



HUGHES
HALL

UNIVERSITY OF CAMBRIDGE

GOVERNING BODY

Confirmed minutes

Ninety-third meeting of Governing Body 13 March 2024

In person at 5.30pm

{} indicates that this item will be removed prior to publication on the College website.

Present: Sir Laurie Bristow (President, Chair), Prof Nidhi Singal (Vice-President), Prof Michael Barrett, Dr Jimmy Chan, Dr Bart de Nijs, Prof Gishan Dissanaiké, Dr Peter Dudley, Ms Emily Farnworth, Prof Tamsin Ford (from item 93.3), Dr Markus Gehring, Prof Emanuele Giovannetti, Prof Sara Hennessy, Dr Sarah Hoare, Prof Riikka Hofmann, Dr Sonia Ilie, Prof Bill Irish, Dr Agnieszka Iwasiewicz-Wabnig, Dr Vasiliki Mavridou, Dr David McCay, Dr Tori McKee (Senior Tutor), Mr Jonathan Newby (Bursar), Prof William Nuttall, Mrs Laurel Powers-Freeling, Dr Perla Pucci, Prof Ricardo Sabates, Dr Carole Sargent, Dr Guillermo Serrano Nájera, Prof Eugene Shwageraus, Dr Jeffrey Skopek, Dr Martin Steinfeld (from item 93.3), Prof Andreas Stylianides (from item 93.3), Prof Paul Tracey, Prof Harro van Asselt, Dr Clive Wells, Kerry Wilson.

In Attendance: Prof Neil Mercer (Senior Independent Fellow), Mrs Wendy Solomou (Secretary to Governing Body).

On leave: Prof Jorge Santos, Prof Jacob Stegenga.

Apologies: Dr Farah Ahmed, Mr William Charnley, Prof John Doorbar, Ms Mahnaz Malik, Prof Ajith Parlikad, Prof Jonathan Powell, Dr Corinne Roughley, Prof Kishore Sengupta, Prof Caroline Trotter, Prof Suzanne Turner, Dr Lars Vinx, Prof Rupert Wegerif, Dr Jessica White, Dr Nigel Yandell.

Absent: Dr Paula Banca, Dr Othman Cole.

OPEN BUSINESS

93.1. Introduction

93.1.1. Welcome and apologies

The President welcomed everyone to the meeting, including Dr Vasiliki Mavridou, who was attending Governing Body for the first time.

93.1.2. Declarations of interests (Open Business)

There were no declarations of interests.

93.2. Minutes and Matters arising from the Open Business of Governing Body, of 14 February 2024

93.2.1. Approval of minutes (GB93 01)

Governing Body approved the minutes as an accurate record.

93.2.2. Governing Body action list: Open Business

There were no items on the action list.

93.2.3. Matters arising not otherwise on the agenda

There were no other matters arising.

93.3. President's report

The President thanked Fellows for their support over a busy term, which had seen a full and lively programme of events. He reported that the new Assistant Bursar, Pat Dunne, was now in post and already making a difference. The role of Impact Director was currently being advertised, and the recruitment of new Bridge Fellows would follow. The President referred to other ongoing strands of work to support the 2030 Vision and said that a review of the first year of the Pathways Programme would be on the agenda the following term. He mentioned that he was receiving a steady stream of appreciative comments from students about college life in general, but also acknowledged that events elsewhere in the world continued to generate anxiety.

90.4. Development strategy update

The Development Director gave an update on planned events and immediate priorities, which included raising funds for new scholarships and the recruitment of a new Deputy Development Director. She reported that Fellows should be receiving a monthly newsletter by email and that work was underway on the next (print) issue of the magazine. She reminded Fellows to inform the Development Office if they were travelling abroad and were willing to host alumni events.

93.5. Management accounts update (GB93 02)

The Bursar presented the management accounts for the period ending 29 February and said that the year-to-date data were tracking well to the forecast and budget. There were no questions raised.

93.6. Statutes and Ordinances Review – update

The Bursar reported that, as agreed at the previous meeting, work was proceeding on developing various options to achieve a reduction in the number of charity trustees, and that a legal firm had been appointed to provide advice on specific issues.

