

STANDING ORDERS FOR GOVERNING BODY MEETINGS

Made by the Governing Body under By-Law section V (4) (effective from 21 October 2020)

1 Membership

- (a) The members of the Governing Body shall be the President and Official Fellows of the College as specified in Council Regulations 10 of 2002 and By-Law section V(1)(a).
- (b) In these Standing Orders, 'the President' shall include any Acting President appointed in accordance with By-Law section II (2).
- (c) The Secretary of the Governing Body shall be responsible for ensuring that all members receive a copy of the Memorandum outlining the responsibilities of members of the Governing Body drawn up in accordance with By-Law section V (5).
- (d) A member of the Governing Body who has been granted leave of absence must make clear to the Secretary in writing, at the beginning of such period of absence, whether they wish to participate in Governing Body meetings or business while they are on leave (in these Standing Orders, the term 'participating members' includes those members of the Governing Body who are on leave but have nevertheless exercised the right to opt to participate). If a member who is on leave does not opt to participate in Governing Body business, they shall not be entitled to attend meetings, or to be counted in any quorum laid down in these Standing Orders, or to be consulted by correspondence under Standing Order 14.

2 Chair

The President shall ordinarily take the chair at meetings of the Governing Body. In the absence of the President, the Vice-President will act as Chair unless the President has nominated another Governing Body Fellow to do so.

3 Meetings

- (a) *Stated meetings*: Meetings of the Governing Body shall normally be held at 1.45pm on Wednesdays of the third and eighth week of Full Term unless there is insufficient business to justify holding such a meeting. Meetings must end not more than 2.5 hours after they start.
- (b) *Special meetings*: The President may at their own discretion, or shall if requested to do so by 20% of members of the Governing Body, summon a special meeting. Notice of the meeting (which shall indicate clearly the business to be discussed) shall be circulated at least three days before the special meeting; wherever possible at least seven days' notice shall be given.
- (c) A quorum for a Stated Meeting or Special Meeting shall consist of at least one-third-plus-one members of the Governing Body.

4 Secretary

- (a) The Secretary of the Governing Body shall be elected during Trinity Term, on the advice of the Nominating Committee, for a three-year term of office.
- (b) The Secretary shall be responsible for circulating agendas and papers to those persons attending meetings of the Governing Body, for keeping Minutes of all meetings (such Minutes shall be circulated with the agenda for the next meeting if not circulated previously), and for taking such action on its behalf as the Governing Body may direct.

5 Agenda

- (a) The agenda shall be circulated not later than three days before the date of the meeting. Proposals for agenda items must be submitted to the Secretary of the Governing Body at least seven days before the meeting.
- (b) The agenda shall be divided where appropriate into open and reserved sections. All those entitled to attend Governing Body meetings may be present for and speak and vote upon open items of business. Reserved business shall include elections to Fellowships, constitutional changes, personal matters regarding staff, and any other matters so designated by the President or nominated Chair. Only members of the Governing Body may be present for or speak and vote upon items of reserved business, except that, at the discretion of the President or nominated Chair, any other person may be present for and speak but not vote upon such items.

6 Attendance of non-members at Governing Body meetings

In addition to members of the Governing Body, the MCR President or their delegate shall be entitled to attend Governing Body meetings for open business. Others may attend Governing Body meetings as observers if invited to do so by the Governing Body or else at the discretion of the President or nominated Chair.

7 Members' obligations

- (a) At the start of each meeting, members of Governing Body shall be reminded of:
 - i. the need to report any personal conflict of interest in the business under consideration; and
 - ii. the College's obligation to meet the Public Sector Equality Duty.
- (b) No member of the Governing Body shall be present for, or participate in, the discussion or disposal of any matter on which their personal or professional interests raise or may appear to raise the possibility of conflict with their duty to the College. It is the duty of each member of the Governing Body to observe this principle, and in the case of doubt to seek the opinion of the Governing Body. If the matter is not settled by agreement, the Governing Body may require a member to leave the room for the duration of the discussion or disposal of such matter.
- (c) Any member of the Governing Body may vote on any recommendation to it made by or on behalf of the Remuneration Committee, notwithstanding that the matter concerns that member's own remuneration (including any stipend, allowance or benefit), unless it concerns the remuneration of that member alone.

- (d) In a vote on any recommendation to it made by or on behalf of the Remuneration Committee, the Governing Body may:
- (i) accept the recommendation unamended; or
 - (ii) reject the recommendation and refer it back to the Remuneration Committee for further consideration; or
 - (iii) amend the recommendation so that any remuneration or increase of remuneration awarded to any person or persons according to the amended recommendation is less than that which would have been awarded to that person or persons according to the unamended recommendation, and accept the recommendation so amended.

8 Chair's Ruling

The ruling of the Chair of the meeting on any question of procedure at that meeting shall be final unless challenged by not fewer than five members of the Governing Body. Such a challenge shall be put to a vote and shall succeed only if supported by at least two-thirds of the members present.

9 Controversial Business

No business which is not on the agenda and which the Chair of the meeting rules to be controversial shall be voted on more than two hours after the commencement of the meeting.

