

**NEWNHAM COLLEGE
CAMBRIDGE**

Ordinances of the Council



Version as at 17 January 2024

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ORDINANCE I: Regulations for the Conduct of Business of the Council

1. The Council shall meet at least once every term. The dates of Ordinary Meetings for each academical year shall be fixed by the Council not later than the last meeting in the preceding academical year. Any additional meetings which are held shall be called Special Meetings.
2. The agenda shall be divided between Open and Reserved Business. Reserved Business shall be as defined by Statute I.7, and the provisions (i) - (iii) of Ordinance IIIA, section III 2 shall also apply.
3. The Council shall issue a Report of the College annually giving the names of the Visitor, the members of the Council and of the Governing Body, the Associates, the members of Committees, and the Administrative and Educational Officers and the students in residence; also the fees and other charges payable by students, conditions of admission, and other information with regard to the College.
4. The Michaelmas Term shall be the term in which the Council shall provide the Governing Body with the accounts, duly audited, of the income and expenditure of the College and a report on the financial state of the College, in accordance with Statute V.10.

ORDINANCE IA: Tenure of Office of Members of the Council

1. The following shall apply to the eight persons to be elected by the Governing Body as members of the Council under Statute V, paragraph I(b):
 - (a) a member of the Council so elected shall ipso facto vacate office if she ceases to be a member of the Governing Body, or if she goes on leave for more than one term. She shall also vacate office under the same paragraph if she became an *ex officio* member of the Council;
 - (b) a member of the Council so elected may at any time resign office by sending in her resignation to the Principal;
 - (c) a retiring member of the Council shall (if qualified) be eligible for re-election.

ORDINANCE II: Committees

Ordinance II: Committees (revised and approved by Governing Body 22 November 2019 subject to approval by the Council)

The membership of Standing Committees shall be constituted with reference to the following categories:

- a) The Principal (or her Deputy), or another named officer as Chair
- b) Governing Body Fellows or Qualifying College Lecturers (GFQCL)¹
- c) Officers and other post-holders ex officio
- d) Those serving in particular roles (e.g. College Lecturer, Director of Studies, Assistant Tutor) whether or not a GB Fellow or Qualifying College Lecturer
- e) Junior members on the nomination of the JCR/MCR
- f) External members, where appropriate either for reasons of expertise or of disinterestedness
- g) Co-opted members appointed by the Committee for their expertise on a renewable annual basis.

Other staff may be required to attend in a non-voting capacity.

Quorum shall be 50% of the membership. No formal business shall be transacted unless a majority of those present are Governing Body Fellows (whether or not also Officers), the Bursar, or Qualifying College Lecturers, unless otherwise specified by Ordinance.

When the Council appoints a committee of which the Principal is not a member, the Vice-Principal shall be Chair of the Committee if she is a member; otherwise the Council shall appoint one of their members as Chair.

Members in Class (b) shall be appointed by the Governing Body at its Annual General Meeting in the Lent Term.

The appointment of members in Classes (c), (d) and (f) shall be by the Council at its last meeting, Easter Full Term.

Members in Classes (b), (d) and (f) shall normally serve for a term of three academic years. Retiring members shall be eligible for re-appointment, normally for a maximum of two consecutive terms in total. Junior Members of College Committees shall be elected under the Constitutions of the JCR and of the MCR. Junior Members shall normally serve for a

¹ Qualifying College Lecturers are those who are not Fellows of another College.

term of one year. All Committees shall have the power to co-opt up to three members (including Junior Members where relevant).

Under Statute 1.7(d) business under consideration by a duly constituted committee or other body which does not include Junior Members among its membership shall be Reserved Business (see also Ordinance III A 5(b)). Items of business considered by such bodies may be reported to Junior Members if the relevant body so decided.

The Council and its Standing Committees may from time to time establish working groups for particular short-term purposes. These might draw on a wider membership as appropriate to their purpose. They could act (spend/make policy) only through the parent body (Council or one of the Standing Committees). They would be time-limited. Any working group which had not completed its business in two years would either be stood down, extended for at most one further year, or considered for establishment as a standing committee.

Each Standing Committee and Working Group will have Terms of Reference, including the necessary quorum for decisions to be valid. The Membership, Terms of Reference and quorum may be altered only by reference to the Governing Body.

Current Working Groups and Management Committees are set out in the Schedule.

A. Academic Planning Committee

The Academic Planning Committee shall consist of:

- a) the Principal as Chair
- c) the Senior Tutor (Secretary), the Bursar, the Vice-Principal, the Postgraduate Tutor and the Undergraduate Admissions Tutor
- d) four members elected by the Governing Body from among the Professorial Fellows, recent or current College Lecturers and recent or current Directors of Studies, to achieve a balance between Arts and Science subjects.

Its duties shall be:

- i. to meet twice termly, or as required;
- ii. to receive reports on a regular basis from Directors of Studies;
- iii. to identify gaps in teaching provision; to explore means of meeting teaching requirements;
- iv. to bring proposals to the Council for the creation, amendment and continuation of posts;

- v. to consider the review and renewal of academic posts on an annual cycle;
- vi. to receive advice on academic costs from the Bursar;
- vii. to receive proposals and reports regarding academic posts to meet teaching needs, including terms and conditions of appointment;
- viii. to bring proposals to the Council for the College's policy on student numbers;
- ix. to submit an annual report of its activities to the Council, to be forwarded to the Governing Body.

B. Buildings Estate Committee

The Buildings Estate Committee shall consist of:

- a) the Bursar as Chair
- b) at least two, and up to four, Governing Body Fellows or Qualifying College Lecturers
- c) the Senior Tutor, Domestic Bursar (Secretary), the College Accountant, Buildings Manager, the Head Gardener and Head Housekeeper
- e) One member of the JCR and one member of the MCR.

Other relevant Heads of Department may attend by invitation

Its duties shall be:

- i. to consider, plan and monitor the progress of maintenance and improvement projects and to manage the budget allocated by the Council for such projects;
- ii. to formulate and implement a policy for the furnishing and interior decoration of all rooms and public spaces in the College, including the Postgraduate Houses and to manage the budget allocated by the Council for furnishing and maintenance;
- iii. to ensure that furnishing and decorations are appropriate to the style of the College;
- iv. to work in close liaison with the Garden Committee and Valuable Possessions Committee;
- v. and to monitor the implications of statutory requirements on furnishings and to take appropriate action;
- vi. to report to the Council.

C. College Events Committee

The College Events Committee shall consist of:

- a) the Principal or her Deputy as Chair
- b) two Governing Body Fellows or Qualifying College Lecturers, one of whom normally being resident in College
- c) the Vice-Principal, the Bursar, the Senior Tutor, the Domestic Bursar (Secretary), the High Table Steward, the President of the Senior Combination Room, the Praelector, the Admissions Tutor, the Postgraduate Tutor, the Director of Music, the Wine Steward, the College Accountant, the Catering Operations Manager, the Conference Manager and the Development Director.

The Communications Director, the Principal's Secretary, the Information & Support Manager and the Senior Academic Administrator shall be in attendance.

Its duties shall be:

- (i) to organise College entertaining;
- (ii) to approve and oversee the programme of formal occasions and events for Senior members, students, staff and Roll Members;
- (iii) to oversee the College Entertainment budget;
- (iv) to report to the Council.

