

## **Council Regulation 10 and Kellogg College By-Law**

Final draft 23/10/19

### **Context**

In preparation for its 30th anniversary, the College has carried out a major exercise to review its governance arrangements. This includes updating Council Regulation 10 of 2002, which has only been subject to minor revisions (most recently in 2010), under which Kellogg operates as a Society of the University. The proposed changes have been developed in consultation with Council secretariat and the University Registrar. They are designed to ensure Kellogg's governance arrangements are fully consistent with, and subject to, Council regulations, policies and procedures. They have been revised with an attention to the governance arrangements of St Cross, our sister university society, seeking to reflect the degree of autonomy and trust Kellogg College has earned since its foundation.

The changes include updating aspects of Regulation 10 that are no longer implemented, such as the automatic appointment of Continuing Education lecturers as fellows. They also include a new College By-Law (as well as all subsidiary College regulations, policies and memoranda) and spell out the role of Council oversight, particularly for monitoring arrangements for the College Centres. They prepare the way for Kellogg's long-held ambition: chartered status as an independent College of the University.

A draft version of this revised Council regulation 10 and the new By-Law was approved in principle by GB on 15th May. These drafts have now been reviewed by Council Secretariat and the University Registrar. They requested that an additional 'in extremis' clause be added to Regulation 3.(3)C. This final sentence was deemed by the Registrar to be a necessary regulatory response to a 2018 University Internal Audit that recommended making explicit the line-management oversight procedures for existing societies. A few other minor editorial changes have also been made.

Governing Body are now asked **to approve this final and revised** Regulation 10 and College By-Law. These will then go to GPC for approval in 6th week, and formal Council ratification before the end of Michaelmas.

### **COUNCIL REGULATION 10**

1. (1) Kellogg College may present for admission as members of the University the President and any Fellow of Kellogg College, if not a member of any college, society, Permanent Private Hall, or other institution designated by Council by regulation as being permitted to present candidates for matriculation, together with (a) any person admitted to Kellogg College for the purpose of working for a graduate degree course or any another graduate course of study; and (b) other persons at the discretion of the Governing Body.

(2) Members of another society or of a college, Permanent Private Hall, or other designated institution may migrate to Kellogg College on assuming the office of President, or on election

as Fellow, or on admission as a student under this regulation, subject to the University Regulations on Readmission and Migration.

2 (1) The President of Kellogg College shall be appointed by Council, after it has considered any recommendations which the Governing Body may submit, on such terms and conditions as Council shall determine.

(2) On behalf of, and with the approval of, the Governing Body the President may exercise any powers and shall discharge any duties entrusted to a Head of department by University statute, regulation, policy or procedure. The President may delegate such powers and duties under the authority of regulations or resolutions made by the Governing Body from time to time.

(3) During any vacancy in the Presidency, or in the absence or during the sickness of the President, an Acting President shall be designated by Council from among the Official Fellows of Kellogg College, after it has considered any recommendations which the Governing Body may submit. Such Acting President shall have power to undertake all acts which the President is authorised or required to perform.

(4) The President may hold their office in conjunction with a professorship or other university teaching or research post if Council, after consultation with the relevant divisional board and any other bodies concerned, shall so decide.

(5) The Presidency shall not be held concurrently with the headship or fellowship (other than an Honorary or Emeritus Fellowship) of another college, society, Permanent Private Hall or other designated institution.

3. (1) The Governing Body of Kellogg College shall consist of the President, who shall be its chair, and its Official Fellows.

(2) The Governing Body may from time to time make by-laws which shall be consistent with, and subject to, the statutes, regulations, policies and procedures of the University, and which when approved by Council, shall be binding on all Fellows of Kellogg College.

(3) The Governing Body shall have full powers (subject to the provisions of these Regulations) to do all that may be necessary to administer Kellogg College as a society of the University, subject to the following conditions:

(a) it shall submit a report annually to Council;

(b) it shall submit to Council each Hilary Term estimates of its income and expenditure in respect of the ensuing financial year and shall satisfy Council that no charge will fall on university funds except in so far as may already have been authorised by Council;

(c) it shall develop academic policy for Kellogg College which shall be consistent with the University's strategies and plans as approved from time to time by Council. In cases in which

Council thinks it appropriate, Council may direct the governing body on certain courses of action consistent with those strategies and plans.

4. (1) The Governing Body may elect to Official Fellowships of Kellogg College:

(a) the holders of university appointments who are entitled to fellowships under the provisions of any statute or regulation; and

(b) any other members of Congregation, so long as the total number of fellows elected under this paragraph shall not exceed one-quarter of the total number of fellows who constitute the governing body.

(2) In no case shall an Official Fellowship of Kellogg College be held concurrently with the headship of, or a fellowship (other than an Honorary or Emeritus Fellowship), in another society or any college, Permanent Private Hall, or other designated institution.

