



WORCESTER COLLEGE

By-Laws

Contents

BY-LAW 1: General provisions of College By-Laws	2
BY-LAW 2: College Governance	3
BY-LAW 3: The Provost – Terms of office	4
BY-LAW 4: The Fellows – Removal of Emeritus or Honorary Fellowships	5
BY-LAW 5: Officers of the College – Removal of College Officerships.....	6
BY-LAW 6: Scholarships and Exhibitions – Removal of College Scholarships and Exhibitions	8
BY-LAW 7: Academic staff disciplinary procedures	9
BY-LAW 8: Academic staff appeal procedure	12
BY-LAW 9: Management of material and conflict of interest.....	14
BY-LAW 10: Governing Body.....	16
BY-LAW 11: College Committees	18
BY-LAW 12: Independence of the Remuneration Committee.....	22

Version 1	Approved by Governing Body and adopted into College governance on 26 October 2022
Version 1.1	By-laws 10-12 approved by Governing Body on 4 December 2024 with effect from 12 January 2025

BY-LAW 1: General provisions of College By-Laws

(Made with reference to Statutes I and II to establish a set of general provisions in By-laws and procedures for the governance of the College.)

1. These By-laws are laid down in accordance with the powers set out under Worcester College Statute I.6. They repeal and replace all previous By-laws. In a case where there is or may be conflict between these By-laws and the existing Statutes, the Statutes shall take precedence.
2. With reference to Statute II.3, a By-law may be made, rescinded, varied or suspended at a College meeting in which at least 40 per cent of the members of the Governing Body are present, and by a vote of absolute majority.
3. In these By-laws, unless the context otherwise requires, any reference to the Provost shall, in the event of the absence of the Provost or the inability of the Provost to act or the office of Provost being vacant, be to the Vice-Provost. If neither the Provost nor the Vice-Provost is able to discharge their responsibilities under these By-laws, any reference in these By-laws to the Provost or to the Vice-Provost shall be to the senior Official Fellow present.
4. In the Statutes, By-laws and Regulations, a requirement that a communication be in writing shall be satisfied by e-mail.
5. In the Statutes, By-laws and Regulations, a meeting requirement relating to a person's presence or a physical location shall be satisfied by online presence or virtual meeting space.
6. Any words in College Statutes, By-laws or Policies importing to any gender shall include all other variant gender or gender-neutral terms, where the construction so permits and the By-laws do not otherwise provide.

BY-LAW 2: College Governance

(Made with reference to Statutes I and II to provide for the role of College policies and delegated powers in the governance of the College.)

1. Where the Governing Body has, under Statute I.5, delegated powers on particular matters to committees or College Officers or other such persons as it may deem appropriate, such records shall be held by the Office of the Provost and made available to all members of Governing Body at any time; and all acts of any delegated authority shall be reported to the Governing Body on such basis as is stated or required in the relevant terms of reference.
2. Without prejudice to its powers of delegation (granted under Statute I.5) or of making By-laws (granted under Statute I.6), the Governing Body shall commit to the formulation and upkeep of policies in line with legal requirements. Copies of all policies agreed by the Governing Body shall be held by the Office of the Provost and made available to all members of Governing Body at any time.

BY-LAW 3: The Provost – Terms of office

(Made with reference to Statute IV to make provision for the contractual determination of terms of office for the Provost.)

1. (Ref. Statute IV.2 and IV.5 regarding the length and terms of office for the Provost.)
The Provost is expected to devote the majority of their time to the office of Provost.
Notwithstanding the provisions for terms of office for the Provost, as laid out in Statute IV, the precise length of term in office and number of working hours shall be determined by the Governing Body at the time of the election of each Provost or as varied by subsequent agreement with Governing Body.

BY-LAW 4: The Fellows – Removal of Emeritus or Honorary Fellowships

(Made with reference to Statute V.34 to set out procedures for the deprivation of an Honorary or Emeritus Fellowship.)