D. Development Committee

The Development Committee shall consist of:

- a) the Principal as Chair;
- b) up to two Governing Body Fellows or Qualifying College Lecturers;
- c) the Vice-Principal, Senior Tutor, Bursar, Development Director (Secretary), Deputy Development Director, Admissions Tutor, Postgraduate Tutor, Director of Communications;
- f) up to two Associates.

Its duties shall be:

- (i) to meet termly, or as required;
- (ii) to receive reports on a regular basis from the Development Director;
- (iii) to identify gaps in funding provision and to explore means of meeting funding requirements;

- (iv) to identify gaps in provision of relationship management for all alumnae;
- (v) to bring proposals to the Council for the creation of new posts;
- (vi) to receive advice on funding needs from the Bursar;
- (vii) to bring proposals to the Council for the College's policy on fundraising and alumnae relationship management;
- (viii) to submit an annual report of its activities to the Council

E. Education Committee

The Education Committee shall consist of:

- a) the Principal (or her Deputy), or another named officer, as Chair
- c) the Vice-Principal, the Bursar
- d) the Tutors and the Directors of Studies

College Lecturers who are neither Tutors nor Directors of Studies shall be permitted but not required to attend its meetings.

Its duties shall be:

- i. to award scholarships and make awards as authorised by the Council and to report these awards to the Council and the Governing Body;
- ii. and to consider such other academic matters as shall be referred to it.

The Education Committee shall delegate certain of its responsibilities to the Directors of Studies Committee and certain of its responsibilities to the Standing Sub-Committee of the Education Committee.

E.1 Directors of Studies Committee

The Directors of Studies Committee shall consist of:

- a) the Senior Tutor as Chair
- c) the Admissions Tutor
- d) all Directors of Studies; College Lecturers who are not Directors of Studies shall be invited but not required to attend.

Its duties shall be:

- i. to consider issues of academic and educational importance,
- ii. to report to the Education Committee, the Council and Governing Body as appropriate.

E.2 Standing Sub-Committee of the Education Committee

The Standing Sub-Committee shall consist of:

- a) the Vice-Principal as Chair
- d) three Tutors (of whom one will sit on any one occasion) and four Directors of Studies (of whom three will sit on any one occasion).

Its duties shall be:

- i. to consider all cases of failure to achieve honours in University examinations and where special permission is sought of the Council to allow a student to remain a Member of the College; and of serious and continued failure of academic diligence;
- ii. to make recommendations in such cases to the Council.

F. Environmental and Sustainability Committee

The Environmental and Sustainability Committee shall consist of:

- a) the Principal or her Deputy as Chair
- b) up to four GB Fellows or Qualifying College Lecturers
- c) the Domestic Bursar
- d) two members of staff
- e) one member of the JCR and one member of the MCR

Its duties shall be:

- i. to make sure that people throughout the College are aware of environmental issues;
- ii. to encourage them to be supportive;
- iii. to make sure that the Council and Governing Body are also aware of environmental issues;
- iv. to consult other members of the College as appropriate;
- v. to report to the Council.

Its duties shall be: to make sure that people throughout the College were aware of environmental issues, and to encourage them to be supportive and to make sure that the Council and Governing Body were also aware of environmental issues. The Committee will consult other members of the College as appropriate and reports to the Council.

G. Finance Committee

The Finance Committee shall consist of:

- a) the Principal as Chair
- b) at least two, and up to four, Governing Body Fellows or Qualifying College Lecturers
- c) the Vice-Principal, the Bursar, the Senior Tutor, the Domestic Bursar, and the College Accountant
- f) up to two external members who may be Associates, appointed by the Council for their expertise.

Its duties shall be:

- i. to consider and to make recommendations to the Council on financial policy, budgets and forecasts, the capital expenditure plan, academic fees, rents and charges;
- ii. to monitor current financial performance, and other financial matters;
- iii. to monitor staff costs.

H. Garden Committee

The Garden Committee shall consist of:

- a) The Principal or her Deputy as Chair
- b) at least two Governing Body Fellows or Qualifying College Lecturers
- c) the Head Gardener and the Steward or Domestic Bursar
- e) one member of the JCR and one member of the MCR
- g) up to two co-opted members appointed by the Committee for their expertise on a renewable annual basis.

Its duties shall be:

- i. to maintain and develop, subject to any directions of the Council, the College gardens, grounds and playing fields.

I. Investments Committee

The Investments Committee shall consist of:

- a) the Principal as Chair
- c) the Vice-Principal, the Bursar, the College Accountant
- d) up to five members of the Finance Committee
- f) up to five external members, appointed by the Council.

Its duties shall be:

- i. to set guidelines for the investment of existing and new money
- ii. to monitor investment performance and
- iii. to report to the Council.

All investment recommendations and decisions shall be compliant with the provisions of The Universities of Oxford and Cambridge Act 1923 and The University and Colleges (Trusts) Act 1943.

Its duties shall be: to set guidelines for the investment of existing and new money, to monitor investment performance and to report to the Council. All investment recommendations and decisions shall be compliant with the provisions of [The Universities of Oxford and Cambridge Act 1923](#) and [The University and Colleges \(Trusts\) Act 1943](#).

J. IT Committee

The IT Committee shall consist of:

- a) the Bursar as Chair
- b) two Governing Body Fellows or Qualifying College Lecturers (or one Senior Member and a member of the University Information Service, the latter to be appointed by the Council)
- c) the IT Manager (Secretary), the IT Officer(s), the Senior Tutor, the College Accountant, the College Librarian, the Information & Support Manager, the Database Officer and the Domestic Bursar
- e) a representative of the JCR and a representative of the MCR.

Its duties shall be:

- i. to keep the academic and administrative IT provision under review;
- ii. to represent the interests of IT users within the College;
- iii. to monitor the budget allocated by the Council;
- iv. and to report to the Council.

K. Library & Archives Committee

The Library & Archives Committee shall consist of:

- a) the Principal or her Deputy as Chair
- b) Up to two Governing Body Fellows or Qualifying College Lecturers
- c) The Librarian (Secretary), the Archivist and the Senior Tutor

- d) Four Directors of Studies appointed by the Council to provide coverage of the Arts, Social Science and Science subjects, and normally subjects with large and small student populations
- e) up to two members of the MCR and up to two members of the JCR
- g) up to two co-opted members appointed by the Committee for their expertise on a renewable annual basis.

Notwithstanding the general arrangements for the quorum of Standing Committees, no formal business shall be transacted unless a majority of those present are Governing Body Fellows or Qualifying College Lecturers, or Directors of Studies.

