HUGHES HALL
UNIVERSITY OF CAMBRIDGE

GOVERNING BODY

CONFIRMED MINUTES

The one-hundredth and second meeting of Governing Body, 29 October 2025

Pavilion Room at 5.30pm

Present: Sir Laurie Bristow (President, Chair), Prof Nidhi Singal (Vice-President), Dr Farah Ahmed, Dr Jimmy Chan, Dr Bart de Nijs, Dr Joe Ellis, Ms Emily Farnworth, Prof Tamsin Ford, Prof Markus Gehring, Prof Emanuele Giovannetti, Dr Alicia Gonzalez Diaz, Prof Sara Hennessy (for item 102.7), Dr Sarah Hoare, Prof Sonia Ilie, Prof Bill Irish, Dr Agnieszka Iwasiewicz-Wabnig, Dr Florian Jaeckle, Dr Spencer Johnston, Dr Lois Kim, Ms Jane Mann, Dr Gosia Marschall, Dr Vasiliki Mavridou, Dr Tori McKee, Prof Neil Mercer (Senior Independent Fellow), Ms Amy Mollett, Mr James Nicholson Bowers, Prof William Nuttall, Prof Ajith Parlikad, Dr Perla Pucci, Dr Sally Raudon, Dr Corinne Roughley (From 102.4.2.), Prof Ricardo Sabates, Prof Jorge Santos, Prof Kishore Sengupta, Prof Eugene Shwageraus, Mr Laurie Smith, Dr Martin Steinfeld, Prof Andreas Stylianides, Prof Paul Tracey, Prof Caroline Trotter, Prof Suzanne Turner, Prof Harro van Asselt, Dr Clive Wells, Dr Alexis Willett, Mrs Kerry Wilson, Dr Yi Wei, Dr Zhiwu Wei, Prof Lars Vinx, Dr Nigel Yandell, Dr Matteo Zallio.

In attendance: Andrew Macintosh (Feilden and Fowles, for item 102.4.1), Dr Alastair Lockhart (for 102.4.4), Theresa McKeon (to item 102.8), Miss Katherine Springthorpe (Secretary to Governing Body).

On leave: Prof Michael Barrett.

Apologies: Mr William Charnley, Prof Gishan Dissanaike, Prof John Doorbar, Dr Kennedy Mbeva, Prof Jonathan Powell, Dr Guillermo Serrano Nájera, Prof Jeffrey Skopek, Prof Rupert Wegerif, Dr Jessica White, Dr Emmanuela Wroth.

Absent: Dr Othman Cole, Ms Mahnaz Malik, Dr Tabitha Mwangi.

OPEN BUSINESS

102.1. Introduction

102.1.1. Welcome and apologies

The President welcomed Laurie Smith (Bursar) and Dr Alicia Gonzalez-Diaz (Henslow Fellow) to their first meeting, noting that they would be inducted as Fellows at the supper following the meeting.

Governing Body noted a number of guests were also joining the meeting:

- Andrew Macintosh from Feilden and Fowles (item 102.4.1.)
- Dr Alastair Lockhart (item 102.4.4)
- Theresa McKeon (Governance and Fellowships Officer) to observe Open Business.

102.1.2. Declarations of interests (Open Business)

The Bursar and Senior Tutor declared an interest in item 102.4.4. Statutes and Ordinances Review. As no vote would be taken at the meeting, the President confirmed it was not necessary for them to withdraw.

102.2. Minutes and Matters arising from the Open Business of Governing Body, of 18 June 2025

102.2.1. Approval of minutes (GB102 01a and GB102 01b)

Governing Body approved the minutes of the Special and Ordinary Governing Body meetings as an accurate record.

102.2.2. Governing Body action list: Open Business

There were no items outstanding.

102.2.3. Starred items: Open Business (***)

Governing Body approved the starred items without discussion.

102.2.4. Matters arising not otherwise on the agenda

None were raised.

Standing Items

102.3. President's report:

The President welcomed the Governing Body back after the long vacation. Governing Body noted the following key issues on the college's agenda for 2025-26:

- **{REDACTED}**
- The college's finances were in a good place considering the headwinds, but a key priority would be ensuring the college had the money available when it was needed, and that the college's long term financial position was proactively improving over time.
- The capital development campaign would be central. The President and Development Director would be trialling the case for support in Hong Kong and Singapore the following week.

