HUGHES HALL
UNIVERSITY OF CAMBRIDGE

GOVERNING BODY

Confirmed minutes

Special meeting of Governing Body 3 October 2024

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), Prof Nidhi Singal (Vice-President, from item SP1.3), Prof Michael Barrett, Dr Jimmy Chan, Mr William Charnley, Dr Othman Cole (from item SP1.3), Dr Bart de Nijs, Dr Joe Ellis, Ms Emily Farnworth, Dr Markus Gehring, Prof Emanuele Giovannetti, Prof Sara Hennessy, Dr Sarah Hoare, Dr Sonia Ilie, Prof Bill Irish (from item SP1.3), Dr Agnieszka Iwasiewicz-Wabnig, Dr Florian Jaeckle, Dr Spencer Johnston, Dr Lois Kim, Dr Vasiliki Mavridou, Dr Kennedy Mbeva, Dr David McCay, Dr Tori McKee (Senior Tutor), Dr Tabitha Mwangi, Mr Jonathan Newby (Bursar), Prof William Nuttall, Prof Ajith Parlikad, Prof Jonathan Powell, Dr Perla Pucci, Dr Corinne Roughley (from item SP1.3), Prof Jorge Santos (to item SP1.3), Dr Guillermo Serrano Nájera, Prof Eugene Shwageraus, Prof Jeffrey Skopek, Prof Andreas Stylianides (from item SP1.3), Prof Harro van Asselt, Prof Rupert Wegerif, Dr Clive Wells, Dr Alexis Willett, Kerry Wilson.

In Attendance: Dr Alastair Lockhart (Statutes & Ordinances Review Lead, from item SP1.1 to item SP1.3), Mrs Wendy Solomou (Secretary to Governing Body), Mrs Julia Watkinson (Compliance Manager and Secretary to the Statutes & Ordinances Review Working Group, from item SP1.1 to item SP1.3)

On leave: Prof Riikka Hofmann, Prof Lars Vinx.

Apologies: Dr Farah Ahmed, Prof Gishan Dissanaike, Prof Tamsin Ford, Prof Neil Mercer (Senior Independent Fellow), Prof Ricardo Sabates, Prof Kishore Sengupta, Dr Martin Steinfeld, Prof Paul Tracey, Prof Caroline Trotter, Prof Suzanne Turner, Dr Nigel Yandell, Dr Matteo Zallio.

Absent: Prof John Doorbar, Ms Mahnaz Malik, Dr Jessica White.

OPEN BUSINESS

SP1.1. Introduction

The meeting was called in accordance with Statute [II.2 and 14]. Its purpose was to consider how to proceed with the revisions to Statutes and Ordinances and the election of two Fellows.

SP1.1.1. Welcome and apologies for absence

The President welcomed seven new Fellows attending Governing Body for the first time. He also welcomed Dr Alastair Lockhart and Mrs Julia Watkinson who were joining the meeting for items SP1.1 to SP1.3.

In memoriam

In memoriam
Mr Tony Lemons, MBE MA, Fellow in Class G, died on 30 September 2024, aged 76 years.

SP1.1.2. Declarations of interests (Open Business)

There were no declarations of interests.

SP1.3. Proposed amendments to Statutes

The President introduced the item and said that the object of the meeting was to agree a draft set of Statutes to be submitted to the University for informal feedback, and not, at this stage, to formally approve a final set of amendments. The proposed Statutes aimed to implement the changes discussed and agreed by Governing Body at previous meetings, principally:

1. making the members of Council the charity trustees
2. transferring appropriate other arrangements to Ordinances so that it would be easier to make updates without requiring a protracted process including approval from several external bodies
3. amending academic staff procedures to remove from Statutes and retain in Ordinances
4. generally rationalising and simplifying
5. and in so doing, ensuring that the relationships between the Governing Body, the trustees, Council, and other elements of the College were strengthened, not weakened, by the changes

The President informed Governing Body that, given the central role of the President in Statutes and Ordinances, Mr Charnley would present the details of the proposed amendments and steer the discussion.