93.7. {[REDACTED]}

93.8. MCR President's annual report (GB93 03)

The MCR Senior Treasurer, Dr Pete Dudley, spoke to the report and said that it demonstrated an exceptional level of achievement and engagement with the student body on the part of the MCR Committee. The finances had been smoothly administered and there had been a full programme of events and activities. A full redrafting of the MCR constitution had been completed, approved by College Council, and was about to be presented to the MCR for final approval. Dr Dudley concluded by saying

that it had been a pleasure to work with the MCR President and Committee, a sentiment echoed by the Senior Tutor. The Senior Tutor added that the Committee's collaboration had allowed the tutorial team to improve their support to students.

In the report the MCR President, Veronica Hera, thanked the Committee for its hard work and support over the past year and acknowledged the input of individual members to specific activities. She also thanked the bar manager, Rose Bennet, and the student bar staff team for making the MCR clubroom a safe and welcoming place, and Dr Alastair Lockhart and Dr Pete Dudley for their support in the redrafting of the constitution. The MCR Committee comprised the following:

Veronica-Nicolle Hera (President); Maya Schulz (Vice-President (Internal)); Diana Bridgman (Vice-President (External)); Yihan Yue (Secretary); Maxine Hanson (Treasurer); Ibrahim Khan and Gabrielle Regimbal (Social Secretaries); Olivia Robinson (Communications Officer); Sara Jaff (Female and Non-Binary Welfare Officer); Charlie Morgan (Male and Non-Binary Welfare Officer); Sarah Omer (Equality and BAME Officer); Nina Forsyth (Equality and LGBTQ+ Officer); Tiffany Crosbie-Walsh (Accommodation Officer); Alice Twigger-Ross (Sports and Societies Officer); Ariel Heah (Green and Ethical Affairs Officer); Ethan Ong (IT and Infrastructure Officer); Madiha Noman (Academic Affairs Officer); Amrutha Jayakumar, Andrew Tebbe, Josef Hanke, Lucy White, Rishita Advani (One-Year Representatives).

The President congratulated Veronica Hera on providing strong leadership and gave a vote of thanks to the MCR Committee, and to Dr Dudley and Dr Lockhart.

93.9. {[REDACTED]}

93.10. Amendments to Ordinances

The approved amendments are attached as an appendix to the minutes of Open Business.

93.10.1. Expenditure limits and minor corrections (GB93 05)

At its last meeting Governing Body approved a new policy for setting and controlling spending limits (delegated authorities) [GB92.6.1]. The proposed amendments to Ordinances [A, V, 7 (a)], [A,IX,8 (c)], [B,III,13], and [B,VI,6-7]) make reference to the policy instead of specific expenditure limits, and also include the following minor corrections:

1. Finance Committee does not have responsibility for project management and therefore clause (f) of Ordinance [B, IV,3 } is removed.
2. 'Audit Committee' renamed 'Audit and Risk Committee' throughout Ordinances to better reflect its remit.
3. Correction to the cross-reference in Ordinance [B,VI,7], which should be to Clause [6], not to Clause [5].

Governing Body approved the proposed amendments as circulated.

93.10.2. Constitution of Council (GB93 06)

On the recommendation of Governance Committee and Council Governing Body approved an amendment to Ordinance [A,VII,1] to include the Post of Impact Director as an *ex-officio* member of Council.

Governing Body approved the proposed amendment.

93.11. Any other Open Business

There was no other Open Business.

End of Open Business WS

Appendix: 93.10 Amendments to Ordinances

93.10.1. Expenditure limits and minor corrections

Ordinance [A, V, 7]

7. The Governing Body shall, normally in the Easter Term:
 - (a) approve the budget for the following financial year, normally upon the recommendation of the Council, and approve the policy for setting and controlling spending limits (delegated authorities), upon the recommendation of Audit and Risk Committee;
 - (b) consider the annual report of the Remuneration Committee and make decisions upon its recommendations in accordance with the procedures set out in Ordinance [B,VII,15-17];
 - (c) appoint Fellows to vacancies in committees, Offices or posts, other than to the Council;
 - (d) appoint a Secretary to the Governing Body in accordance with clauses [10-12].