1. This By-law lays down the procedure by which the Governing Body may deprive any Honorary or Emeritus Fellow of their fellowship, as recognised by Statute V.34. It is not applicable to any person to whom Statute XV applies.
2. In having the right of election to Emeritus or Honorary Fellowships, the Governing Body shall also have the right to deprive an Honorary or Emeritus Fellow of their fellowship, subject to the following conditions:
 - a) If a complaint is made against an Emeritus or Honorary Fellow, this shall first be made to the Provost, with an explanation of how the Fellow is engaging or has engaged in conduct or activities which bring the College into disrepute or which are found otherwise to render them unfit to remain a Fellow.
 - b) If the Provost determines the complaint shall be referred to Governing Body for a vote on the removal of the Fellowship, they shall first advise the person concerned and then invite them to comment on the complaint in writing.
 - c) If such written comment satisfies the Provost that no further action is required, the complaint and comment shall be kept on record, but will not be taken to Governing Body. Such documentation may be referred to as evidence if future complaints are made against the Honorary or Emeritus Fellow.
 - d) Should the Provost choose to determine that the complaint shall be referred to Governing Body, both the complaint and the written comment shall be submitted to Governing Body to be considered as part of its deliberations.
3. Any decision of the Governing Body to deprive an Honorary or Emeritus Fellow of their fellowship, must be made at a meeting of the Governing Body in which at least 40% of members are present (ref. Statute II.3), and by a declaration of a vote of absolute majority. The votes shall be on the basis of evidence provided in the complaint and its comment by the person concerned.
4. If a decision is taken by the Governing Body to deprive an individual of their fellowship, the Provost shall immediately thereafter notify in writing the person concerned of the Governing Body's determination, and the removal shall take place with immediate effect.
5. There shall be no right of appeal by the person concerned, following the Governing Body's decision.

BY-LAW 5: Officers of the College – Removal of College Officerships

(Made with reference to Statute VI to make provisions for the procedure for removal of a College Office.)

1. This By-law is made pursuant to provisions in Statutes VI.1 and VI.2, and is applicable to elected or appointed College Officers, when those roles are ancillary to the holder's substantive post. It is not applicable to any person to whom Statute XV applies.
2. The Governing Body shall authorise the appointment of any such College Officer on the terms and for a period of time as it shall determine, subject to annual confirmation by the Governing Body (ref. Statute VI.1).
3. In having the authority to make such an appointment, the Governing Body shall also have the right to terminate the post prior to the prescribed or normal termination date (as provided for in Statute VI.2), subject to the following conditions:
 - a) If a complaint is made against an College Officer, this shall first be made to the Provost, with an explanation of how the Officer:
 - i) has failed to observe their responsibilities to the College; or
 - ii) has failed to discharge their duties to the College; or
 - iii) has brought the College into disrepute; or
 - iv) is guilty of conduct rendering them unfit to remain in Office.
 - b) At this stage, the Provost must first invite the person concerned to comment in writing on the complaint, after which the Provost may decide to dismiss the matter summarily; to issue a formal warning; or to refer the complaint to the Governing Body for a vote on the early termination of the Officership.
 - i) Only if the Provost considers there to be imminent danger to members of the College, or employees, or to College property may they exercise their power to immediately suspend the person concerned prior to inviting written comment from them or referring the matter to Governing Body.
 - c) If, after receiving the comment, the Provost is satisfied that no further action is required, the complaint and comment shall be kept on record but will be spent after 12 months, subject to satisfactory conduct and performance. The matter will not be referred to Governing Body.
 - d) If, after receiving the comment, the Provost deems that the person's actions fall short of requiring a vote on early termination but need improvement or resolution, the Provost shall issue a formal written warning to the Officer, providing details of the complaint, the improvement required and the timescale. A copy of the complaint, comment and warning will be kept on record but disregarded for disciplinary purposes after two years, subject to satisfactory conduct and performance. The matter will not be referred to Governing Body.
 - e) If, after receiving the comment, the Provost determines the complaint shall be referred to Governing Body for a vote on the early termination of the Officership, they shall advise the person of this and of standard resources in the College available to them for advice or support through the process.