Its duties shall be:

- i. to oversee the management of the College Library and focus on matters relevant to the Library's role in the support of study, teaching and learning at Newnham;
- ii. to assist, advise and support the Librarian and Library staff in such work as: purchasing books in consultation with Directors of Studies; ensuring that the Library provides space conducive to study; helping students to study well, and to access ebooks, ejournals and other academic resources in the most effective way; working with the Library's collection development policy to ensure the Library's collections remain up-to-date, relevant and useful for all subjects taught at Newnham; ensuring that the library's holdings also cover general, multidisciplinary works to provide inspiration and a good all-round coverage of subjects of interest.
- iii. to pay attention to the Library's historic, special collections of earlier printed books, with regard to their preservation and their use to benefit education, learning and research, and the ways in which they can enhance the College's reputation as a place of scholarly endeavour;
- iv. to work with reference to the wider context of library provision in the University of Cambridge, using, for example, the Cambridge college libraries statement of purpose as a guide to its areas of interest and potential development
<https://libguides.cam.ac.uk/colleges/statementofpurpose>;
- v. to provide advice to the Archivist with regard to the strategic management and development of the College Archive, including specific projects relating to the Archives and funding arrangements for such projects;
- vi. to receive the Archivist's Annual Report;
- vii. to report to the Council

L. Margaret Anstee Centre Management Committee

The Management Committee of the Margaret Anstee Centre shall consist of:

- a) the Principal as Chair;
- b) up to four Governing Body Fellows or Qualifying College Lecturers;
- c) the Director of the Margaret Anstee Centre (Secretary), Bursar, the Development Director;
- e) one MCR representative.

Its duties shall be:

- (i) to meet termly, or as required;
- (ii) to manage and oversee the academic engagement work and operational matters of the Margaret Anstee Centre for Global Studies;
- (iii) to organise and administer the competitive recruitment of Margaret Anstee Research Fellows (commonly known as Margaret Anstee Fellows);
- (iv) to make recommendations to the Postgraduate Grants & Awards Committee for the awarding of funding to eligible postgraduate students (to be known as Margaret Anstee Postgraduate Students);
- (v) to manage and oversee budget matters relating to the Centre;
- (vi) to report annually to the Council and to provide detailed updates to the Council on request.

M. Postgraduate Grants and Awards Committee

The Postgraduate Grants and Awards Committee shall consist of:

- a) the Postgraduate Tutor as Chair
- d) the Assistant Postgraduate Tutors (one of whom shall be Secretary).

The Senior Tutor and the Financial Tutor shall attend as required.

When awarding Research Studentships, it shall be chaired by the Principal and shall co-opt further Senior Members as appropriate.

Its duties shall be:

- to award Research Studentships;
- to award book grants to postgraduate students;
- to make grants to such students in unexpected financial difficulties; to make grants in aid of research and travel for academic purposes to such students;

- to make awards to graduands proceeding to further academic work at Newnham College;
- to report the names of recipients of awards to the Council and Governing Body;
- to monitor, and advise the Council when appropriate, on the financial needs of postgraduate students at Newnham; to make an annual report to the Council.

Its duties shall be: to award Research Studentships; to award book grants to graduate and postgraduate students; to make grants to such students in unexpected financial difficulties; to make grants in aid of research and travel for academic purposes to such students; to make awards to graduands proceeding to further academic work at Newnham College; to report the names of recipients of awards to the Council and Governing Body; to monitor, and advise the Council when appropriate, on the financial needs of graduate and postgraduate students at Newnham; to make an annual report to the Council.

N. Research Fellowship Committee

The Research Fellowship Committee shall be divided into two Panels: the Humanities and Social Sciences Panel; and the Sciences, Mathematics and Engineering Panel.

Each Panel shall consist of:

- a) The Principal as Chair
- b) three Governing Body Fellows or Qualifying College Lecturers, all of whom are elected by the Council
- g) co-opted members as required for each competition;

A Convenor shall be appointed for each Panel from the appointed membership, and shall serve for three years. Each Panel shall have the right to invite an external adviser (non-voting) to attend for the interview of any candidate.

The Panels' duties shall be:

- i. to report to the Council on each Research Fellowship competition;
- ii. to nominate candidates for the award of Research Fellowships;
- iii. to receive annual reports from Research Fellows and to forward these to the Council and the Governing Body.

O. Risk Committee

The Risk Committee shall consist of:

- b) two Governing Body Fellows or Qualifying College Lecturers;
- f) three external members; and
- g) up to two further members from within the College or externally.

The quorum shall be three, of whom at least one is in class b).

The Chair shall be appointed by the Council. No member of the Council, whether ex officio or otherwise, shall be a member of the Committee. The Bursar and/or the College Accountant shall normally be in attendance where financial matters are being considered. The Bursar and/or the HR Manager shall normally be in attendance where staffing matters are being considered. Other members of the College may be invited to attend for particular topics.

The Committee's duties shall be:

- i. to provide assurance on the adequacy of the College's risk management arrangements and the associated control environment as articulated in the College Risk Register;
- ii. to review and monitor the risks identified and advise the Council as necessary; and
- iii. to address further issues as they arise.

The Committee shall meet at least twice annually and report to the Council.

P. Safety Committee

The Safety Committee shall consist of:

- a) the Bursar as Chair
- b) two Governing Body Fellows or Qualifying College Lecturers
- c) the Senior Tutor, the Domestic Bursar (who is the College Fire, Health and Safety Officer, as Secretary), the Admissions Tutor, the Buildings Manager (who is Deputy Fire, Health and Safety Officer), the Catering Operations Manager, the College Accountant, the College Nurse, the Communications Director, the Conference Manager, the Development Director, the Director of the Skilliter Centre, the Executive Assistant to the Bursary, the Head Gardener, the Head Housekeeper, the Head Porter, the HR Manager, the IT Manager, the IT Director,

the Librarian, the Principal's Secretary, and the Tutorial & Admissions Office Manager

e) nominated members of the JCR and the MCR

Notwithstanding the general arrangements for the quorum of Standing Committees, the quorum shall be 50% of the membership.

Its duties shall be:

- i. to monitor the implications of legislation concerning Health & Safety;
- ii. to keep the College's Health & Safety policies under review;
- iii. to be responsible for their implementation;
- iv. to report to the Council.

Q. Senior Members' Research Support Committee

The Senior Members' Research Support Committee shall consist of:

- a) the Principal or Vice-Principal as Chair
- b) four Governing Body Fellows or Qualifying College Lecturers, one of whom shall be Secretary.

Its duties shall be:

- i. to make grants to designated Senior Members for research;
- ii. to consider such other academic and academic-related support to Senior Members as may be needed and to advise the Council and Governing Body thereon;
- iii. to make an annual report to the Governing Body

R. Skilliter Centre Management Committee

The Management Committee of the Skilliter Centre for Ottoman Studies shall consist of:

- a) the Principal as Chair
- c) the Bursar (Treasurer) and the Director of the Skilliter Centre (Secretary)
- f) two Council nominees, of whom one may be a member

of the Cambridge University Faculty of Asian and Middle Eastern Studies

Its duties shall be:

- i. to give overall direction to the Centre; and

- ii. to recommend the annual budget to the Council. It shall normally meet three times a year.

The Committee shall delegate certain of its activities to a Research Grants Sub-Committee, which shall consist of: the Director as Chair, and three other members of the Committee.

Its duties shall be:

- i. to consider applications for the Centre's research grants, and
- ii. to make recommendations for awards to the Management Committee.

S. Stipends and Benefits Committee

The Stipends & Benefits Committee shall consist of:

- a) the Principal as Chair
- b) two Governing Body Fellows or Qualifying College Lecturers, who do not hold the same remunerated College role as each other, if any; at least one of whom should receive the majority of their remuneration from the University of Cambridge
- c) the Bursar (Secretary); the Senior Tutor
- f) a current Bursar of another college in the University of Cambridge; a current Senior Tutor of another college in the University of Cambridge; up to four members of the College who have the status of Alumna (who is not a Fellow), Fellow Emerita, Privileges of a Fellow Emerita or Honorary Fellow.

