



HUGHES
HALL

UNIVERSITY OF CAMBRIDGE

GOVERNING BODY

Confirmed minutes

Eighty-third meeting of Governing Body 15 June 2022

Pavilion Room at 5.00pm

{} indicates that this item will be removed prior to publication on the College website.

Present: Dr Anthony Freeling (President, Chair), Prof Nidhi Singal (Vice-President), Dr Stephen Axford, Prof Michael Barrett, Prof Gishan Dissanaiké, Dr Peter Dudley, Prof Tamsin Ford, Dr Markus Gehring, Prof Emanuele Giovannetti, Dr Sarah Hoare, Dr Sonia Ilie, Prof Bill Irish, Dr Agnieszka Iwasiewicz-Wabnig, Dr Alastair Lockhart, Dr Andrew Mackintosh, Miss Mahnaz Malik, Dr Tori McKee (Senior Tutor), Mr Jonathan Newby (Bursar, for items 83.4 to 83.5 only via conference call), Prof Ajith Parlikad, Prof Jonathan Powell, Dr Corinne Roughley, Dr Carole Sargent, Prof Eugene Shwageraus, Prof Jacob Stegenga, Prof Andreas Stylianides, Dr Livia Tomova, Prof Paul Tracey, Dr Caroline Trotter, Prof Suzanne Turner, Dr Lars Vinx, Prof Rupert Wegerif, Dr Clive Wells, Dr Jessica White.

In Attendance: Prof Neil Mercer (Senior Independent Fellow, to item 83.9), Mrs Wendy Solomou (College Secretary and Fellowships Manager, Secretary).

On leave: Dr Paula Banca, Prof Ricardo Sabates, Dr Jeffrey Skopek, Dr Martin Steinfeld.

Apologies: Mr Mark Anderson, Dr Jimmy Chan, Mr William Charnley, Dr Othman Cole, Mr William Conner (Director of Institutional Advancement), Dr Bart de Nijs, Prof John Doorbar, Prof Sara Hennessy, Dr Riikka Hofmann, Dr Yury Korolev, Prof William Nuttall, Mrs Laurel Powers-Freeling, Prof Kishore Sengupta, Dr Nigel Yandell.

OPEN BUSINESS

83.1. Introduction

83.1.1. Welcome

The President welcomed everyone to the final scheduled meeting of the year observing that it was his last Governing Body meeting.

83.1.2. Declarations of interests (Open Business)

There were no declarations of interests.

83.2. Minutes and Matters arising from the Open Business of Governing Body, of 11 May 2022

83.2.1. Approval of minutes (GB83 01)

Governing Body approved the minutes as an accurate record.

83.2.2. Governing Body action list: Open Business

There were no items on the action list.

83.2.3. Matters arising not otherwise on the agenda

83.2.3.1. [81.6 CONFIDENTIAL] Update on estates' strategy

{{REDACTED}}

83.3. President's report

The President informed Governing Body that he would give a longer report than usual since this should be his final meeting. He said that from the outset of his presidency he had resolved to always give some good news in his reports, an aim which had been somewhat challenged over the two years of the COVID pandemic. He therefore wished to start his report by congratulating those Fellows recognised for promotion from 1 October 2022 in the University's recent academic promotions round: Prof Suzanne Turner and Prof Sara Hennessy (Professorship (Grade 12)); Dr Caroline Trotter and Dr Riikka Hofmann (Professorship (Grade 11)); Dr Peter Dudley, Dr Sonia Ilie, and Dr Lars Vinx (Associate Professorship (Grade 10)).

He also wished to celebrate the successes of the College Boat Club in the Bumps and in recent years. The Club had gone from strength to strength with a strong membership, many of whom were new to rowing. He thanked the Club for christening the new Women's Four, the 'Freeling-Cook' in tribute to himself and the outgoing Boat Club Senior Treasurer and mainstay, By-Fellow, Mr Jeff Cook.

The President was delighted to confirm that both the Senior Tutor and Bursar had successfully passed their probationary reviews and were confirmed in their respective Offices.

The President formally announced his own appointment as Acting Vice-Chancellor of the University from 1 October 2022.

The President congratulated Prof Nuttall on the recent publication of another book.

The President commented on the success of the Bridge, including the recent securing of substantial additional funding for the Centre for Climate Change. {{REDACTED}}

The President concluded his report with some musings on strategy. In the first weeks of his presidency, he had articulated an eight-year strategy for the future direction of the College which had been adopted. Considering what had been achieved against those early stated aims he observed that two years of COVID pandemic had taken their toll. The most striking delay had been the development of the estates, although as noted above, there was at last some renewed momentum there.