- f) Should the Provost determine that the question of early termination of the Officership should be referred to Governing Body, both the complaint and the written comment shall be submitted to Governing Body to be considered as part of its deliberations.
 - g) The person against whom the complaint has been made shall be entitled to attend the meeting of Governing Body at which the complaint shall be heard.
4. Any decision of the Governing Body to terminate the appointment of a College Officer, must be made at a meeting of the Governing Body in which the quorum of 40 per cent has been met (according to Statute II.3), and by a declaration of a vote of absolute majority. The votes shall be on the basis of evidence provided in the complaint and its comment by the person concerned.
 5. If a decision is taken by the Governing Body to terminate the Officership, the Provost shall immediately thereafter notify in writing the person concerned of the Governing Body's determination. The notice shall sufficiently identify the circumstances which have satisfied the Governing Body that the intended dismissal is reasonable and advise the person concerned of their right to appeal.
 6. A notice of appeal must be served within 28 days of the date on which the Provost sent notification to the person concerned. No decision shall be implemented until after the period of notice and any appeal has been determined, unless there is considered to be imminent danger to members of the College, or employees, or to College property.
 7. Should the person concerned take up their right to appeal, the procedures set out under By-Law 8 for Academic Staff Appeal Procedure shall be followed.
 8. If no notice of appeal is submitted, the termination of the College Officership and loss of any remaining emoluments shall take place immediately following the expiration of the 28-day notice period. Such termination shall not affect the person's rights attributed through their substantive employment or as a member of academic staff, which are stated in Statute XV.

BY-LAW 6: Scholarships and Exhibitions – Removal of College Scholarships and Exhibitions

(Made with reference to Statute IX to make provision for the procedures of deprivation or suspension of Scholarships and Exhibitions.)

1. This By-law is made in reference to Statute IX.7 with regard to procedures for the deprivation or suspension of Scholarship or Exhibition on the grounds of neglect of studies or other misconduct.
2. Matters concerning academic misconduct and discipline shall adhere to the definitions and procedures laid out in the current Student Handbook. Matters concerning non-academic misconduct and discipline shall adhere to the definitions and procedures laid out in the current Student Disciplinary Policy.
3. Should disciplinary procedures lead to the suspension or expulsion of a Scholar or Exhibitioner from the College on academic or disciplinary grounds, then that student shall also be deprived of their Scholarship or Exhibition.
4. The removal of a Scholarship or Exhibition shall refer to the title and privileges associated with that award, but shall not require the repayment of any funds that have already been disbursed through the award.
5. This By-law is subject to the right of appeal laid out in the Student Disciplinary Policy.

BY-LAW 7: Academic staff disciplinary procedures

(Made with reference to Statute XV Part III to prescribe the procedure concerning the discipline, dismissal and removal of a member of academic staff from the College.)

Prior to a hearing by an Academic Disciplinary Committee (ADC)

1. (Ref. Statute XV.III.13.1 regarding minor faults.)
Where minor faults are to be dealt with informally, this shall be taken as meaning a meeting between the person concerned and the Provost or Senior Tutor to explore the situation and consider solutions that may be available to address the fault. The holding of such a meeting shall not be viewed as a disciplinary act, although a record of the meeting may be kept, provided any record is also made available to the person concerned.
2. (Ref. Statute XV.III.13.2 regarding stages of disciplinary procedure.)
Where any records are kept in relation to the informal discussion, oral warning or written warning stages of disciplinary procedures, the person concerned shall be invited to comment in writing before any powers thereunder are exercised.
3. (Ref. Statute XV.III.14.2 regarding fairness in dealing with complaints.)
Should the matter involve a complaint that alleges conduct or performance may constitute good cause for the person's dismissal or removal from office, this shall be referred in the first instance to the Provost. The Provost shall undertake a general inquiry into the complaint, which shall include adequate consultation and collection of additional relevant evidence to ensure fairness. If the Provost, after this inquiry, deems it necessary to exercise the power to suspend before the conclusion of a formal disciplinary inquiry, this process shall be duly documented, along with any comments from the person who is the subject of the inquiry.
4. (Ref. Statute XV.III.14.3 regarding suspension prior to the conclusion of any hearing by an ADC.)
In no case of disciplinary procedures shall the power to suspend be exercised prior to inviting written comment from the person concerned, except where the Provost considers there to be imminent danger to members of the College, or employees, or to College property. Any person suspended from the performance of their duties under such conditions shall receive no loss of emoluments for the duration of this suspension.
5. Should the Provost direct the matter for consideration by an ADC, the procedure shall follow the general provisions laid out in Statute XV Part III, Clauses 16 and 17, relating to the composition of the ADC and the instruction of a solicitor or other suitable person to formulate and present the charge or charges.
6. No charge formulated under Statute XV.III.17 shall be determined without an oral hearing at which the person charged is entitled to be present.
7. The ADC may direct that the charges against more than one person shall be heard together, due regard being given to the principles of justice and fairness.
8. The parties to a hearing by the ADC shall be:
 - a) The person charged;
 - b) The presenter of the charge(s); and
 - c) Any person added as a party by the ADC; reference to the person charged shall include, where the context so permits, reference to any such person.