Its duties shall be:

- i. to review, and to make recommendations to the Council (or to the Governing Body in the case of the Principal and the Bursar) for changes to, the terms and conditions of appointment, level of remuneration and other financial benefits for the following roles normally held by single individuals:

- Principal
- Vice-Principal
- Senior Tutor
- Postgraduate Tutor
- Admissions Tutor
- Deputy Admissions Tutor

- Bursar
- Domestic Bursar
- Development Director
- Librarian
- Director of the Skilliter Centre
- Director of the Margaret Anstee Centre
- Director of Music
- Secretary of the Governing Body
- Praelector
- Lectrice
- and any similar role not listed above

ii. to review, and to make recommendations to the Council for changes to, the terms and conditions of appointment, level of remuneration and other direct and indirect benefits for the following roles normally held by several role-holders:

- College Lecturer
- Director of Studies
- Supervisor
- Tutor / Assistant Tutor
- Postgraduate Mentor
- Junior Research Fellow
- Margaret Anstee Centre Research Fellow
- Associate Lecturer
- Special Supervisor
- and any similar role not listed above

iii. to recommend the College's position on any matters relating to the Universities Superannuation Scheme

iv. to ensure that any potential conflicts of interest are managed transparently and that conflicted individuals do not participate in any discussion in which they have a personal interest

T. Undergraduate Grants and Awards Committee

The Undergraduate Grants and Awards Committee shall consist of:

- a) the Senior Tutor as Chair
- c) the Financial Tutor (Secretary), the Admissions Tutor
- d) the Undergraduate Tutors, and the Postgraduate Tutors as required.

Its duties shall be:

- i. to award book and travel grants and grants for special purposes to undergraduate students;
- ii. to make grants to such students seeking assistance;
- iii. to monitor, and to advise the Council, when appropriate, on the financial needs of such students;
- iv. to award certain grants to former students and postgraduate students;
- v. to receive reports from the Financial Tutor on support received by Newnham students from external funds;
- vi. to make an annual report to the Council.

ORDINANCE III: Appointment of Administrative and Educational Officers

In the event of a vacancy occurring in any office to which the Council makes appointment the Council shall consider whether it is desirable to fill the vacancy and, if it decides to do so, may appoint a special Appointments Committee to advise on the matter and make such recommendations to the Council as it may think fit.

ORDINANCE IIIA: Junior Membership of the Council

There shall be three Junior Members of the Council as specified in the Charter, Article 11 and Statute V. One shall be the graduate student elected by the Middle Combination Room (MCR) under Ordinance IIIA of the Governing Body; one shall be the undergraduate elected by the Junior Combination Room (JCR) in the Michaelmas Term under the same Ordinance; one shall be either the undergraduate elected in the Lent Term under the same Ordinance or the President of the JCR *ex officio*.

- I. Elections of three Junior Members to the Council

1. Elections: The elections shall be those held under Ordinance IIIA of the Governing Body which are as follows:
 - (a) For one graduate Junior Member, an election by the Newnham College MCR, at the voting day specified in Section 5.
 - (b) For two undergraduate Junior Members, elections by the body of matriculated members of the College who are reading for a first degree, excluding those who are members of the Newnham College MCR, at one each of the voting days specified in Section 5.
2. The member elected under 1(a) shall serve as a member of the Council for one calendar year from the end of the Annual General Meeting at which she is elected. One member elected under 1(b) shall serve as a member of the Council for one calendar year from the beginning of the Lent Term following her election; one member elected under 1(b) shall serve as a member of the Council for one calendar year from the Easter Term following her election, unless the President of the JCR *ex officio* takes this seat.
3. Returning Officer: The Returning Officer for the election under 1(a) shall be the Tutor for Graduate Students or a deputy named by her. The Returning Officer for the elections under 1(b) shall be the Senior Tutor or a deputy named by her from among the administrative staff.

If on the first day of Full Term in which the election is to be held the office of Tutor for Graduate Students or of Senior Tutor is vacant the Principal shall as soon as practicable thereafter nominate as Returning Officer a Senior Member of the College who is willing to act.
4. Except as otherwise provided in this Ordinance the decision of the Returning Officer shall be final.
5. Voting Days: The voting day for election (A) shall be the Annual General Meeting of the Newnham College MCR held in the 7th week of Full Term, Lent Term. The voting day for the election of one member under (B) shall be in the 6th week of Full Term, Michaelmas Term; the voting day for the election of one member under (B) shall be in the 7th week of Full Term, Lent Term.
6. Not later than the fifteenth day before the day specified as voting day the Returning Officer shall cause to be displayed a notice giving the day, place within the College and the time of voting in the election, together with a copy of Ordinance IIIA of the

Governing Body and of Ordinance IIIA of the Council where it differs from the former.

7. Voting Registers: There shall be two voting registers which shall be the College List of Junior Members in residence so marked as to indicate those Junior Members who are eligible to vote in election 1(a) and those who are eligible to vote in elections 1(b), and certified as correct by the Tutor for Graduate Students (election A) and the Senior Tutor for election 1(b) on the ninth day before voting day. Only those Junior Members whose names appear on the appropriate voting register shall be eligible to vote, to be candidates, or to propose or second candidates in the elections.
8. Provisional voting registers notice shall be displayed on MCR or JCR boards by the current Returning Officer not later than the fifteenth day before voting day, they shall be open to inspection by any member of the College. Any Junior Member may, not later than the tenth day before voting day, make representations (oral or written) to the relevant Returning Officer concerning the inclusion of any name on or the exclusion of any name from the voting registers, or the classification of any Junior Member as eligible to vote in election 1(a) or elections 1(b). The decision of the Returning Officer whether to amend a provisional register in consequence of such representations shall be final. A copy of the relevant voting register, certified as correct in accordance with Section 7 of this Ordinance, shall likewise be displayed on the appropriate notice board.
9. Nominations: All members of the Newnham College MCR are eligible for nomination for election under (A); all members of the JCR, excluding those who are members of the Newnham College MCR, are eligible for nomination for elections (B); provided in all cases that the members nominated will, if elected, remain eligible to serve for the complete term of office as specified in Section 2. The candidates in the elections shall be those Junior Members whose valid nominations shall have reached the Returning Officer not earlier than fourteen days nor later than five days before voting day. To be valid a nomination must be in writing and signed by the two Junior Members proposing and seconding the Junior Member being nominated who must countersign the nomination as indication of her willingness to stand for election and to serve if elected. Candidates in election 1(a) must be proposed and seconded by Junior Members of the Newnham College MCR, and candidates in elections 1(b) must be proposed and seconded by Junior Members eligible to vote in elections 1(b). No candidate may be proposed or seconded by another candidate.