The aim to change the size and shape of the student body had progressed well – student numbers had increased, the numbers on three-year courses (both undergraduate and PhD), important for building community and continuity, had also risen and the College could be proud of its contribution to widening

participation. Welfare services for students had greatly improved over the last eight years, and were set to increase further, partly in response to the impact of the pandemic, but also because of an underlying increase in demand experienced across the whole sector.

The aim to bridge the academic and external worlds, thereby raising the public profile of the College, had been put on a firm footing via the Bridge initiative: with four centres and a wider programme of activities already established and two further centres (100 Healthy Years and AI) still in the pipeline.

The Fellowship was in good heart and the wider senior membership had grown in size. The President cautioned that thought would need to be given to maintaining the engagement of Fellows who were not trustees, if, and when, a future move to limit trusteeship to members of Council was brought about.

The President concluded his report by wishing the College well and thanking Governing Body for electing him to 'the best job in the world'.

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83.4. Management accounts update (GB83 02)

The Bursar presented the management accounts to 30 April 2022 (Month 9) noting that there had been no significant changes since the previous update, and that the College was still on course to achieve a surplus.

83.5. Budget 2022-23 (GB77 03)

The Bursar presented the proposed forecast income and expenditure budget for 2022-23 and expressed his gratitude to Mr Grieve (Assistant Bursar) and Mrs Ai Tiang Ng (Finance Manager), for their hard work and effort in producing it, and to budget holders for fully engaging in the budget-setting process.

The Bursar confirmed that he had not received any questions on points of detail ahead of the meeting and that both Council and Finance Committee had reviewed the proposed budget and recommended its approval by Governing Body. He gave an overview of the budgeting-setting process before discussing the income and expenditure lines in more detail.

- The circumstances in which the budget had been set were challenging - normally the starting point would be to work from the base line of the previous year. However, the previous two years had been atypical, owing to the COVID pandemic. In addition, the budget had been set against a backdrop of rising inflation. The approach had therefore been to work bottom-up with the budget holders and to attempt to understand and consider inflationary factors where possible and to provide for unforeseen inflationary costs and other factors in a centrally held contingency fund.
- The budget had been set for 'business as usual' except for some areas still in recovery mode, in particular the Conference Office – although there had been a good pick up in conference business it was still operating at around 75% of pre-COVID levels.
- The Bursar noted that the budget allowed for a 12% increase in operating income against an uncomfortable 18% increase in operational costs, due to the exceptional circumstances of

COVID recovery and rising inflation. He said that he would not expect such a pattern to be repeated in the following year and gave a further explanation of the main factors driving movements in income and expenditure.

- The budget provided for a small surplus which, together with the contingency fund (equivalent to 2.5% of ordinary expenditure to allow for the uncertainty posed by factors such as future inflation, actual student numbers, and any unforeseen events) would ensure that the College's debt covenants would be met comfortably.
- As in previous years the budget would be restated in October when there would be greater certainty over student numbers and fee income.

Governing Body approved the budget proposed for 2022-23.

The President thanked the Bursar and his team.

83.6. * Membership of Regent House (GB83 04)**

Governing Body approved the College giving its consent to two proposed changes to the membership of Regent House: to add College Chaplains and part-time College Lecturers to those who qualify for Regent House membership.

83.7. Amendments to Ordinances (GB83 05)

Governing Body considered proposed amendments to the College Ordinances arising from the decision to elect a single Vice-President with a revised remit at the meeting of 16 June 2021 [GB77.7].

Governing Body approved amendments to the following Ordinances:

- Role of Vice-President [C, II, 8-11], [A, II, 7-8], [B, VII, 11]
- Membership of Council [A, VII,1], [A, VII, 3], [A, VII,12], [A, VIII,10]
- Chair and membership of Governance Committee [A, IX, 1]
- Amendments to remove remaining references to the Pro-Vice-President [A, III, 1], [B, VI, 1], [C, I, 31], [C, II, 6]

It was agreed that the precise wording for the total length of term for a Vice-President in Ordinance [C,II,8] be finalised by Dr Lockhart and the Secretary to convey that the normal length of tenure, i.e., the expectation, would be that a Vice-President would serve for three years, but with the possibility of renewal for a further second term of up to three years, i.e. a maximum term of six years, after which there would need to be a break of at least two years before a former Vice-President would be eligible for re-election.

The amended Ordinances are given in the Appendix to the minutes of Open Business.

Governing Body noted that further amendments to Ordinances to stipulate the process for electing a new Vice-President would be submitted at a later meeting and that amendments to Statutes would be considered and drafted over a longer period.