9. Any person charged shall be entitled, at their own expense, to be represented by a suitably trustworthy other person, whether such person is legally qualified or not, in connection with and at any hearing of charges. When a person charged is so represented, references in this By-law to the person charged shall include, where the context so permits, that person's representative.
10. The ADC Chair may make any direction they consider necessary for the fair conduct of the hearing, including but not limited to any directions regarding preparation and the hearing date.

Preparation for a hearing by an Academic Disciplinary Committee

(Ref. Statute XV.III.15 regarding referral to an ADC.)

11. After the presenter has, under Statute XV.III.17.2, forwarded the charge or charges to the ADC and person charged, the ADC Chair shall set (having consulted the presenter and person charged), with the intent that any charge is heard and determined as expeditiously as is reasonably practicable:
 - a) the date, time, and place for the hearing; and
 - b) appropriate time limits for each preparatory stage detailed in paragraphs 12.a) to d) below.
12. Before the hearing:
 - a) The presenter and the person charged shall provide to each other, in chronological order and with an index, copies of any documents upon which they wish the ADC to rely;
 - b) The presenter shall prepare a consolidated, paginated and indexed set of those documents (the "bundle") and provide a copy of the bundle to the person charged; and
 - c) The presenter and the person charged shall provide to each other a list of the witnesses they intend to call and copies of statements containing the witnesses' evidence.
13. All material submitted to the ADC by either party or their representative shall be treated as confidential. The requirement of confidentiality does not prevent either party or members of the ADC from taking appropriate advice or seeking appropriate welfare support.

Conduct of the hearing

14. The hearing of the charge or charges before the ADC shall take place in private and, subject to these By-laws, in accordance with such procedure as the ADC elects to follow.
15. The ADC Chair shall ensure that its secretary or some other appropriate person is present throughout the hearing so that a full and accurate record of the evidence may be taken.
16. The presenter and person charged may call witnesses and may put questions, on any relevant evidence, to any witness (including a party) who attends the hearing.
17. No new witness or documentary evidence may be introduced by the presenter without the consent of the ADC, which shall not be given save for good reason. If late introduction is allowed, the person charged shall be allowed an adjournment sufficient to allow them to consider or respond to the new evidence.
18. Without prejudice to the ADC's general power to regulate its own conduct, it shall specifically have the power to set limits on the evidence to be called for each side consistent with providing a fair opportunity for each party to present its relevant evidence whilst ensuring that the charges are heard and determined as expeditiously as is reasonably practicable.

Determination of the charges

(Ref. Statute XV.III.19 regarding determination of charges.)

19. It is for the presenter to prove the charge or charges on the balance of probabilities.
20. If the ADC decides that any charge has been proved, it shall determine whether the conduct or performance of the person charged constitutes, whether in relation to that charge alone or cumulatively in combination with any other charge, “good cause” for dismissal within the meaning of Statute XV.I.5, or a serious complaint relating to their appointment or employment.
21. If the ADC decides that that conduct or performance of the person charged constitutes good cause for dismissal or a serious complaint relating to their appointment or employment, it shall give each party an opportunity, either orally or in writing at the option of the ADC Chair, to address it on the question of penalty and/or mitigation prior to making any recommendations on penalty under Statute XV.III.19.
22. For the avoidance of doubt, where any case is upheld, the penalties that the ADC may recommend are dismissal or removal from office, or any of those listed in Statute XV.III.20.2, clauses (a) to (f).
23. The ADC shall comply with the process set out in Statute XV.III.19.

BY-LAW 8: Academic staff appeal procedure

(Made with reference to Statute XV.V concerning disciplinary appeals.)

1. This By-law is made under Statute XV.V.30 to set out the procedure for the preparation, hearing and determination of any appeal instituted under Part V of the Academic Staff Statute. The aim is to ensure that appeals are handled fairly and expeditiously. In this By-law, references to paragraphs are to those of the Academic Staff Statute XV unless otherwise stated.
2. A person to whom this By-law applies shall institute an appeal by serving on the Provost, within the time allowed under Statute XV.V.28, notice in writing setting out the grounds of the appeal.

