



GOVERNING BODY

Confirmed minutes

Ninety-first meeting of Governing Body 29 November 2023

In person at 5.30pm

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

Present: Sir Laurie Bristow (President, Chair), Dr Farah Ahmed, Dr Jimmy Chan, Mr William Charnley, Dr Othman Cole (from item 91.3), Prof Gishan Dissanaïke (from item 91.4), Prof John Doorbar, Ms Emily Farnworth, Dr Markus Gehring, Prof Emanuele Giovannetti, Prof Sara Hennessy, Dr Sarah Hoare, Prof Riikka Hofmann (from item 91.4), Dr Sonia Ilie, Prof Bill Irish (from item 91.3), Dr Agnieszka Iwasiewicz-Wabnig, Dr David McCay, Dr Tori McKee (Senior Tutor), Mr Jonathan Newby (Bursar), Prof William Nuttall, Prof Jonathan Powell, Dr Perla Pucci, Dr Corinne Roughley, Prof Ricardo Sabates (from item 91.3), Dr Carole Sargent, Prof Eugene Shwageraus, Dr Jeffrey Skopek, Dr Martin Steinfeld, Prof Paul Tracey, Prof Caroline Trotter, Prof Harro van Asselt, Dr Lars Vinx, Prof Rupert Wegerif, Dr Clive Wells, Dr Claire West, Dr Jessica White, Dr Nigel Yandell.

In Attendance: Mr William Conner (Director of Institutional Advancement, to item 91.13), Mr Michael Hewett (Partner, PEM Chartered Accountants, for items 91.4.1 to 91.4.8).

On leave: Prof Nidhi Singal, Prof Jacob Stegenga, Dr Livia Tomova.

Apologies: Dr Paula Banca, Prof Michael Barrett, Dr Bart de Nijs, Dr Peter Dudley, Prof Tamsin Ford, Ms Mahnaz Malik, Prof Neil Mercer (Senior Independent Fellow), Prof Ajith Parlikad, Mrs Laurel Powers-Freeling, Prof Jorge Santos, Prof Kishore Sengupta, Dr Guillermo Serrano Nájera, Mrs Wendy Solomou (Secretary to Governing Body), Prof Andreas Stylianides, Prof Suzanne Turner.

OPEN BUSINESS

91.1. Introduction

91.1.1. Welcome

The President informed Governing Body that Mr Michael Hewett of PEM Chartered Accountants would be joining the meeting for the audit report to the trustees and the presentation of the accounts.

The President noted that Mr Conner and Dr West were attending their last Governing Body meeting and thanked them both for their contributions to the College.

91.1.2. Declarations of interests (Open Business)

There were no declarations of interests.

91.2. Minutes and Matters arising from the Open Business of Governing Body, of 18 October 2023

91.2.1. Approval of minutes (GB91 01)

Governing Body approved the minutes as an accurate record subject to the following additional paragraph being added to item 90.5:

One issue raised concerned the source of Pathways content, and whether the cost of developing content in-house might prove costlier than buying access to pre-existing third-party content, which had the benefit of economies of scale. The Senior Tutor advised that external offerings had been considered, but that it had been decided that it would be better to develop content in-house which could be tailored to the Hughes student community and adapted according to feedback. However, the inclusion of external materials had not been ruled out. The President added that the cost-effectiveness of 'build or buy' decisions depended on the degree of personalisation needed and the cultural fit of ready-made solutions.

91.2.2. Governing Body action list: Open Business

There were no items on the action list.

91.2.3. Matters arising not otherwise on the agenda

There were no other matters arising.

91.3. President's report

The President reported that it had been an extremely busy term, with good progress made on a number of fronts including the Pathways programme, which was showing promising early results; strong academic outcomes (following the late release of the complete set of examination results from Easter term 2023); and good and improving pastoral support for students. Progress was being made on the estates development project with the first engagement event with the College's neighbours scheduled for the following evening. Nevertheless, there remained severe capacity constraints and a balance to be struck between 'keeping the show on the road' and delivering the ambitious agenda that had been set.

The President added the following:

- A reminder that the conflicts in Ukraine and Gaza/Israel continued to put many members of the college community under stress.
- Recruitment of an Impact Director. This would be a key appointment for the delivery of the 'impact pillar' of the 2030 vision. The President requested help with the person specification and recruitment process, and thanked those who had already volunteered.
- Bridge Committee. The President reported that there was further scope to build on what had been learnt in recent years to create impact on public goods and policy. The President gave an open invitation for feedback on how the Bridge Committee could be revamped to drive the agenda forward.