83.8. Re-categorisation of Associates (GB83 06)

Governing Body approved the President's proposal that the Senior Membership categories of By-Fellow and Associates be combined to a single category, 'By-Fellow'.

The main rationale for the re-categorisation was that there were several groups of people that the College would like to attract who were specifically seeking an association that included the title 'Fellow'. These included academics whom the College would like to engage as Directors of Studies or Tutors; people who could support the Bridge initiatives; junior academics seeking an affiliation; and for senior staff members seeking additional recognition of their importance to the College. The President said that following consultation with other Heads of House he had concluded that the College would be better aligned with senior categories of membership in other colleges if it were to retitle 'Associates' as 'By-Fellows'; 'Research Associates' as 'Research By-Fellows'; and 'Visiting Associates' as 'Visiting By-Fellows'.

The President noted that it would take time to introduce the change and would involve amendments to existing College Ordinances. However, he suggested that in the meantime, current Associates, Research Associates, and Visting Associates, be permitted to use the new titles.

Governing Body approved the proposal.

83.9. Any other Open Business

The Vice-President informed Fellows that she would be sending them a short survey.

End of Open Business, WS

Appendix: Amendments to Ordinances approved by Governing Body

Ordinance [C, II, 8-11]

Vice-Presidents

8. There shall be a Vice-President and a Pro Vice President elected from among the GB Fellows. One Fellow shall be elected every two years for a period of four years, during which he or she shall serve for two years as the Pro Vice President followed immediately by two years as the Vice President. If for any reason the Pro Vice President does not continue in Office as the Vice President, the Governing Body may either re-elect the current Vice President or elect some other person. A Vice President may shall not normally be re-elected for four years following the end of his or her tenure. Appointment shall normally be for three years, but with the possibility of renewal for one further consecutive period of three years, or some shorter period. A former Vice-President shall not be eligible for re-election for at least two years following the end of their tenure. For the avoidance of doubt, notwithstanding references to 'Vice-Presidents' in Statute [II, 4], Statue [IV, 10], and Statute [VI, 1], there shall be a single Vice-President who is the Senior Vice-President referenced in Statute [II, 4, 6, and 7].
9. The two Vice-Presidents shall each:
 - (a) support the President in his or her day-to-day role;
 - (b) complement the President's leadership from the perspective of the Fellowship;
 - (c) provide leadership in College life by chairing serving as an *ex-officio* member of Council and on one or more some committees.
10. The Vice-President, or in his or her absence the Pro Vice President, shall:
 - (a) act in respect of any duties prescribed by the Statutes for the Vice-President;
 - (b) act as deputy for the President in his or her temporary absence;
 - (c) act as Presiding Officer for the election of the President and shall chair the Search Committee;
 - (d) receive any formal complaint against the President, whether by a member of the Governing Body or by the Senior Independent Fellow, and take appropriate action, which may include referring the complaint to the Grievance Procedure established under Part [VI] of the Academic Staff Statute, or to the Governing Body under Part [VII].
11. Further to clause [2], the Offices of Vice-President and Pro Vice President shall not be held under a contract of employment, and no Fellow who is included on the Governance List under Ordinance [A,I,10] shall be eligible for election as a Vice-President or Pro Vice President.

Ordinance [A, II, 7-8]

Deputy for the President

7. For the purposes of Statute [III,7], the Vice-President ~~or in his or her absence the Pro Vice-President~~ shall act as the President's deputy where the President is granted leave of absence for not more than ~~three~~ one months or is temporarily unable through illness or other cause to discharge the functions and duties of the Office. If ~~neither~~ the Vice-President is ~~not~~ available to deputise, then the Governing Body shall appoint a suitable person.

Acting President

8. For the purposes of Statute [III,7], the Governing Body shall, by a simple majority, elect an Acting President from among the Fellows in Classes A-G for any period which may arise:
 - (a) following the end of the tenure of the President and before the date of commencement for the President-elect;
 - (b) where the President is granted leave of absence for a period exceeding ~~three~~ one months;
 - (c) where the President is suspended or removed from Office under Statute [III,8] and Statute [VII];
 - (d) where for any other reason a vacancy in the Office of President occurs;Unless the Governing Body determines otherwise, an Acting President may not hold Office for a continuous period exceeding eighteen months.

Ordinance [B, VII, 11]

11. Subject to clause [12], the Committee shall not consider or make recommendations concerning the initial placement on, or progression through, a relevant stipend scale, for any individual Fellow, Officer or Post-holder. Decisions concerning the remuneration of individuals shall be made by the President in consultation with the Vice-President ~~and Pro Vice-President~~, who shall take into account the annual development reviews of College Officers and Post-holders.