5. The Governing Body may, in accordance with by-laws approved from time to time by Council under the provisions of regulation 3 (2) above, elect to other categories of fellowship.

6. Any Fellow of Kellogg College who ceases to hold the post by virtue of which he or she was elected to a Fellowship of Kellogg College shall immediately vacate that fellowship.

7. With the exception of the President, the officers of Kellogg College shall be appointed by the Governing Body on such terms and conditions as shall be determined by the Governing Body.

8. Kellogg College may establish Centres, subject to the approval of Council in each case and provided that each Centre shall be subject to all the statutes, regulations, policies and procedures of the University.

## **KELLOGG COLLEGE BY-LAW**

### ***Preamble***

*The College was established in 1990 and is a Society of the University of Oxford under Statute V of the University's Statutes. The College was re-named in 1994 in recognition of the generous founding gift given by the W K Kellogg Foundation. The College's objectives are, for the public benefit, to advance part-time and full-time graduate-level studies, with a particular emphasis on lifelong learning and professional development. This By-Law was made by the College's Governing Body in accordance with powers granted under University Council Regulations 10 of 2002 and comes into force on [date].*

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### ***Section I: Membership of the College***

I (1) The members of the College shall be:

(a) A President;

(b) The Fellows elected in accordance with section III of this By-Law;

- (c) Those persons admitted as students of the College in accordance with section IV of this By-Law);
- (d) Such other persons as the College may at its discretion admit as members.

I (2) In accordance with University Council Regulations 10 of 2002, regulation 1(2), “members of another society or of a college, Permanent Private Hall, or other designated institution may migrate to Kellogg College on assuming the office of President, or on election as Fellow, or on admission as a student under this regulation, subject to the University Regulations on Readmission and Migration”.

### ***Section II: Presidency of the College***

II (1) In accordance with University Council Regulations 10 of 2002, regulations 2(1) to 2(5):

- (a) “The President of Kellogg College shall be appointed by Council, after it has considered any recommendations which the Governing Body may submit, on such terms and conditions as Council shall determine.”
- (b) “On behalf of, and with the approval of, the Governing Body, the President may exercise any powers and shall discharge any duties entrusted to a Head of department by University statute, regulation, policy or procedure. The President may delegate such powers and duties under the authority of regulations or resolutions made by the Governing Body from time to time.”
- (c) “During any vacancy in the Presidency, or in the absence or during the sickness of the President, an Acting President may be designated by Council from among the Official Fellows of Kellogg College, after it has considered any recommendations which the Governing Body may submit. Such Acting President shall have power to undertake all acts which the President is authorised or required to perform.”
- (d) “The President may hold their office in conjunction with a professorship or other university teaching, or research post if Council, after consultation with the relevant divisional board and other bodies concerned, shall so decide.”
- (e) “The Presidency shall not be held concurrently with the headship or a fellowship (other than an Honorary or Emeritus Fellowship) of another college, society, Permanent Private Hall, or other designated institution.”

II (2) In addition to the duties specified in section II (1) (b) of this By-Law, the President shall:

- promote the College’s interests and well-being
- play a leading role in the College’s intellectual life, creating an academic environment in which students can excel
- exercise general oversight of the College in all its activities
- preside over meetings of the Governing Body (except as otherwise provided in Standing Orders or in any by-law or College regulation)
- represent the College’s interests throughout the University and promote and represent the College to the wider world

- play a full part in the College's social life
- be available to all members of the College for discussion on matters of concern to them that bear on the College.

### ***Section III: Fellows of the College***

III (1) In accordance with University Council Regulations 10 of 2002, regulations 4 to 5:

- (a) The College's Governing Body shall elect Fellows in different categories (as set out in a College regulation made by the Governing Body under the provisions of this By-Law, such College regulation being consistent with the University Council Regulations).
- (b) "In no case shall an Official Fellowship of Kellogg College be held concurrently with the headship of or a fellowship (other than an Honorary or Emeritus Fellowship) in another society or any college, Permanent Private Hall, or other designated institution."
- (c) "Any Fellow of Kellogg College who ceases to hold the post by virtue of which he or she was elected to a Fellowship of the College shall immediately vacate that Fellowship."

III (2) Election to a Fellowship shall be by a simple majority of those present and voting at the meeting of the Governing Body, except where Fellows are elected under delegated authority granted under the procedures set out in Standing Orders for dealing with Official Fellowships associated with University appointments and with urgent Vacation Business.

III (3) Deprivation of a Fellowship shall not take effect unless (a) one half of the members of the Governing Body vote in favour, and (b) two-thirds of those members present and voting at the meeting vote in favour.

### ***Section IV: Students of the College***

IV (1) The Governing Body shall admit students to membership of the College on the basis of their potential to benefit from admission and/or to advance the objects of the College by their academic work or research.