10. If the number of candidates in an election does not exceed the number of Junior Members to be elected at that election, the candidate, or candidates, shall be declared elected and that election shall not take place.
11. Not later than the fourth day before voting day the Returning Officer concerned shall post on the MCR notice board a list of candidates in election 1(a) or on the JCR notice board a list of candidates in elections 1(b).
12. Election addresses and expenses: Each candidate may issue an election address, not exceeding 400 words. It must be delivered to the Returning Officer concerned not later than five days before voting day, and the Returning Officer must then post it on the relevant notice board as specified in Section 11, not later than the fourth day before voting day.

No member of the College may publish or circulate any election address, notice or advertisement, except in accordance with this Section unless authorised to do so by the MCR Committee in the case of election (A) or of the JCR Committee in the case of elections (B).

13.
 - (a) If written complaint is made to the Returning Officer concerned alleging a contravention of Section 12 it shall be considered by a Committee composed of that Returning Officer (who shall act as Chairman) and two members of the MCR Committee in the case of election (A) or of the JCR Committee in the case of elections (B), except that the complainant, the person complained against and the candidate in the election shall not act as members of the Committee. The Committee's decision shall be final.
 - (b) A person found to have contravened Section 12 shall be disqualified from becoming or being a candidate in the election. The election of a candidate found to have contravened Section 12 shall be declared void.
14. Voting: Voting shall be by secret ballot and the method of recording votes shall be such that the voters shall not be identifiable from the voting paper. Any person who will be absent during the voting and who wishes to register a vote shall submit it in writing to the Returning Officer by 08.30 on voting day. The Returning Officer or a teller appointed by her shall be present wherever voting is taking place. No candidate in the elections nor any junior member who has proposed or seconded a candidate may be appointed a teller.

15. Quorum: The total number of votes cast in each election shall first be ascertained and if this number is less than 30% of the total number of graduate junior members entered on the voting register in respect of elections (A) or less than the Returning Officer shall declare that election (B) to be a nullity and shall not proceed to count the votes in respect of it. A further vote shall be held and the outcome shall be binding whether or not the 30% of votes are cast.
16. Counting the votes: The votes in each election shall be counted in accordance with the [University Single Transferable Vote Regulations](#) prescribed in the University of Cambridge Ordinances for the time being in force.

The Returning Officer (or a teller appointed by her in accordance with Section 14) shall be present throughout the counting of the votes.

17. Results of elections: The Returning Officer shall post the election results in the relevant notice board as specified in Section 11 within 48 hours of the close of polling.
18. In publishing the result of the election the Returning Officer shall include a notification of any transfer of votes made under these University Single Transferable Vote Regulations and of the total number of votes credited to each candidate after any such transfer.
19. Resignations: A Junior Member of the Council other than the *ex officio* member may resign her membership by sending her resignation in writing to the Chairman of the Council and to either the President of the MCR or the President of the JCR as appropriate. The Chairman shall take the steps required under this Ordinance to fill the vacancy resulting from such a resignation.
20. Casual vacancies and bye-elections: If the election of a junior member is declared void or if a junior member other than the *ex officio* member resigns her membership of the Council for any reason or if the seat of a junior member falls vacant for any other reason, an election to fill the casual vacancy thus occasioned shall be held as soon as may be convenient in accordance with such of the requirements of this Ordinance as are applicable to a bye-election, provided always that all steps required to be taken for such an election shall be taken during the same Full Term, or, if the Returning Officer decides this to be impracticable, during

the first ten days of the following Full Term. Any person elected under a bye-election shall hold office only until the next due date for an election under (A) or (B) as specified in Section 5.

II. Mandation

Junior members of any College body shall speak according to their own judgement while bearing in mind the interests of the College, the JCR and the Newnham College MCR. If instructed by the Open Meeting or the JCR, or, in the case of the graduate student, the MCR, to put forward a certain view, they shall put forward that view.

If any junior member of a College body is absent from three successive meetings of which due notice has been given, her seat shall become vacant at the end of the third of such meetings, unless at that or at any earlier meeting the cause of her absence shall have been declared sufficient by the body of which she is a member.

III. Procedure at Meetings

1. Except with the permission of the Chairman, a junior member unable to attend a meeting of the Council may not send a substitute.
2. Reserved Business shall be that as defined in Statute I.7. In addition the following shall apply
 - (a) Statute I.7 (d) shall cover
 - (i) any body as relevant, i.e. Standing Committees of the Governing Body or the Council, or any working party, group, committee or sub-Committee appointed;
 - (ii) the making of any grants, loans, prizes or other awards to individuals;
 - (iii) any matter affecting the personal position of any individual elected or appointed by the College
 - (b) The Chairman's discretion to declare business reserved shall be subject to explanation in terms of the rubric defining reserved business.
 - (c) There shall be a separate agenda for reserved business, and the agenda, but not papers, shall be sent to the junior members of the Governing Body. The junior members on that body may ask the Chairman to consider the release of any items from the reserved category.
3. Confidentiality

- (a) The following shall apply to the treatment of the agenda and papers for unreserved business by the Newnham College JCR Committee, the Newnham College MCR and Open Meetings of both bodies:
 - (i) if no request for an unusual degree of confidentiality has been made, the agenda for unreserved business of College bodies may be discussed in advance of the meeting which will consider it, but supporting papers shall be treated as confidential unless the Chairman of the appropriate body directs otherwise; if the papers are confidential they shall not be shown to, nor shall their contents be disclosed to, anyone who is not a member of the body in question;
 - (ii) if no special request for confidentiality has been made, decisions on unreserved business of College bodies may be discussed within the College and may be communicated to Open Meetings of the JCR or of the MCR and published in the JCR Newsletter after confirmation of the Minutes of the relevant meetings. Details of voting and the personal opinions of individuals may not be disclosed. The business of College bodies may not be discussed outside the College and may not be released to the Press except by those authorised to do so;
 - (iii) if any member feels that any particular item or items in the Minutes of the meeting need to be discussed as a matter of urgency, she may ask for the Minutes dealing with these items to be confirmed without waiting for the next meeting.
- (b) The agenda for Reserved Business shall in all cases be treated as confidential.

ORDINANCE III B: Election of Bye-Fellows: Duration of Tenure

1. The categories of women eligible for election into Bye-Fellowships under Statute III.2 (g) shall be as follows, provided that no woman shall be eligible who is a Fellow or a Bye-Fellow of another Cambridge College:
 - (a) University officers with teaching duties, or women engaged in research or in teaching at undergraduate or postgraduate level in Cambridge or its vicinity.
 - (b) Former Fellows of the College, resident in or near Cambridge.
 - (c) Women to whom the Council has assigned some specified College duties, which shall normally be of a primarily academic nature, the Council deciding in each case whether these duties qualify the person to whom they are assigned for election.