SP1.3.1. Executive summary (GB SP1 2024 01)

Mr Charnley reiterated that Governing Body was being asked to agree the proposed amendments in principle, and that final approval, would be required before amendments were finally submitted to the Privy Council. He drew attention to the paperwork provided by Dr Lockhart:

- Paper GB SP1 2024 01 - an executive summary
- Paper GB SP1 2024 02 - a line-by-line comparison of the current Statutes in parallel with the proposed Statutes, together with a note of how they differed
- Paper GB SP1 2024 03 - a clean copy of the proposed Statutes
- Paper GB SP1 2024 04 - an indicative timetable for the process

The key points given in the executive summary were:

1. Giving Governing Body the power to delegate further powers to Council.
Restrictions on the powers Governing Body can delegate (current Statute [II.1]) mean that Council cannot presently be given sufficient powers for its members to authentically function as the charitable trustees of the College. The primary adjustment in the proposed Statute is a reduction in the powers that Governing Body cannot delegate so that Council can be empowered as the trustee body, and so that certain other powers (for example, making Ordinances and electing Fellows) are available for delegation should Governing Body wish to do so in future. In the proposed Statutes, the only powers that Governing Body will be **unable** to delegate are (a) making Statutes, (b) electing the President and the Vice-President, (c) appointing members of Council/trustees.

2. Creating a duty for members of Council to act as charity trustees.
The principle of Council powers remains the same in the proposed Statutes. However, the members of Council are defined as the charity trustees and their responsibilities therefore depend on their duty as charity trustees rather than on the direction of Governing Body and the policy decisions of the Governing Body (though a duty to consult the Governing Body is added, and Council must continue to operate in line with Statutes and Ordinances).

Other points noted in the executive summary:

- In broad terms, where appropriate, the proposed Statutes move arrangements into Ordinances to streamline and increase the agility of college governance going forward.
- In the proposed Statutes, the nature of the various classes of Fellows is more clearly defined and aligned with standard patterns and terminology in other Colleges.
- The extended and unwieldy Academic Staff schedule has been reduced to key principles which are incorporated into the main text, with detail to be handled in Ordinances. The College may need to have consulted on and provide draft Ordinances under this item for submission to the Privy Council.
- Governing Body quorum to be changed from 12 members (as per current Statute [II.5]) to the larger of 12 or one-quarter of the members– reflecting the possibility that the size of Governing Body may increase.
- Tutors are removed from the list of College Officers in the proposed Statutes, though they can still be constituted as Officers (as other posts can be) through Ordinances.
- Arrangements for non-academic staff (current Statue [VIII]) moved entirely to Ordinances.
- The creation and details of a recognized student association (i.e. an MCR, current Statute [VIII]) are moved to Ordinances in the proposed Statutes.
- The seal is moved to the control of Council

SP1.3.2. Proposed Statutes (GB SP1 2024 02, GB SP1 2024 03, GB SP1 2024 Discussion summary)

Mr Charnley gave a line-by-line presentation of the proposed Statutes in comparison to the current Statutes and took questions as they arose. Several questions concerned issues that would be addressed later in detail when the new Ordinances were drafted since the proposal was to move some sections of

Statutes into Ordinances. Mr Charnley explained that over the coming year Governing Body would be consulted on the content of the new Ordinances, which would require Governing Body's approval before the new version of the Statutes could be adopted.

A detailed summary of the points raised and discussed are given in Paper 'GB SP1 2024 Discussion Summary'.

Mr Charnley summed up by asking if Governing Body were content to agree that, subject to final amendments being made in response to the issues raised and noted during the meeting (the main one being the revised classification of Fellowships, to be further considered by Fellowships Committee and fed back to the Statutes and Ordinances Review working group) and any final minor edits recommended by the College's legal advisors, the draft Statutes should be submitted to the University for informal comment.

Governing Body approved the proposal.

SP1.3.3. Indicative process and timetable (GB SP1 2024 04)

Governing Body received the indicative process and timetable.

The President gave a vote of thanks to the Statutes and Ordinances Review working group, led by Dr Lockhart, and to Mr Charnley for leading the discussion.

SP1.4. Any other Open Business

The President informed Governing Body that the Vice-President planned to take sabbatical leave in the Lent and Easter terms 2025 and invited expressions of interest from Fellows to serve as Acting Vice-President during Prof Singal's absence.

End of Open Business WS