IV (2) In accordance with University Council Regulations 10 of 2002, regulation 1(2), the College may present for matriculation into the University any person who has been admitted to the College for the purpose of working for a graduate degree course or any other graduate university qualification requiring matriculation.

IV (3) The Governing Body may also enrol as Associate Students of the College persons who are engaged in award-bearing courses. Such Associate Students shall not be admitted to membership of the College but shall nevertheless be required to observe the College regulations relating to student conduct insofar as these regulations are applicable to their circumstances.

IV (4) The Governing Body shall make and publish College regulations relating to student matters such as academic performance, discipline, awards and payments, complaints procedures.

### **Section V: The Governing Body**

V (1) In accordance with University Council Regulations 10 of 2002, regulation 3:

- (a) “The Governing Body of Kellogg College shall consist of the President, who shall be its chair, and its Official Fellows.
- (b) “The Governing Body may from time to time make by-laws which shall be consistent with the statutes, regulations, policies and procedures of the University, and which, when approved by Council, shall be binding on all Fellows of the College.” Proposals to Council for the adoption of, or any amendment to, each such by-law shall require the approval of at least two-thirds of the members of the Governing Body who are present and voting at the meeting concerned.
- (c) “The Governing Body shall have full powers (subject to the provisions of the Council Regulations) to do all that may be necessary to administer the College as a society of the University.”
- (d) “The Governing Body shall submit (i) a report annually to Council”; and (ii) “submit to Council each Hilary Term, estimates of its income and expenditure in respect of the ensuing financial year and shall satisfy Council that no charge will fall on university funds except in so far as may already have been authorised by Council”.

V (2) In accordance with Council Regulations 10 of 2002, regulation 3, the Governing Body “shall develop academic policy for Kellogg College which shall be consistent with the University’s strategies and plans as approved from time to time by Council”.

V (3) In accordance with Council Regulations 10 of 2002, regulation 5, “with the exception of the President, the officers of Kellogg College shall be appointed by the Governing Body on such terms and conditions as it shall determine.” The Governing Body shall publish and keep updated a list of such officers and outline of their duties.

V (4) The Governing Body shall draw up and publish a set of Standing Orders for the proper and effective conduct of its business.

V (5) The Governing Body shall draw up and publish a Memorandum outlining the responsibilities of its members.

V (6) In addition to those College regulations specified by By-Law, the Governing Body may make and publish such other regulations as it deems necessary for the governance of the College. The adoption of, or amendment to, any College regulation shall require the approval of at least two-thirds of the members of the Governing Body who are present and voting at the meeting concerned.

V (7) The Governing Body may establish such standing or ad hoc committees as it deems necessary, and shall make and publish a College regulation for the composition, terms of reference and any delegated powers of standing committees

V (8) The Governing Body may delegate (subject to (a) University Council Regulations 10 of 2002 and (b) conditions specified by the Governing Body) power to take decisions on particular matters to a committee or to one or more College Officers or other individuals, whether or not they are members of the Governing Body.

V (9) The Governing Body may make reasonable donations for educational objects relative to the objectives of the College and for other charitable purposes.

V (10) The Governing Body may offer such scholarships and financial assistance to student members and prospective student members of the College as it thinks fit.

V (11) The Governing Body shall implement any Codes of Practice and Codes of Conduct which may be issued from time to time by the University and shall make such Codes binding on members of the College.

V (12) In accordance with Council Regulations 10 of 2002, regulation 8, the Governing Body “may establish Centres, subject to the approval of Council in each case and provided that each Centre shall be subject to all the statutes, regulations, policies and procedures of the University”, to promote interdisciplinary and collaborative activity for the benefit of members of the College. The Governing Body shall publish a list of such Centres and their main activities.

V (13) The Governing Body may elect suitably qualified persons as members and research members of the College’s Common Room. It shall make and publish a College regulation for Common Room membership.

V (14) The Governing Body shall cause to be published, and kept updated, a *Student Handbook* and a *Fellows’ Handbook* each containing information and advice relevant respectively to students and Fellows of the College.

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***Subsidiary legislation under this By-Law:***

- College Regulation re. Fellowships [Sect III (1) (a)]
- College Regulations re. student matters [Sect IV (4)]
- Standing Orders for GB [Sect V (4)]
- College Regulation re. GB Officers meetings [Sect V (6)]
- College Regulation re. Standing Committees of GB [Sect V (7)]
- List of Codes of Practice/Codes of Conduct [Sect V (11)]
- College Regulation re. Common Room membership [Sect V (13)]

***Publications under this By-Law***

- List of Officers of the College [Sect V (3)]
- Memorandum re. the responsibilities of GB members [Sect V (5)]
- List of Centres [Sect V (12)]
- Student Handbook* [Sect V (14)] -current version to be updated
- Fellows’ Handbook* [Section V (14)] -to be drafted