10 Motions

- (a) Any motion, and any amendment, rider or addendum to a motion, must be proposed and seconded by a member of the Governing Body.
- (b) An amendment to an amendment must be proposed and seconded, and if passed, shall be incorporated in the original amendment. The amendment (whether or not thus amended) shall be voted upon, and if passed shall be incorporated in the original motion. Finally, the motion as amended shall be put to the vote.
- (c) If the motion 'That the question now be put' is moved and seconded, a vote upon it must be taken without further discussion. If it is carried, the Governing Body must vote immediately upon that particular motion or amendment before it; if it is lost, the debate shall continue and the same closure motion may not be put again for fifteen minutes.
- (d) If the motion 'That the Governing Body proceed to next business' is moved and seconded, a vote must be taken without further discussion, and if it is carried, the debate on the previous item of business must cease, and no vote may be taken on any motion, amendment, etc. connected with it.
- (e) Unless otherwise stated in these Standing Orders, a motion shall be carried if it obtains a simple majority of those voting. The Chair of the meeting shall have a vote and a casting vote.

11 Suspensions of Standing Orders

On any matter of urgency, the Chair of the meeting may accept a motion for the suspension of Standing Orders. The member of the Governing Body moving such suspension must state clearly the nature and urgency of the business, which Standing Orders are affected and the maximum length of time (not exceeding thirty minutes) they desire such suspension to last. No suspension shall take place except by a two-thirds majority vote of the members of the Governing Body present. Standing Orders 1, 7, 10, 11, 12, 13, 15 and 16 may not be suspended.

12 Elections to and Deprivation of/Suspension from Fellowships

- (a) In accordance with Council Regulations 10 of 2002 and By-Law section III:
- (i) Election to a Fellowship shall be reserved business and shall be by a simple majority of those members of the Governing Body present and voting. Election may also be made under the procedure for Urgent Business set out in Standing Order 14.
 - (ii) Deprivation of or suspension from a Fellowship shall be reserved business and shall not take effect unless (A) one-half of the participating members of the Governing Body vote in favour, and (B) two-thirds of those present and voting at the meeting vote in favour.
- (b) Power of election to a Fellowship associated with a University post filled on the recommendation of an Appointing Committee shall be delegated to the College's representatives on such Appointing Committee and the decision shall be reported to the next meeting of the Governing Body.

13 Adoption of or amendment to By-Laws

In accordance with By-Law V (1) (d), a recommendation to the University Council for the adoption of or any amendment to a 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.

14 Urgent Business

- (a) Where sufficiently important or controversial College business (including any matter that would normally be referred to the Governing Body under the delegated authority framework [add cross-reference]) arises between meetings of the Governing Body, decisions may be taken collectively by the President, Vice President, Senior Tutor, Dean, and Secretary of the Governing Body in the name of the Governing Body, provided that:
- (i) The matter is sufficiently urgent that its determination cannot be postponed until the next meeting of the Governing Body; and
 - (ii) It is not feasible to summon a special meeting of the Governing Body to deal with the business, and/or such a meeting is unlikely to be quorate; and

- (iii) These Officers use their best endeavours to consult with all participating members of the Governing Body, including by e-mail; and
 - (iv) The decision taken reflects the [delete consensus] majority view of the consultation; and
 - (v) The matter, and the consultation which took place, are reported at the next meeting of the Governing Body.
- (b) At the final Stated Meeting in each Trinity Term the Governing Body shall review the likely availability of the Officers specified in clause (a) above during the forthcoming Long Vacation and may authorise a sub-set of these Officers to fulfil the duties specified in clause (a) above.

15. Delegation of powers

- (a) In accordance with By-Law V(8), the Governing Body may delegate 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 (including to Fellows, Members and Staff of the College).
- (b) Such delegation of powers shall be on the following terms:
- (i) The President, and any other College Officer, shall have the powers described in the College Regulation on College Officers, for the duration of their term of office. When an officer post is vacant, the powers delegated to that office-holder shall revert to the President until the post is filled by the Governing Body and new powers may be delegated to the office-holder.
 - (ii) Detailed regulations on financial and contractual delegations shall be made by the Governing Body annually, and unless explicitly terminated or renewed by the Governing Body shall lapse on the corresponding day in the fourth term from the day when the motion delegating such powers was passed.
 - (iii) Subject to Council Regulations 10 of 2002 and the College's By-Law, any other powers may be delegated by the Governing Body under an explicit motion to that effect, passed in accordance with these Standing Orders.
 - (iv) Powers delegated to an individual may (in whole or in part) be further delegated by that person, unless the Governing Body shall determine otherwise, provided that (A) such secondary delegation is reported in writing to the Governing Body's next meeting, and (B) the secondary delegation shall lapse automatically when the initial delegation ceases.
 - (v) Any powers delegated under the Urgent Business provisions of section 14 of these Standing Orders shall automatically lapse at the start of the Governing Body's next meeting.

(vi) The Secretary of the Governing Body shall maintain a register of powers delegated and lapsed under clauses (i) to (v) above.

(c) All powers not covered by the register referred to in clause (b) (vi) above shall remain the Governing Body's sole responsibility.

16 Alteration of Standing Orders

(a) Alteration of these Standing Orders shall require a proposal submitted as a written agenda item to, and accepted by, the Governing Body.

(b) Standing Order 12 (b) on Deprivation of/Suspension from a Fellowship shall not be altered save by a vote in which (i) one half of the participating members of the Governing Body vote in favour, and (ii) two-thirds of those members present and voting at the meeting vote in favour.

(c) The Governing Body shall conduct an annual review of these Standing Orders, normally in Michaelmas Term.

(d) Alterations to Standing Orders made under this Standing Order 16 shall come into effect no sooner than the beginning of the Governing Body's next Stated Meeting.