Members shall comprise:
 - (b) the President;
 - (b) Fellows in Classes A-G under Statute[IV,1];
 - (c) Former Presidents under Ordinance [A,II,11];
 - (d) Titular Fellows under Statute V (Honorary Fellows, Pfeiffer Fellows, Quondam Fellows, Former Fellows and Visiting Fellows);
 - (e) By-Fellows, ~~Associates~~, Research ~~By-Fellows~~~~Associates~~ and Affiliates;
 - (f) Visiting ~~By-Fellows~~~~Associates~~ and Academic Visitors;
 - (g) Students of the College, both undergraduate and postgraduate;
 - (h) Alumni of the College, that is, any person who at any time has been a Student member.

Senior Members shall comprise:

- (a) the President;
- (b) Fellows in all Classes and Titles;
- (c) Former Presidents;
- (d) By-Fellows, Associates, Research By-FellowsAssociates and Affiliates;
- (e) Visiting By-FellowsAssociates.

10. The Election of Fellows and the appointment of other Senior Members shall normally be made on the recommendation of the Fellowships Committee, under Ordinance [A,X,3(a)-(c)]:

- (a) Fellows in Classes A-G, and Titular Fellows other than Visiting Fellows, shall be elected by the Governing Body;
- (b) By-Fellows, Visiting Fellows, Associates, Research By-FellowsAssociates, Affiliates and Visiting By-FellowsAssociates shall be appointed by the Fellowship Committee.

23. By-Fellows: a person who is not in a position to undertake all the responsibilities of a Fellow but who would otherwise be of sufficient status to be elected to a Fellowship may be appointed as a By-Fellow of the College, initially for a period of three years, renewable indefinitely for periods of up to three years at a time. a person whom the Fellowships Committee considers will make a valuable contribution to the College may be appointed as a By-Fellow. Normally the initial appointment shall be for a period of up to three years, renewable indefinitely for periods of up to three years at a time. Exceptionally the appointment shall be for life.

Associates, Research By-FellowsAssociates and Affiliates

24. Associates: a person whom the Fellowships Committee considers suitable may be appointed as an Associate of the College. 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.

25. Research By-FellowsAssociates: a person who holds a doctorate and a post-doctoral position in the University or some other institution approved by the Council, may be appointed as a Research By-FellowAssociate, initially for a period of three years, renewable for a single further period of two years, provided that he or she they shall remain in that or a similar post-doctoral position.

26. Affiliates: an Fellow, AssociateBy-Fellow or Research By-FellowAssociate who is not re-appointed for a further term shall, unless appointed to another category of Senior Membership, normally be appointed as an Affiliate of the College, for life.

Other Visitors

27. Visiting ~~By-Fellows~~ Associates: either a person normally holding a doctorate, whose visit is not deemed as justifying election as a Visiting Fellow, or a professional planning to collaborate in research translation activity with one or more Senior Members of the College, may be appointed as a Visiting ~~By-Fellow~~ Associate for a maximum period of one year, which shall not normally be renewed.

Renumber clauses 25-37 as 24-36 and correct cross-references

Ordinance [C, II]

27. Subject to any applicable contract of employment, proceedings for the discipline or removal from Office of a person who is a member of the Academic Staff shall be taken in accordance with the Academic Staff Statute, Ordinance [C,I,312(a)] or [C,I,312(b)] and Ordinance [C,V].
28. Subject to any applicable contract of employment, proceedings for the discipline or removal from Office of a person who is not a member of the Academic Staff shall be taken in accordance with Statutes [VI,3] and [IV,8]. For those purposes, Parts [I-V] of the Academic Staff Statute, Ordinance [C,I,323-334] and Ordinance [C,V], shall apply as if the Officer were such a member; provided always that Part [V] of the Academic Staff Statute shall not apply to any Officer who does not hold the Office under a contract of employment.

Ordinance [C, III]

7. Subject to any applicable contract of employment, proceedings for the discipline or dismissal of any Post-holder shall be taken in accordance with Parts [I-V] of the Academic Staff Statute, Ordinance [C,I, 323-334] and Ordinance [C,V]; provided always that Part [V] of the Academic Staff Statute shall not apply to any Post-holder who is neither a member of the Academic Staff nor employed under a contract of employment.

Ordinance [C, IV]

Research Convenor

9. The Honorary Research Convenor shall be responsible to the Council for facilitating the integration of new Research Fellows and Research ~~By-Fellows~~ Associates into College life.

Ordinance [D, II]

7. The Bridge Committee shall be responsible to the Council for developing and furthering the understanding of research and translation interests amongst the College membership. For this purpose the Committee shall:
 - (a) oversee the development of individual interdisciplinary Bridge Centres within the College;
 - (b) oversee formal relationships with any networks or partnerships with research and policy organisations external to the College, to be known collectively as 'Bridge Partnerships';
 - (c) take ownership of the Research Fellow and Research **By-FellowAssociate** competitions, making recommendations to Fellowships Committee for elections and appointments;
 - (d) provide input to Fellowships Committee on priorities regarding the recruitment of Fellows and Research **By-FellowsAssociates** to enhance the College's research and translational activities;
 - (e) propose new initiatives to further the reputation and achievements of the College in research and translation;
 - (f) oversee the work of the Academic Convenor and the activities of the individual subject area groups;
 - (g) oversee the work of the Research Convenor and the informal Post-Doc Committee, and any training or mentorship schemes focussed on young researchers in the College;
 - (h) facilitate communication of the activities, achievements and future development plans of existing Research and Translation activities to the broader membership of the College.

Ordinance [D, III]

1. The House Committee shall be an advisory committee to the Bursar, appointed in accordance with Ordinance [D,I], and shall be composed of:
 - (a) one member of the Council (Chair);
 - (b) the Bursar;
 - (c) the Head of Domestic Operations;
 - (d) the IT Manager;
 - (e) four further members appointed from among the GB Fellows and Research **By-FellowsAssociates**;
 - (f) up to three Students nominated by the MCR Committee.