2. It shall be open to any member of the Governing Body to propose a woman for election into a Bye-Fellowship.
3. The maximum number of Bye-Fellows at any one time shall be that determined by the Governing Body under Governing Body Ordinance III 16.
4. Bye-Fellows shall be elected by the Council for a period of three years or for the period of the holder's eligibility for a Bye-Fellowship, whichever is the shorter.
5. A Bye-Fellow may be re-elected for further periods not exceeding three years but shall be asked before the end of each period whether she wishes for re-election.
6. The election and re-election of Bye-Fellows shall be governed by the following provisions:
 - (a) election and re-election shall be by ballot;
 - (b) no elector shall give more than one vote to a candidate for election;
 - (c) no woman shall be elected a Bye-Fellow unless she receives the votes specified in Statute III.2 (g);
 - (d) no Bye-Fellow shall be re-elected unless she receives the votes of two-thirds of the members of the Council present and voting, provided that no Bye-Fellow shall be re-elected who does not receive the votes of a quorum of the Council;
 - (e) the voting papers shall be scrutinised by the Chairman and the Secretary and the result of the vote shall be announced from the Chair.
7. Bye-Fellows shall have no College stipend and shall not be members of the Governing Body.
8. Bye-Fellows shall have their names in the College List and such dining rights as the Council may determine.
9. Two Bye-Fellowships shall be set aside for the election of Visiting Bye-Fellows, for a period of up to one year. Eligibility shall include those in the creative arts or in the world of industry, business, public service or the media. Election procedures and privileges shall be as for Bye-Fellows.

ORDINANCE IIIC: Nomination and Re-election of Fellows in Category D

1. Nomination for election into Fellowships in Category D with specified obligations for teaching for the College shall normally be made by the Council. The nomination for election into other Fellowships in Category D is governed by Governing Body Ordinance III 10.
2. In accordance with Statute III.2 (d) the Council may re-elect any woman holding an Fellowship in Category D who is eligible for re-election under Statute III.3 (b).

The following provisions shall apply:

- (a) re-election shall be by ballot;
- (b) no elector shall give more than one vote to a candidate for re-election;
- (c) such re-election shall require the votes of two-thirds of the members of the Council present and voting, provided that no Fellow in Category D shall be re-elected who does not receive the votes of a quorum of the Council;
- (d) the voting papers shall be scrutinised by the Chairman and the Secretary, and the result of the vote shall be announced from the Chair.

ORDINANCE IV: Procedure in Case of Serious Disciplinary Offence: the Student Disciplinary Panel² and Discipline Committee

A. The Student Disciplinary Panel

1. There shall be a Student Disciplinary Panel, from which the Discipline Committee will be drawn, to consider all cases of serious disciplinary offence. Its members, appointed by Council, shall be:

- The Vice-Principal (ex-officio Chairman);
- Three Tutors
- Four Directors of Studies.

Each Tutor shall serve for 3 years, except that, in the case of the first appointment under these regulations, one Tutor shall be elected to serve for 2 years.

² It is envisaged that the Standing Sub-Committee of the Education Committee and the Student Disciplinary Panel will have the same membership.

Each Director of Studies shall serve for 3 years, except that in the first election under these regulations 4 shall be appointed, one Director to serve for 1 year, one for 2 years, one for 3 years and one for 4 years.

In addition, two Officers of CSU will be identified annually to serve on the Student Disciplinary Panel. This role will rotate to other CSU officers on an annual basis.

Members of the Student Disciplinary Panel will receive appropriate training.

In each case referred to the Discipline Committee the Chairman shall convene a group of available members, provided that neither the Senior Tutor, nor the student's own Director of Studies nor her Tutor shall sit to consider the case.

If the Vice Principal has any conflict of interest (e.g. as the student's Director of Studies or Tutor) the Council shall appoint another Officer or Fellow to take the chair, from the members of the Student Disciplinary Panel (as all members will have received training).

Should it prove impossible to convene a meeting with the full number of members, the Discipline Committee may co-opt members to fill any vacancy, provided that a Tutor's place be filled by a Tutor, or a Director of Studies' place by another Director of Studies, where practicable in a related or reasonably comparable subject.

2. Where the Investigating Officer refers any case to the Discipline Committee, the Vice Principal shall act as Chair. A College administrator shall act as Secretary to the Discipline Committee and assign by lot one member to the Discipline Committee from among the members of the Student Disciplinary Panel who are available and have not had prior involvement in the case.

B. The Discipline Committee

1. The Discipline Committee shall consist of:

a) The Chair (the Vice Principal), who shall be experienced in decision-making relating to misconduct, either through legal training or in relation to student, staff or professional procedures;

b) A College Tutor or Director of Studies who is a member of the Student Disciplinary Panel;

c) An Officer of CSU.

2. The Secretary of the Discipline Committee shall organise a meeting of the Discipline Committee and will communicate the membership of the Committee, date, time and location of the meeting to the Discipline Committee members, the Investigating Officer, the Respondent and the Respondent's Senior Tutor.

3. The Respondent shall be provided with a copy of the Investigation Report and evidence, have an opportunity to provide a written response and be invited to attend the Discipline Committee meeting with a supporter and/or representative of their choice. Appropriate support may be available from the Respondent's Tutor or from any appropriate source within the University or the College, or the Students' Unions' Advice Service. Any response or request to call witnesses from the Respondent must be provided at least 10 days before the date of the Discipline Committee meeting. A request to call a Witness will be considered by the Chair, who shall determine whether to permit the Witness to attend or provide evidence in an alternative format as provided for by paragraph C8. Where the Respondent is dissatisfied with the Chair's decision, the Respondent can appeal this decision following the Discipline Committee's decision on the Concern to the Appeal Committee. A Respondent who wishes to admit the alleged misconduct in advance of the Discipline Committee meeting may do so as part of the written response, in which case the meeting may focus only on what, if any, sanction or measure to apply.

4. Respondents should attend the Discipline Committee in person, where possible. However, where this is impractical, for example, where the Respondent is in another country, the Respondent may attend by video link. If the Respondent is unable to attend the Discipline Committee meeting and wishes to do so, it shall be at the Chair's discretion as to whether the Respondent has provided a sufficient reason for absence, in which case the meeting date should be re-arranged. The Discipline Committee meeting may proceed in the Respondent's absence.

5. The Discipline Committee, the Respondent and the Investigator shall receive a copy of the Discipline Committee papers; the Investigation Report and evidence, and any response provided by the Respondent, at least 7 days before the Discipline Committee hearing.

6. During the Discipline Committee meeting, there shall be the opportunity for the Committee members to ask questions of the Investigating Officer and, if in attendance, the Respondent. The Respondent (or the Respondent's representative) and the Investigating Officer will also have the opportunity to ask questions of each other. The Respondent shall have the opportunity to make a final statement.

7. It will not normally be necessary for the Reporting Person(s) and/or Witness(es) to attend the meeting as their evidence will be provided in the Discipline Committee papers. Where the Respondent wishes to challenge the evidence of a Reporting Person or a Witness, the Chair of the Discipline Committee will determine the most appropriate format for this. Appropriate formats may include the Reporting Person or Witness attending the Discipline Committee meeting in person or by video link, or questions being directed through the Chair. Alternatively, the Respondent may be asked to explain the

precise challenges and, where the Chair of the Discipline Committee considers those challenges material to the Discipline Committee's decision, a further written response will be sought from the Reporting Person or Witness. The Discipline Committee may pause the meeting to request further information where the Chair deems it appropriate to do so.

8. Once the Discipline Committee is satisfied that it has received all of the information, all persons except for the members, the Secretary of the Discipline Committee shall withdraw.

9. The Discipline Committee shall consider all the information that has been provided and reach one of the following decisions:

- a) To dismiss the case;
- b) To find that there has been a breach of the Rules of Behaviour.