The appeal body and appeal tribunal

3. The person appointed by the Governing Body under paragraph 29 to hear an appeal shall be called the Appeal Body. In cases where the person appointed considers that justice and fairness will best be served by sitting as an Appeal Tribunal with two other persons appointed by the Governing Body in accordance with paragraph 29.4, the Appeal Tribunal will usually be chaired by the person appointed.
4. Subject to the provisions of the Academic Staff Statute, the Appeal Body/the Chair of the Appeal Tribunal shall have power to regulate its own proceedings, including deciding on postponements, adjournments, dismissal of the appeal for want of prosecution and on the correction of accidental errors. The Appeal Body/the Chair of the Appeal Tribunal may appoint a secretary to support it in discharging its function at any time.
5. Consistent with the general aim of fairness and expeditiousness, the Appeal Body/the Chair of the Appeal Tribunal shall set out such procedures and time scales for compliance in each case as they consider appropriate having regard to the provisions of the Academic Staff Statute, in particular paragraph 30.2(d).

The Appeal

6. The parties to an appeal are the appellant, the Provost ex officio representing the College, and any other person added as a party at the direction of the Appeal Body or the Chair of the Appeal Tribunal.
7. The appellant may appoint someone at their own cost to represent them in relation to their appeal. The Provost may appoint someone at College expense to represent them, if it is considered to be in the interest of the College. Any party appointing a representative should inform the secretary to the Appeal Body or Appeal Tribunal or in cases where no secretary has been appointed the Appeal Body or Chair of the Appeal Tribunal as soon as possible, and provide the name and contact details of the representative.
8. If for any reason the appellant has not provided detailed grounds of appeal under paragraph 27, or where any aspect of the appeal is unclear, the Appeal Body or the Chair of the Appeal Tribunal will take such steps as they consider appropriate or necessary to ensure that the appellant provides their grounds in a timely fashion failing which the appeal will be dismissed.

Preparation for the hearing

9. No appeal shall be determined without an oral hearing, the date and time for which will be set by the Appeal Body or the Chair of the Appeal Tribunal at their own discretion but after consultation with the parties. The appellant and Provost and any other party whether in person

or through their representative shall be entitled to attend but the failure by any party to attend shall not prevent the hearing from proceeding where the Appeal Body or Appeal Tribunal considers that appropriate.

10. The Appeal Body or the Chair of the Appeal Tribunal will ensure that any documents to be considered by it shall be made available to all parties. These shall usually include any decision appealed from, the documents considered by the body making the decision appealed from and directions for witness or other evidence as the Appeal Body or the Chair of the Appeal Tribunal considers appropriate having regard to the provisions of the Academic Staff Statute, in particular paragraph 30.2.

Fresh evidence

11. In accordance with paragraph 26.2, no appeal shall lie against any finding of fact of an ADC under paragraph 19.1 or any medical finding by a Board set up under paragraph 23.3 save on legal grounds or where (with the consent of the Appeal Body or the Chair of the Appeal Tribunal) the appellant is permitted to call fresh evidence at the hearing. An appellant seeking such consent shall as soon as possible after sending their notice of appeal under paragraph 27 notify the Appeal Body or the Chair of the Appeal Tribunal that they seek such consent and provide a copy (in the case of documents) or written statement (in the case of witness evidence) of the evidence in question and an explanation of why it was not made available earlier.
12. The Appeal Body or the Chair of the Appeal Tribunal will not decide the issue without first providing the other party or parties with an opportunity to comment. Where the Appeal Body or the Chair of the Appeal Tribunal consents to the appellant calling fresh evidence, they shall make such directions as they considers appropriate regarding provision of the evidence to all other parties in advance of the hearing.

Disposing of the appeal

13. The powers of the Appeal Body or Appeal Tribunal in relation to disposal of the appeal are as set out in paragraph 30.3. In the case of the Appeal Tribunal the Chair shall have the casting vote.
14. The Appeal Body or Appeal Tribunal shall comply with paragraph 31 of the Academic Staff Statute XV and the decision of the Appeal Body or Appeal Tribunal is final.