- The early success of the Centre for Climate Engagement had opened up questions about its future direction on which there would be a discussion later in the meeting.
- College video. The President congratulated the Communications Manager, Sarah Langford, on the production of a new video for the college website to 'tell our story', which would be previewed at the post-GB supper.

91.4. Annual report and accounts 2022-23

The Bursar welcomed Mr Hewett to the meeting.

91.4.1. PEM Audit Matters report to trustees following the audit to 31 July 2023 (GB91 02)

Mr Hewett reported that the audit process had ran smoothly and thanked the College's finance team. He said that there had been no need for adjustments or potential adjustments to the accounts, which was unusual in any audit. Mr Hewett drew attention to a new paragraph in the letters of representation pertaining to the College's responsibilities for implementing internal control systems to prevent and detect fraud and error. He said that PEM had undertaken more work in this area this year, particularly around IT controls, and had concluded that the College had appropriately fulfilled its responsibilities.

In response to a question about the use of AI [artificial intelligence] in checking for inconsistencies Mr Hewett said that PEM used data analytics to identify inconsistencies, which helped to remove unconscious bias from sampling in the audit process.

The Bursar thanked the finance team and PEM for a clean audit.

91.4.2. Bursar's introduction to the accounts (GB91 03)

The Bursar presented the key items in the audited accounts and explained the distinction between financial and management reporting.

- Overall total reserves had increased, putting the College in a good position. This could be largely attributed to increased investment returns from the upturn in stock markets, the movement of cash into accounts yielding higher rates of interest, and grants held for future expenditure by the Cambridge Centre for Climate Engagement (CCE) earning a return.
- Income and expenditure had increased in line with inflation.

91.4.3. Audited RCCA accounts of Hughes Hall (GB91 04)

Mr Hewett pointed out that the RCCA accounts format remained the same as for previous years, but that the presentation of activities in the Bridge centres had changed. In response to a question about the application of long-term (70-year) depreciation charges Mr Hewett said that the financial results would improve if the depreciation period were to be increased. However, what was key was to depreciate assets over their useful economic life, which would be very different, for example, for boilers versus buildings.

Governing Body approved the RCCA accounts of Hughes Hall for 2022-23.

91.4.4. Audited accounts of Hughes Hall Limited (GB91 05)

Governing Body approved the accounts of Hughes Hall Limited for 2022-23.

91.4.5. Audited accounts of Hughes Hall Conference Company Limited (GB91 06)

Governing Body approved the accounts of Hughes Hall Conference Company Limited for 2022-23.

91.4.6. Letters of representation (GB91 07)

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).

91.4.7. Draft accounts Hughes Hall (Hong Kong) Limited (GB91 08)

Governing Body received the draft accounts of Hughes Hall (Hong Kong) Limited for 2022-23.

91.4.8. Draft accounts of Chapter Zero (GB91 09)

Governing Body received the draft accounts of Chapter Zero for 2022-23.

The President thanked Mr Hewitt and the PEM team and Mr Hewett left the meeting.

91.4.9. [CONFIDENTIAL] Appointment of the auditors for the audit of the 2023-24 accounts:

{[REDACTED]}

91.4.10. *Unconfirmed minutes Audit Committee Open Business, of 6 November 2023 (GB91 10)**

Governing Body received the unconfirmed minutes of Audit Committee (Open Business) without discussion.

91.5. Report on conduct of College Officers' and Post-holders' annual reviews

The President reported that the annual development reviews of the salaried college officers had taken place and had provided clear feedback on what was going well, how the college officers were performing as a team, and what adjustment were needed, including identifying areas for skills development. He said that he had found his own review (conducted by the Vice-President and Prof Jane Clarke, President of Wolfson) to be very helpful. There followed discussion about various ways of approaching the conduct of reviews and the President concluded that thought should be given about the purpose and process in time for the next year's cycle.

ACTION: The Secretary to request Governance Committee to reevaluate the process for 2024.

91.6. Centre for Climate Engagement (CCE)

91.6.1. {[REDACTED]}

91.6.2. Update to the Chapter Zero Memorandum of Understanding and College nominees (GB91 11b)

The Bursar informed Governing Body that the minor revisions to update the MoU had not yet been agreed by Chapter Zero and would be resubmitted to a later meeting.

Governing Body approved the following changes to the College nominees on the Board of Chapter Zero:

- Jonathan Newby to remain the 'nominated officer' but to step down as a college-nominated director and as the 'college representative' (as defined in the MOU).
- As provided in the MOU, Emily Farnworth, as Director of the Centre for Climate Engagement, to replace Julie Baddeley as a college-nominated director, and replace Jonathan Newby as the 'college representative'.
- Aga Iwasiewicz-Wabnig to join the board as a college-nominated director.