10. Where the Discipline Committee has found that the Rules of Behaviour have been breached, the Secretary shall inform the Discipline Committee of any previous breaches of the same Rule. The Respondent (and any supporter or representative) and the Investigating Officer will be invited back into the meeting and the Respondent (or the Respondent's representative) will have an opportunity to make a further statement in relation to mitigation regarding the breach of the Rules of Behaviour and any previous breaches of Rules of Behaviour. The Investigating Officer may provide further information including in relation to any Impact Statement and the Committee may ask questions. The Respondent (or the Respondent's representative) shall have the opportunity to make a final statement.

11. The Discipline Committee will then consider whether a sanction or measure should be imposed. Consideration shall be given to the factors allowed for in the Rules of Behaviour. The Discipline Committee shall consider whether a minor sanction or measure, should be imposed. Where a minor sanction or measure is not considered to be appropriate, the Discipline Committee can choose from the following further sanctions and measures:

- a) Restrictions or conditions on the right to use College premises, facilities or services;
- b) Temporary or permanent exclusion from membership of the College;
- c) Any penalty considered by the Discipline Committee to be lighter.

12. In deciding upon the appropriate sanction(s) or measure(s), the Discipline Committee shall consider each sanction or measure in turn and record the reasons for the sanctions or measures imposed. The Principal or Senior Tutor may penalise students. But the penalty of removal from the College for a term or terms or permanently, or in the case of a scholar, deprivation of her scholarship or partial forfeiture of the emoluments thereof, shall be inflicted only by the Council (Statute XVII). In a case where the appeal is against a

decision of the Council under Statute XVII, the Appeal Committee must be chaired by someone who is trained and who is not a College member.

13. The Secretary of the Discipline Committee, within 7 days of the Discipline Committee reaching a decision, shall provide to the Respondent a written document explaining the Discipline Committee's decision, reasons for the decision, any sanction or measure applied and the right of appeal. The notes of the Discipline Committee meeting will be shared with the Respondent within 14 days of the Discipline Committee meeting. The outcome will be shared with others as allowed for in the Rules of Behaviour.

14. Where a Respondent subsequently fails to comply with any sanctions or measures imposed by the Discipline Committee, the Respondent will be subject to any action specified by the Discipline Committee to be imposed in this circumstance; or, where other action has not been specified, further disciplinary action may be taken as provided for by the Rules of Behaviour.

C. The Appeal Committee

1. The Respondent shall have the right to appeal the decision of the Discipline Committee within 14 days of receiving the written decision. A College administrator shall act as Secretary to the Appeal Committee. The Secretary to the Appeal Committee has the authority to extend the appeal deadline, where there is a compelling reason to do so.

2. An appeal can be submitted only on the following grounds, that:

- a) The procedures were not followed properly;
- b) The Discipline Committee reached an unreasonable decision;
- c) The Respondent has new material evidence that the Respondent was unable, for valid reasons, to provide earlier in the process;
- d) There is bias or reasonable perception of bias during the procedure;
- e) The penalty imposed was disproportionate, or not permitted under the procedures.

3. In order to appeal the Discipline Committee's decision, the Respondent will need to complete and submit an Appeal Form to the Secretary of the Appeal Committee, which includes all evidence the Respondent wishes to be considered as part of the appeal. The University will normally aim to make a decision regarding an appeal within 30 days of the Respondent making the appeal.

4. If the appeal has been made on the specified grounds and within the timeframe, as determined by the Secretary of the Appeal Committee, the Secretary shall assign by lot members of the Appeal Committee from among the members of the Student Disciplinary Panel who are available and have not have prior involvement in the case.

5. The Appeal Committee shall consist of:
 - a) A Chair (other than the Vice Principal), who shall be experienced in decision-making relating to misconduct, either through legal training or in relation to student, staff or professional procedures;
 - b) A College Tutor or Director of Studies who serves on the Student Disciplinary Panel and did not serve on the Discipline Committee;
 - c) An Officer of CSU who did not serve on the Discipline Committee.
6. The Secretary of the Appeal Committee shall organise a meeting of the Appeal Committee either physically or virtually and communicate the date, time and location for the meeting to members of the Committee. The Respondent will be informed of the members of the Appeal Committee.
7. The Appeal Committee shall receive the Respondent's Appeal Form and evidence, the Discipline Committee outcome, the notes of the Discipline Committee and the material considered by the Discipline Committee at least 7 days before the Appeal Committee meeting.
8. The Appeal Committee shall normally consider an appeal in private based on the written materials, but has the discretion to request further information; where this happens the Respondent shall be sent a copy of any further information and be given an opportunity to provide a written response.
9. The Appeal Committee shall consider all the information that has been provided and reach one of the following decisions:
 - a) To dismiss the appeal;
 - b) To uphold the appeal.
10. Where the Appeal Committee has upheld an appeal, it can choose to send the matter back for re-consideration by a Discipline Committee, or alternatively it has the power to impose its own decision, including sanctions or measures. Where the Appeal Committee considers a breach of the Rules of Behaviour has taken place, it can impose any sanction or measure provided for in the Rules of Behaviour and paragraph B.10, including more or less significant sanctions or measures than were imposed by the Discipline Committee for the same breach.
11. The Secretary of the Appeal Committee, within 7 days of the Appeal Committee reaching a decision, shall provide to the Respondent a written copy of the Appeal Committee's decision, reasons for the decision, and any substituted decision. This is the final stage of the internal process and therefore the Respondent will be issued with a Completion of Procedures letter.

12. Where the Discipline Committee has imposed a sanction or measure and the Respondent has appealed, the sanction or measure will not normally be implemented while the appeal is being considered. Following the Appeal Committee's decision, any sanctions or measures shall be implemented, even if the Respondent intends to raise a complaint with an external body.

13. Where a Respondent subsequently fails to comply with any sanctions or measures imposed by the Appeal Committee, the Respondent will be subject to any action specified by the Appeal Committee to be imposed in this circumstance; or, where other action has not been specified, further disciplinary action may be taken under the Rules of Behaviour.

Updated and approved by the College Council on 27 November 2020; Ordinance IV amended December 2020

ORDINANCE V: Alteration of Ordinances

In accordance with Statutes V.5 and 12, the Council may make Ordinances, and from time to time alter or revoke these Ordinances. An Ordinance or an alteration of it shall not be in force until it has passed at one meeting of the Council and confirmed at the next Ordinary Meeting or, if this meeting is held in order to consider one item of business only, at the next but one Ordinary Meeting; provided that minor verbal amendments of a proposed Ordinance not affecting its substance may be made at the second of these meetings.

Last Amended by Council June 2012

ORDINANCE VI: RULES FOR THE MANAGEMENT OF CONFLICTS OF INTEREST

1. Material interests

- (a) A material interest is any matter which may influence the judgment of the person possessing it, or may reasonably appear as capable of influencing that person's judgment, so that the judgment may not be, or may not appear to be, exercised wholly and exclusively in the interests of the College.

The test for deciding whether or not an interest is material is an objective one. It also depends on appearances—the test is not simply whether the interested person might be influenced, but whether the possibility of influence might reasonably seem to arise. It should be remembered that an interest may derive from a family member.

It was asked at the meeting of the Colleges' Committee on 28 October 2006 to what extent shareholdings in public companies should be included in the register of interests. A College might reasonably decide to follow the local authority model code of conduct (see SI 2007/1159), which limits attention to shareholdings in excess of £25,000 nominal value or 1% of the total issued share capital.