BY-LAW 9: Management of material and conflict of interest

Duty to declare and manage material interests

1. Generally, the Provost, members of Governing Body, members of College committees, and senior staff to whom authority to manage the business of the College is delegated, must be mindful of potential conflicts of interest, must declare them, and must abide by the College's current Conflict of Interest Policy, which includes provision for the retention of such declarations in an annual Register of Interests.
2. Specifically, any member of the Governing Body or other person attending a meeting of the Governing Body or of its sub-committees who has a material interest in any matter of business before the Governing Body shall declare the interest at the beginning of each meeting at which that business is under consideration (or before the discussion of that business).

Meaning of material interest

3. A material interest is any matter which may influence the judgment of the person possessing it, or which may reasonably appear to be capable of influencing that person's judgment, so that the judgment may not be exercised wholly in the interests of the College. A member of the Governing Body whose partner or close family members may benefit from any matter of business has a material interest.

Withdrawal from meeting

4. If the material interest in question is a pecuniary interest, then the person declaring it shall withdraw from any meeting at which the business is under consideration, and shall not speak on the matter, unless the Governing Body shall have resolved to the contrary, but in no case shall the member vote on the matter. The declaration and withdrawal shall be recorded in the Minutes of the meeting.
5. If the material interest is not a pecuniary interest, then the person declaring it shall withdraw from any meeting at which the business is under consideration, and shall not speak or vote on the matter, unless the Governing Body shall have resolved to the contrary. The declaration and any subsequent withdrawal shall be recorded in the Minutes of the meeting.

Excluded interests

6. Paragraphs 2 to 5 above do not apply to excluded interests. An interest is excluded if:
 - a. it is an interest which arises from the holding of an office or position in the College, where other persons holding such an office or position in the College have a similar interest; or
 - b. it is an interest arising 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.
 - c. It is an interest arising from any position held as a shareholder, company director or charity trustee, unless there is a reasonable possibility that the company or charity may be engaged in any business, appeal, or transaction involving the College.

7. In particular, an interest is excluded which arises from a general review of stipends or benefits as they relate to University-wide provisions or sector-wide consultations.
8. In making any decision with respect to such interests, Fellows must have their fiduciary duty to the College at the forefront of their minds.

Doubts as to meaning of material interest

9. If the Provost considers that any member or members of the Governing Body may have an interest which should be treated as a material interest for the purposes of paragraphs 1 to 5 above, then the Provost may ask the Governing Body to determine the matter, in the absence of the person or persons concerned, after hearing their views. The Governing Body's decision shall be binding on the person or persons concerned.

BY-LAW 10: Governing Body

(Made with reference to Statute I and V to make by-laws and to provide for terms for Fellows' leave.)

1. There shall be two meetings of Governing Body in each University term which are Stated Meetings.
2. The Office of the Provost will ensure that the dates, times and venues for Governing Body meetings are announced at least 7 days in advance and normally at the beginning of term.
3. Full minutes of Governing Body meetings and all Committees should normally be available to view by all Governing Body Fellows, e.g. by deposit on the Governing Body SharePoint, within two weeks of the meeting.

Business

4. The Provost and senior College Officers will determine the agenda for Governing Body meetings in collaboration with Governing Body Fellows, but all have a right to propose agenda items. Items shall be added to the agenda provided they are endorsed by 3 Governing Body Fellows.

Hybrid meetings

5. A Governing Body Member may attend by means of appropriate electronic communications equipment, subject to the following conditions:
 - a. they seek permission from the Provost at least 24 hours in advance; and
 - b. they inform the Chair when they are about to leave, if they wish to leave the meeting early.

Attendance and leave

6. The College expects that, unless granted leave of absence or with good reason, Governing Body members shall attend all Stated Meetings.
7. A Fellow who is on leave and away from Oxford for one term will normally be expected to attend at least 50% of the meetings in the other two terms. A Fellow who goes on leave and is away from Oxford for two or more terms, and who decides to take leave from Governing Body under clause 8, will normally be expected to attend at least 50% of meetings in the portion of the academic year they are not on leave.
8. Fellows taking leave for sabbatical or other reasons for a period of more than two University terms may be granted leave from Governing Body by mutual assent with College, subject to the following conditions:
 - a. a request for leave or sabbatical will indicate whether the Fellow is willing to continue as a member of Governing Body;
 - b. a notice to Governing Body of leave for Professorial Fellows will indicate whether the Fellow is willing to continue as a member of Governing Body;
 - c. such leave will begin and end on stated dates agreed before the beginning of the period, normally coinciding with the dates of terms as determined by the University Council;
 - d. if leave from Governing Body is granted, the Fellow will be exempt from attendance requirements and committee appointments, and will not have the right to vote at