Ordinance [A,IX,8 (c)] Governance Committee

8. For the purposes of carrying out its functions under clause [4], in particular clause [4(b)], the Committee shall have authority to:
 - (a) seek out information concerning and investigate any matter within its remit;
 - (b) at any reasonable time inspect any relevant records, including financial records, of the College, whether by any member of the Committee or by any authorised agent;
 - (c) engage the services of an appropriate person or organisation to assist it, provided that any such contract is reported to the Governing Body at the first opportunity and that any payment under the contract shall not exceed five thousand pounds (£5,000) unless approved in advance by the Governing Body item of expenditure is approved by a College Officer, Council or Governing Body in accordance with the policy for setting and controlling spending limits under Ordinance [A,V,7(a)].

Ordinance [B,III,13] Accounts and management

Officers' expenditure

- ~~13. At an Officers' and Post holders' Meeting held under Ordinance [C,II,26] the President and another employed College Officer may jointly authorize a previously unbudgeted expenditure of no more than five thousand pounds (£5,000), provided that no more than five such payments are authorized in any one financial year and each is reported to the next meeting of the Council.~~

Ordinance [B, IV,3,(f)] Remit of Finance Committee

3. The Committee shall have responsibility to the Council for overseeing the financial management of the College and any of its subsidiaries and associated entities, including in the long-term, and for all aspects of financial policy and systems, in particular:
 - (a) financial strategy and policy;
 - (b) assessment of potential financial risks and setting parameters for College exposure thereto;
 - (c) compliance with financial regulation and reporting standards;
 - (d) accounting and budgets;
 - (e) financial planning and resource management, including human resources;
 - ~~(f) project management (monitoring the planning, implementation and progress against plan) for approved capital expenditure in excess of £20,000;~~
 - (g) application and development of suitable procedures for financial reporting and control.
 - (g) To be renumbered to (f)

Ordinance [B,VI,,6-7)] Remit of Audit and Risk Committee

6. The Audit and Risk Committee shall be responsible for:
 - (a) ensuring and overseeing the conduct of the annual audit of the College Accounts by the external Auditors, under Statute [XIII, 4-7] and Ordinance [B,III,4]; and
 - (b) providing independent and objective assurance of the institutions and processes of College governance, including in particular the financial activities of the College, in regard to:
 - (i) accounting policy and practice;
 - (ii) procedures for risk management;
 - (iii) compliance with the Statutes and Ordinances;
 - (iv) compliance with relevant external legal and regulatory requirements;
 - (v) internal systems of financial and other control;
 - (c) recommending to the Governing Body a policy for setting and controlling spending limits (delegated authorities).

7. For the purposes of carrying out its functions under clause [56], the Committee shall have authority to:
- (a) seek out information concerning and investigate any matter within its remit;
 - (b) at any reasonable time inspect any relevant records, including financial records, of the College, whether by any member of the Committee or by any authorised agent;
 - (c) engage the services of an appropriate person or organisation to assist it, provided that any such contract is reported to the Governing Body at the first opportunity and that any payment under the contract shall not exceed five thousand pounds (£5,000) unless approved in advance by the Governing Body; item of expenditure is approved by a College Officer, Council or Governing Body in accordance with the policy for setting and controlling spending limits under Ordinance [A,V,7(a)].

Note: 'Audit Committee' renamed 'Audit and Risk Committee' throughout Ordinances to better reflect its remit.

93.10.2 Constitution of Council

Ordinance [A,VII,1]

Constitution

1. For the purposes of Statute [I,6], and to achieve a balance of membership in categories (b) to (d) in favour of members who do not hold Offices or Posts named on the Governance List under Ordinance [A,I,10], the Council shall be composed of:
- (a) the President, serving *ex officio*;
 - (b) the Vice-President, serving *ex officio*;
 - (c) the Senior Tutor, the Bursar, the Impact Director and the Development Director, serving *ex officio*;
 - (d) seven further Fellows elected by and from the members of the Governing Body, of whom at any time up to one Fellow may be a person holding an Office or Post named on the Governance List under Ordinance [A,I,10];
 - (e) the President and Secretary of the MCR; provided that each Officer may nominate another Student to attend a particular meeting of the Council in his or her place.