It was noted that Laurel Powers-Freeling would continue as a college-nominated director until her retirement from Governing Body at the end of September 2024.

91.7. Recruitment of Development Director (GB91 12)

Governing Body noted that recruitment was underway for a new full-time, permanent Development Director, who would be elected as a College Officer and GB Fellow. Interviews with short-listed candidates were to take place in December.

{[REDACTED]}

Governing Body approved the proposed process for appointment.

91.8. Procedure for electing a Vice-President (GB91 13)

The President informed Governing Body that Prof Singal was willing to stand for a second term in office.

Dr Iwasiewicz-Wabnig spoke to the paper, which proposed a system of a single-transferable vote. The advantage of such a system was that it would identify the candidate with the most support without the need for multiple rounds of voting.

Governing Body approved the following voting system:

- The current Vice-President, if present, shall withdraw in accordance with Statute [II,11].
- Any candidate, if present, shall declare their interest, but shall be permitted to vote.
- A formal vote to elect the preferred candidate shall be conducted as follows:
 - an election shall not be valid unless one-half of the members of the Governing Body who are Fellows are present, as calculated in accordance with Statute [II,6].

- the required number of votes for a candidate to reach the election quota, which is support from at least two-thirds of the voters present, should be communicated to the meeting before the voting begins.
- the meeting shall appoint two Fellows as tellers to conduct the count of the votes.
- each vote shall be made in writing and the ballot paper shall list the names of all candidates in alphabetical order.
- each Fellow who is present receives a single ballot paper and can cast their transferrable vote by writing a consecutive number by the name of the candidate(s) whom they would support being elected. Voters indicate their favourite candidate as number 1, their second favourite number 2, and so on. Voters can put numbers next to as many or as few candidates as they like.
- Vote counting proceeds as follows:
 - a. Ballots returned with no numbers added, or where the same number appears more than once are void and are removed.
 - b. In the first counting round the ballots are segregated into groups according to which candidate has number 1 against their name. If any of the candidates received enough votes to secure the necessary quota, that candidate is elected.
 - c. Each counting round finishes with the tellers noting the number of ballots each candidate received, as well as number of ballots removed in the election protocol.
 - d. If none of the candidates reach the quota based on the first preference votes, the ballot papers of the candidate with the least support in the previous round are redistributed to candidates that were indicated as second choice on those ballots. Ballots without subsequent candidate preference are removed. If after the redistribution of the ballots a candidate reaches the quota, that candidate is elected.
 - e. Redistribution of ballots cast for candidate with the lowest number of votes at the end of the previous round continues until either the necessary quota is reached by a candidate, or all the votes have been redistributed and no further movement is possible.
 - f. If after full redistribution of ballots the final remaining candidate fails to reach the quota, the President, or their deputy for the meeting, declares that a two-thirds majority is unobtainable at this meeting and that voting is closed.
 - g. The President, or their deputy for the meeting, shall declare either the name of the candidate who reached the required two-thirds majority support, or confirm when the next election will be called.
 - h. the President, or their deputy for the meeting, shall without delay convey the results of the election to all candidates.

91.9. Prevent accountability and data return (ADR) for the academic year 2022-23 and review of the University's Freedom of Speech statement (GB91 14)

Governing Body considered the draft Prevent ADR return for 2022-23 to be signed off by the President and submitted to the Office for Students (OfS). The paper included the Senior Tutor's recommendation that the College continue to adopt the University's statement on Freedom of Speech 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 statement on Freedom of Speech.

91.10. Management accounts to 31 October 2023 (GB91 15)

The Bursar presented management accounts for the first quarter to 31 October 2023, noting that everything was in line with expectations.

91.11. [CONFIDENTIAL] Update on estates strategy

{[REDACTED]}

90.12. Update on Statutes and Ordinances' review

The Bursar reported that the project was moving ahead slowly. The working assumption was that the number of trustees would need to reduce, although the Working Group had been considering all options in parallel. However, it had become increasingly clear that keeping the trustees body at its current size was not a feasible option, and this had helped to narrow the focus for the Working Group. The Bursar said that he was investigating the possibility of outsourcing some of the work on the drafting since the time allocated to Dr Alastair Lockhart for the project (1 to 2 days a week) was not sufficiently adequate to make fast progress.

91.13. Any other Open Business

The President confirmed that the meeting scheduled for 17 January 2024 was cancelled.

End of Open Business JC/WS