Governing Body, except on amendment of the College Statutes or election of the Provost;

- e. the Finance and Estates Bursar will inform the Charity Commission that the Fellow has ceased to be a Trustee of the College; and
 - f. at the end of the agreed period of leave, the Fellow will be restored automatically to Governing Body.
9. Governing Body may stand down any Fellow who is absent without leave from more than 50% of Stated Meetings in one academic year, subject to the following conditions:
- a. the Provost may give leave for individual meetings;
 - b. the named Fellow will be permitted to make a representation to Governing Body;
 - c. Governing Body will have the right to discuss any information deemed relevant in making a decision;
 - d. Governing Body may decide to stand the named Fellow down by a two-thirds majority of those present and voting;
 - e. if stood down, the named Fellow will be exempt from attendance requirements and committee appointments, with no deduction from stipend or allowances, and will not have the right to vote at Governing Body;
 - f. the Finance and Estates Bursar will inform the Charity Commission that the Fellow has ceased to be a Trustee of the College; and
 - g. at the end of one year from the date of the Governing Body meeting, the Fellow will be restored automatically to Governing Body, unless agreed otherwise by Governing Body.
10. The Provost will warn such Governing Body Fellows as are at risk of absence from more than 50% of meetings without leave.

Membership of Supernumerary Fellows and Research Fellows

11. Supernumerary Fellows elected to Governing Body under Statute V.21 and Research Fellows elected to Governing Body under Statute V.25 may request to stand down from Governing Body. Such requests will be made to the Provost who will bring the matter to Governing Body's attention. It will be for Governing Body to approve such requests, determining whether it is in the College's best interests.

BY-LAW 11: College Committees

(Made with reference to Statutes I and II to provide for committees and delegated powers in the governance of the College.)

1. The names, membership and delegated powers of Committees are determined by Governing Body.
2. Governing Body may by resolution adopt specific Terms of Reference for any Committee which take precedence over the general provisions in this By-law. Specific Terms of Reference will be deposited on the Governing Body SharePoint.
3. Committees shall review their Terms of Reference annually and propose any alterations to Governing Body in writing.

Committees

4. There are three categories of Committee which support the work of Governing Body:
 - a. **Principal Committees**, which provide oversight for a designated area of the College's work, and report directly to Governing Body.
 - b. **Advisory Committees**, which support Governing Body in the scrutiny of a designated area of governance, and report directly to Governing Body.
 - c. **Sub-Committees**, which support the Principal Committees and College Officers in their remit, and normally report to a Principal Committee.
5. There shall be the following **Principal Committees**:
 - a. Development Committee
 - b. Education Committee
 - c. Estates and Operations Committee
 - d. Finance Committee
 - e. General Purposes Committee
 - f. People and Culture Committee
6. There shall be the following **Advisory Committees**:
 - a. Academic Strategy Committee
 - b. Audit and Risk Committee
 - c. Governance and Compliance Committee
 - d. New Buildings Working Group
7. There shall be the following **Sub-Committees**, reporting to the indicated Committee:
 - a. Chapel and Benefices Committee (People and Culture)
 - b. Data Protection Committee (General Purposes)
 - c. Equality, Diversity and Inclusion Committee (People and Culture)
 - d. Fellowships Committee (Governing Body, People and Culture*)
 - e. Gardens and Grounds Committee (Estates and Operations)

- f. Health & Safety Committee (Estates and Operations)
 - g. HR Committee (People and Culture)
 - h. Investment Committee (Finance)
 - i. Library and Archives Committee (Education)
 - j. Nominating Committee (Governing Body)
 - k. Pictures Committee (Estates and Operations)
 - l. Remuneration Committee (Governing Body, Finance*)
 - m. Sustainability Committee (Estates and Operations)
- * The Committee shall report to the indicated Principal Committee in addition for record-keeping.