- Setting and achieving a high level of ambition for the college's impact-related work would be critical. This was being noticed across the university and beyond and it needed to be brought to the attention of current and future benefactors and supporters. The deep dive later on the agenda would feed into this.
- Governance reform would also be essential. Revised Statutes were with the Privy Council Office and work was taking place in parallel on revised Ordinances. Governing Body was reminded that these reforms would lead to better governance alongside better management of resources – including the demands made to people's time. A deep dive focusing on the opportunities arising for GB's role once Council took on the trusteeship would be brought for Governing Body discussion in the near future.

102.4. Bursarial:

102.4.1. [CONFIDENTIAL] Pavilion Project update (GB102 02)

{REDACTED}

102.4.2. Management accounts 2024-25 (GB102 03)

Governing Body received the Management Accounts 2024-25 setting out the 2024-25 year-end financial position against the re-forecast (RF3) exercise that took place in May 2025. **{REDACTED}.** Governing Body approved the Management Accounts 2024-25.

102.4.3. Reforecast 1 (GB102 04)

Governing Body received Reforecast 1 (RF1) and, on the recommendation of Council and Finance Committee, approved for the 2025/26 Budget to be restated in accordance with RF1, and for this to be used as the new reference point for future financial reporting.

102.4.4. Statutes and Ordinances Review (GB102 05)

Governing Body received an update on the Statutes and Ordinances Review and welcomed Dr Lockhart for discussion of the item.

Three main topics were highlighted in the paperwork for discussion:

- Composition of Council and the question of the Bursar's and Senior Tutor's inclusion as trustees.
  Governing body noted that two possibilities were under consideration; 10 elected members + 4 ex officio members (President, Vice President, Senior Tutor and Bursar) or 10 elected members + 2 ex officio members (President and Vice President). Members had varying views on the topic, with many feeling strongly that the Senior Tutor and Bursar ought to be included as ex officio members to ensure those most closely aligned with the operational workings of the college were sufficiently empowered to influence decision making, as well as a feeling that trusteeship imbued greater accountability on ex officio members. Arguments against were made on the basis that the Charity Commission guidance discouraged remunerated members to be on the trustee board. It was, however, noted that this was guidance, and that Oxbridge colleges were in many

ways different to other charitable and third sector institutions. Counter arguments also stated that in both options the elected member numbers sufficiently outweighed ex officio members to ensure the prevention of executive capture, and there were also clear procedures for managing any conflict of interest; the two issues which underpinned the Charity Commission's guidance on the matter.

The President summed up to confirm that clearly there were arguments for both options, but that a decision would need to be taken at a future Governing Body meeting. He concluded the arguments would be taken away and the proposal refined for consideration at a later date.

- Fellowships Committee reporting line
  Three models were under consideration in the new structure; the Committee reporting to Council and on to Governing Body, reporting to Governing Body directly, or reporting to Governing Body with some checking process via Council. There was a clear recommendation made by the President and Chair of Governance Committee for the reporting line to be into Governing Body, with broad agreement from members for this approach. On the basis that this appeared uncontroversial, the recommended approach would be incorporated into the draft ordinances.

- Fellows Categories
  An explanation of the proposed categories for Governing Body Fellows was included for information. Dr Lockhart gave a brief explanation of each of the categories A-D. The President highlighted that in most cases it would be clear into which category current Governing Body Fellows would fall, but the Fellowships Office would be writing individually to confirm how the change was likely to impact them, with the opportunity to ask questions or raise concerns at that point.

The President also reported that a query had come back from Privy Council Office about the revised Statutes which largely related to the balance of power between Governing Body and the trustee body and ensuring this was articulated in the right way. It was hoped that the queries could be resolved with minimal drafting changes, but a further update on this would come to the next meeting.

The President gave a vote of thanks to Dr Lockhart and all involved in the review.

102.5. Development Director's Report (GB102 06)

Governing Body received and noted a paper summarizing Development and Alumni Relations Office activity and progress in 2024-25, as well as planned activity for 2025-26. The Development Director gave a brief overview. Governing Body members were encouraged to share any details of individuals or organisations, both connected or unconnected with Hughes Hall, who may be interested in learning more about the college's estate plans with a view to getting involved.