- (b) But an interest shall not be a material interest unless the person having the interest either knew about it or should reasonably have been aware of it.
- (c) Any position as a company director or charity trustee shall not constitute a material interest unless there is a reasonable possibility that the company or the charity, as the case may be, may be engaged in some business, appeal, or transaction involving the College.

But the directorship of a trading company wholly owned by the College is virtually certain to be a material interest. Any College officer who is a director of a subsidiary company of the College will already know of the special care necessary to manage the conflict that can arise between his or her duty to the College and that to the company, and of the need to be aware at all times in which capacity he or she is acting.

- (d) If the Principal considers that any member of the Council may have a material interest in an item of business, then the Principal may refer the matter to the Council, who shall, in the member's absence but after hearing his or her views, determine the matter. The determination of the Council shall be binding on the member concerned.

The basic principle is that it is for each member of the Council, having conscientious regard to the management of conflict, to judge for him or herself when a material interest arises and to act according to the rules. But this rule provides for an objective external control of the matter by the College.

2. Register of Interests

The Bursar shall maintain a Register of Interests of members of the Council, into which shall be entered such information as may be required by these rules or by Ordinance or as may reasonably be requested by the Bursar.

- (a) The Register of Interests shall include a statement of membership of any Faculty or Department in the University, and the holding of any office or position in the University. It shall also include any other matters as may be specified by the Council by Ordinance.

The information to be entered in the Register of Interests will be the nature of the interest of the member concerned and not the quantum of it. For example, the interest (if such there be) in a shareholding is in the company in which the shares are held and not in their amount. Thus the Register should refer to a shareholding in that company without recording the number or value of the shares held.

- (b) The Bursar shall seek information for entry into the Register of Interests from members of the Council when they become members, and also annually. Members of the Council shall notify the Bursar of changes in their information relevant to the Register of Interests as they occur.
- (c) The Register of Interests shall be available for inspection in the Bursary by any member of the College entitled to attend a meeting of the Governing Body.

3. Declaration of Interests

- (a) Each agenda for a meeting of the Council shall contain an early item “Declaration of Interests”.
- (b) A member of the Council who has a material interest in an item of business before the Council shall declare that fact on each occasion that the business is under consideration. But that shall not be required:
 - (i) for business solely for report which is not discussed by the Council; or
 - (ii) where the interest arises from the holding of an office or position in the College, where the other persons holding such an office or position in the College have a similar interest; or
 - (iii) where the interest arises from membership of a Faculty or Department in the University, or the holding of an office or position in the University, where the other members of the Faculty or Department or the other persons holding such an office or position in the University, as the case may be, have a similar interest.

A member of the Council should not declare any interest that is not a material interest; but the primary judgment of whether or not an interest is or is not material is that of the member and should not normally be questioned.

The principle behind the exemptions in (ii) and (iii) is that such interests may be taken to be well-known and of common occurrence within the College. The member may, however, quite properly decide to declare his or her interest in such a case, and it should then be treated as any other declared interest would be.

- (c) A member of the Council declaring an interest shall withdraw from any part of a meeting at which the business is under consideration, and shall not speak or vote on the matter.
- (d) But if the interest is not a pecuniary interest, then the Council may resolve that the member may remain present, and may further resolve to permit the member to speak or to vote on the matter.

The ordinary rule for material interests is exclusion, but that can be relaxed by the Council in any particular case either wholly or partially (for example, the member may be allowed to remain and speak, but not to vote). However pecuniary interests exclude absolutely.

“Pecuniary interest” is undefined. However, in order to require declaration (and thus exclusion) a pecuniary interest must be (i) a material interest, and (ii) not within one of the exempt categories in Rule 3(b).

- (e) Where a member withdraws from a meeting in accordance with Rule 3(c), that fact shall be recorded in the minutes of the meeting. Any resolution of the Council under Rule 3(d) shall be recorded in the minutes of the meeting at which it is made.

It follows from Rules 3(b) to (d) that all declarations of interests should be minuted. Minuting provides good evidence that the members of the Council have addressed their minds to the importance of avoiding conflict of interest.

Any resolution to permit a member who has declared an interest to remain, or to speak, or to vote, should be minuted. The reasons for such resolution need not be minuted however, and it would be unusual to do so.

The wording of the final sentence of Rule 3(e) allows for a single resolution to permit presence, speaking or voting at all meetings at which an item of business is discussed. However, Rule 3(b) requires the declaration of the interest at each such meeting.

4. Special Decisions

- (a) A special decision of the Council is one in which a majority of the decision-makers have a material interest.

- (b) For this purpose the decision-makers shall be taken to comprise the members of the Council present when the decision is made, except for any member who is not entitled to vote in consequence of these rules or for any other reason.

Rule 4 addresses the problem that arises in consequence of the nature of the College as a self-governing academic community: only the Council can decide on the general control and management of the administration of the College, and yet on occasion they, or the great majority of them, will be conflicted. That may occur, for example, in relation to a decision to approve an across-the-board pay increase in the College, or a general restructuring of academic pay, or an increase in the level of Fellows' book grants from, say, £200 to £250 a year.

*The procedure set out in this rule to deal with that situation is based on the judgment in *Public Trustee v. Cooper* [2001] WTLR 901.*

- (c) Before the Council make a special decision they will consider, having taken full regard of all the circumstances of the matter:
 - (i) whether the nature of the conflict of interest is so pervasive throughout the Council that they have no alternative but to surrender their discretion by seeking the direction of the Charity Commission; or

In this case an application for an order should be made in writing under section 26 of the Charities Act 1993
 - (ii) whether, notwithstanding the conflict of interest, they are nevertheless able fairly and reasonably to take the decision; and in that case,
 - (iii) whether, before making their decision, they should seek the advice of the Charity Commission in the matter.

In this case an application for advice should be made in writing under section 29 of the Charities Act 1993.

Each case must be judged on its facts, but in most cases it is unlikely that the Council will conclude that the advice of the Charity Commission should be sought. The examples referred to in the comment on Rule 4(b) illustrate the point: an across-the-board pay increase following a national settlement or some other negotiated or otherwise rationally determined rate cannot merit an application for advice; neither can a general restructuring of academic pay, always supposing that the College has acted in a demonstrably principled way, considering comparators and basing its decision on a reasoned report; an increase in the level of Senior Members' book grant will be of a dimension to lie comfortably within the proper discretion of the charity trustees, despite their conflict. By contrast, suppose that the College had sold part of its ancient estate for a very large amount and wished to increase the pay of members of the Council or of the Governing Body by sums ranging from £3,000 to £10,000 for each of the next three years. Any Council acting reasonably would conclude that an application to the Charity Commission under either section 26 or 29 represented the only proper way forward.

5. Committees and other bodies

- (a) The above rules shall apply with necessary modifications to committees, working parties and other bodies within the College, as they apply to the Council.
- (b) But Rules 1(d), 2 and 4 shall not apply, and any other rule may be disapplied either generally or for specified items of business by decision of the Council.

The extension of the provisions to committees, etc. represents good practice. But members of committees will not, by such membership alone, be charity trustees of the College.