Membership of Council

Ordinance [A, VII,1]

Constitution

1. For the purposes of Statute [I,6], and to achieve a balance of membership in categories (b) to (d) in favour of members who do not hold Offices or Posts named on the Governance List under Ordinance [A,I,10], the Council shall be composed of:
 - (a) the President, serving *ex officio*;
 - (b) the Vice-President ~~and the Pro Vice President~~, serving *ex officio*;
 - (c) the Senior Tutor, the Bursar and the Development Director, serving *ex officio*;
 - (d) seven further Fellows elected by and from the members of the Governing Body, of whom at any time up to ~~twone~~ Fellows may be ~~a persons~~ holding an Office or Post named on the Governance List under Ordinance [A,I,10];
 - (e) the President and Secretary of the MCR; provided that each Officer may nominate another Student to attend a particular meeting of the Council in his or her place.

Ordinance [A, VII, 3]

3. A member of the Council elected in category [1(d)] who is appointed to an Office or Post named on the Governance List may continue to serve on the Council for the remainder of the current academic year, even if more than ~~twone~~ members of the Council thereby appears on the Governance List, but shall then stand down. He or she may, if eligible under clause [2] and Ordinance [A,VIII], be a candidate for immediate re-election.

Ordinance [A, VII,12]

Conduct of business

12. The President, or in his or her absence the Vice-President ~~or Pro Vice President~~, or in the absence of all such persons the most senior Fellow present as defined in Statute [IV,10], shall preside at any meeting of the Council. No business shall be conducted unless at least two members serving *ex officio*, are present and
 - (a) for open business, at least half the members are present;
 - (b) for reserved business, at least half the members who are not Student members are present;provided that, for the purpose of meeting a grave emergency, decisions may be taken with fewer members present.

Ordinance [A, VIII,10]

10. The required number of Fellows to fill the vacancies shall be declared elected, according to the votes cast for each Fellow from highest to lowest, provided that:
 - (a) where more than **twone** Fellows appearing on the Governance List established under Ordinance [A,I,10] would otherwise be elected, only the **wone** with the highest votes shall be declared elected and the remaining such Fellows shall be deemed withdrawn from the election;
 - (b) in the case of a tie for the final vacancy, the Chair of the meeting shall exercise a casting vote.

Governance Committee

Ordinance [A, IX, 1]

Constitution

1. The Governance Committee shall be a standing committee of the Governing Body. The Committee shall be composed of:
 - (a) the President;
 - (b) the Vice-President ~~(Chair)~~;
 - ~~(c) the Pro Vice President;~~
 - (d) the Senior Independent Fellow;
 - (e) one but no more than one of the Bursar, Senior Tutor or Development Director;
 - (f) at least four further Fellows who are members of the Governing Body, of whom no more than one may hold an Office or Post named on the Governance List under Ordinance [A,I,10].

The Chair shall be appointed by the Governing Body, cognisant of the nomination recommended by Governance Committee. The committee shall be quorate when at least half of the membership is present.

Amendments to remove remaining references to the Pro-Vice-President

Ordinance [A, III, 1]

Election Procedures for the President

Presiding Officer

1. The Presiding Officer for the election of the President shall **normally** be the Vice-President. If he or she is or becomes a candidate **or has a conflict of interest or is not available**, then **the Presiding Officer shall be the Pro Vice President. If both Vice Presidents are candidates,**

the Governing Body shall appoint a Presiding Officer from among the Fellows of the College who are members of the Governing Body.

Ordinance [B, VI, 1]

Audit Committee

Constitution

1. Further to Ordinance [A,I,2(d)] the Audit Committee shall be a standing committee of the Governing Body composed of:
 - (a) three Fellows who are members of the Governing Body;
 - (b) two further Fellows who need not be members of the Governing Body;
 - (c) up to two co-opted members.Other than the Vice-President and Pro-Vice-President, no member of the Committee shall be a College Officer or Post-holder. At least two of the members who are Fellows, and any co-opted member, shall have relevant experience or qualifications of a financial and/or legal nature. The Chair shall be nominated by the Governing Body.

Ordinance [C, I, 31]

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.

Ordinance [C, II, 6]

Officers who are Academic Staff

6. In accordance with Statute [VI,1] and paragraph [1(a)(i)] of the Schedule to the Statutes (the Academic Staff Statute):
 - (a) the President, Senior Tutor and Bursar shall be members of the Academic Staff;
 - (b) the Vice-President, the Pro-Vice-President, the Praelector and the Tutors shall not be members of the Academic Staff, on the grounds that their respective duties are of a limited nature.