Strategic and operational items

102.6. ***Amendments to Ordinances

102.6.1. ***Admissions Committee ToR (GB102 07)

On the recommendation of Governance Committee, Governing Body approved the changes to Admissions Committee Ordinances without discussion. [Revised wording captured as Appendix 1 to the minutes.]

102.6.2. ***Governance Committee ToR (GB102 08)

On the recommendation of Governance Committee, Governing Body approved small amendments to Governance Committee Ordinances without discussion. [Revised wording captured as Appendix 2 to the minutes.]

102.7. Impact Deep Dive (GB102 09)

At the President's request, this item was taken last.

As an introduction, Governing Body members watched the recently launched Global Impact video.

The Impact Director introduced the pre-circulated background paper which set out context for the discussion. Governing Body Fellows then joined one of five facilitated breakout groups to consider questions to inform the direction of Impact at the college over the coming 5-10 years. The questions under discussion were:

- What should Hughes Hall's 'major contribution to global society' be (as per the college vision)?
- What impact do we want to have made by 2030 and/or by Hughes Hall's 150th anniversary (i.e. 5-10 years)?
- Will we be able to measure our contribution?
- Are these ambitions fundable and sustainable?
- How do we align these ambitions with College development goals?
- What risks are we prepared to take?
- How do the Bridge initiatives fit in?

On returning to plenary, the Impact Director confirmed she would collate and summarise the key emerging themes from discussions and feed these back to Governing Body later on in the term.

102.8. Any other Open Business

There was none.

Dates of meetings in 2025-26: 3 December 2025, 4 February 2026, 11 March 2026, 13 May 2026, 17 June 2026. **All on Wednesdays at 5:30pm (in person in the Pavilion Room)**

Appendix 1: Revision of Ordinance D,II – Admissions Committee

Admissions and Education Committee

1. The Admissions and Education Committee shall be a standing committee of the Council, appointed in accordance with Statute [IX,I] and Ordinance [D,I]. The Committee shall meet at least twice a year, normally in the Michaelmas and Easter Terms, and additionally as necessary. The Committee shall be composed of:
   (a) the President;
   (b) the Senior Tutor (Chair);
   (c) the Deputy Senior Tutors;
   (d) the Head of Education Services (Secretary);
   (e) three further GB Fellows;
   (f) a College Teaching Officer (or equivalent);
   (g) two Directors of Studies (who may or may not be GB Fellows)
   The Admissions Coordinator, Student Recruitment and Outreach Officer, and Head of Student Development will be in attendance.

2. The Admissions and Education Committee shall be responsible to the Council for making recommendations on admissions, outreach and widening participation strategy, policy, and practice, and shall oversee the admission of individual undergraduate and postgraduate Students and the appointment of Academic Visitors (visiting students). For these purposes the Committee shall:
   (a) keep College admissions, outreach and widening participation strategy, policy, and practice under review;
   (b) note any developments on admissions, outreach and widening participation strategy, policy, and practice in the University and nationally;
   (c) report to the Council in the Michaelmas Term on the previous year's admissions rounds and appointment of Academic Visitors (visiting students);

3. The Admissions and Education Committee shall be responsible to the Council for scholarships, studentships, bursaries or other financial awards made on academic grounds to individual Students of the College, or to any applicant provided that he or she is admitted as a Student. For these purposes the Committee shall:
   (a) advise the Council on an awards policy appropriate to the strategic aims of the College;
   (b) oversee an appropriate procedure for the assessment and selection of candidates according to the criteria of eligibility and selection, including academic, financial, and other criteria, for each award, as set out in Regulations;
   (c) report annually to the Council on the awards made.

4. The Admissions and Education Committee shall be responsible to the Council for making recommendations on teaching and learning strategy, policy, and practice. For these purposes the Committee shall:
   (a) keep College strategy, policies, and practice in relation to teaching and learning under review;
   (b) oversee the college's student development and skills programme (Pathways);
   (c) report to the Council on matters relating to teaching and learning, such as undergraduate and postgraduate examination results (including PhD vivas), and undergraduate supervisions;
   (d) establish effective mechanisms for communication with Director of Studies meetings;

(e) note any developments on teaching and learning strategy, policy, and practice in the University and nationally.

Appendix 2: Revision of ORDINANCE A,IX - Governance Committee

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;
   (c) the Senior Independent Fellow;
   (d) one but no more than one of the Bursar, Senior Tutor or Development Director;
   (e) 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.

2. A member of the Committee appointed in category [1(e)] who is subsequently appointed to an Office or Post named on the Governance List shall thereupon be excluded from membership, and the vacancy filled by the Governing Body in accordance with Ordinance [D,I], unless either:
   (a) no other member of the Committee in category [1(e)] currently holds an Office or Post named on the Governance List; or
   (b) the member is appointed as Bursar, Senior Tutor or Development Director and thereby replaces that Officer as a member of the Committee; in which case, any vacancy in category [1(e)] shall be filled as necessary.

3. The Committee shall meet as necessary, and at least three times a year. The Chair and the President shall jointly prepare the Committee Agendas.

Remit

4. The Committee shall have general responsibility for:
   (a) recommending policy on and overseeing the systems of governance of the College, as established under the Statutes and Ordinances;
   (b) in accordance with procedures made in Regulations, receiving the findings of any independent investigation of an internal disclosure which is made in the public interest alleging malpractice by the College in the conduct of its activities ('whistle-blowing'), and determining the subsequent course of action.

Governance

5. For the purposes of clause [4(a)], the Committee shall, in particular:
   (a) keep under review the Statutes, Ordinances, Regulations and any other standing orders of the College and, where the Committee considers it necessary or desirable, make recommendations for revisions to be made by the Governing Body, under Statutes [XIV] or [XV], or by the Council, under Ordinance [A,VII,8], in the light of:
      (i) changes to University Statutes and Ordinances or national legislation; or
      (ii) changing needs under College policy;
   (b) keep under review the committee structure of the College, including the establishment or abolition of committees, and their terms of reference;

(c) keep under review the structure and role descriptions of College Officers;
(d) seek to encourage a wide range of Fellows' candidacy for service on College committees and as Officers, Post-holders and Honorary Post-holders;
(e) nominate members of College committees other than the Council, and Chairs of committees as necessary;
(f) nominate persons for Honorary Posts;
(g) oversee but not conduct a suitable process for the annual development reviews of Fellows on the Governance List, ensuring that proper performance reviews are held;
(h) nominate persons for membership of Panels and Appeal Panels from the two Lists constituted by Governing Body under Ordinance [C,V,2(a)] and in accordance with Ordinance [C,V,2 (b)];
(i) keep under review the procedures followed by Fellowships Committee in making recommendations to Governing Body for the election and re-election of Fellows in accordance with Ordinance [A,X,3 (a) and (e)].
(j) keep under review the procedures followed by Fellowships Committee in making appointments and reappointments in accordance with Ordinance [A,X,3 (b), (c) and (d)].

Whistle-blowing

6. For the purposes of clause [4(b)], whistle-blowing shall comprise any disclosure made by any Member or employee of the College, which makes an allegation in relation to any of the following matters, which may be happening, have taken place or be likely to take place:
   (a) the commission of a criminal offence;
   (b) a breach of the Statutes or Ordinances or of any external legal or regulatory compliance;
   (c) a miscarriage of justice;
   (d) danger to any person's health or safety;
   (e) damage to the environment;
   (f) financial fraud or mismanagement
   (g) a deliberate attempt to conceal any of the above.

7. Where a Member or employee of the College makes a disclosure under clause [6] and reasonably believes:
   (a) that the disclosure is true; and
   (b) that it is in the public interest to disclose it;
   he or she shall be qualified for such protection against dismissal or other detriment, suffered as a result of making it, as the *Public Interest Disclosure Act 1998* or subsequent applicable legislation provides.

Powers

8. For the purposes of carrying out its functions under clause [4], in particular clause [4(b)], the Committee shall have authority to:
   (a) seek out information concerning and investigate any matter within its remit;
   (b) at any reasonable time inspect any relevant records, including financial records, of the College, whether by any member of the Committee or by any authorised agent;
   (c) engage the services of an appropriate person or organisation to assist it, provided that any item of expenditure is approved by a College Officer, Council or Governing Body in accordance with the policy for setting and controlling spending limits under Ordinance [A,V,7(a)].