Membership

- 8. Members of Committees shall be elected by Governing Body. The Nominating Committee will provide recommendations on the members of committees other than itself.
- 9. Vacancies in the membership of the Nominating Committee are filled from all Governing Body Fellows who are eligible to serve, by an election after the last Governing Body meeting of each academic year.
- 10. Nominating Committee will have Terms of Reference to have regard to diversity, equality, and representation in their recommendations.
- 11. Independent members will be appointed where they are deemed valuable. An independent member may be anyone who does not receive a stipend or any other financial payment from the College.
- 12. Committee Chairs may co-opt additional members to their Committee with the approval of current members. Co-opted members will have the same rights as other members.
- 13. Governing Body Fellows and independent members will not be co-opted but elected by Governing Body with the Nominating Committee's recommendation. Governing Body Fellows will not normally be eligible for election to more than three Committees simultaneously, unless they serve *ex officio*.
- 14. In general, to ensure Trustees retain oversight in College business, each Committee will have at least two Governing Body Fellows as members, and normally a majority of members will be academic Fellows, i.e. not Non-Tutorial Official Fellows and professional staff. The following Committees are exempt from majority academic representation as the balance of independent members is an important aspect of their scrutiny function:
 - a. Audit and Risk Committee
 - b. Remuneration Committee

Terms of membership

- 15. Members of a Committee shall normally serve for a term of three years, or a shorter period specified at election. Terms shall begin in 0th week of the relevant University term.
- 16. Committee roles are normally renewable once consecutively. On occasion a term may be extended to allow for overlap and continuity within the rotation of nominations.

17. A member's term automatically terminates if he or she was a Governing Body Fellow at appointment and ceases to be a Governing Body Fellow.
18. Governing Body may terminate a member's term earlier.

Chairs and officers

19. Trustees will sit in the chair of Committees. The Chairs of the Audit and Risk Committee and the Remuneration Committee will be independent members as described in those Committee's Terms of Reference.
20. Governing Body will appoint a Chair for the Subcommittees from the members who are Governing Body Fellows or from the independent members, as appropriate.
21. The Chair will ensure that the Committee abides by its Terms of Reference and works effectively to fulfil its remit. The Chair will determine the agenda for a meeting, arrange for clear proposals and adequate information to be presented for the Committee's consideration, and manage the meeting and the transaction of urgent business between meetings.
22. The Secretary will assist the Chair in the preparation of the agenda and arrange the time and place of regular meetings and such extra meetings as the Chair decides, and communicate the arrangements to Committee members. The Secretary will minute the proceedings and resolutions of the Committee, including the names of those present and in attendance.

Meetings

23. Each Committee will meet at least as many times as described in the specific Terms of Reference.
24. A meeting may be cancelled for lack of business with the Committee's consent.
25. A Committee may meet more often if the Chair deems it necessary or expedient. Any member may request the Chair to call a meeting if she or he considers that a meeting is necessary or expedient.
26. Reasonable effort will be made to ensure that members and invitees have at least seven days' notice of a meeting and to arrange meetings so that members and invitees can attend. Short notice shall not invalidate the proceedings of a meeting to which the Committee has consented.
27. The quorum for a Committee is 40% of voting members – or the same as Governing Body.
28. Any member may attend a Committee meeting by means of appropriate electronic communications equipment which allows all present at a Committee to hear and speak to one another. (See By-law 1.5.)
29. Any Governing Body Fellow has the right to attend any meeting of any Committee as an observer, save that the Chair may ask them to withdraw for items which the Chair shall specify at the time.
30. Committees may invite other individuals to attend all or part of a meeting in a non-voting capacity where appropriate.
31. Student representatives are welcome to attend the open business of most Committees. The following Committees are normally exempt from student representation because most business is closed:

- a. Academic Strategy Committee
- b. Audit and Risk Committee
- c. Development Committee
- d. Finance Committee
- e. General Purposes Committee
- f. Governance and Compliance Committee
- g. Nominating Committee
- h. Remuneration Committee

Business

- 32. The Chair shall determine the agenda for each meeting in consultation with the Committee members and other parties.
- 33. Items must be added to the agenda if they are supported by at least 3 Governing Body Fellows.
- 34. Whenever possible and appropriate, business will be conducted under unreserved, open business. The following matters shall be reserved business:
 - a. decisions on appointments, promotions, and other matters concerning the personal position of College staff;
 - b. discussions of admission, academic assessment, and personal affairs;
 - c. all items referring to terms and conditions of employment of any and all staff;
 - d. matters referring to tenancies and leases; and
 - e. any other matter at the discretion of the Chair.
- 35. In the case of any doubt, the Chair shall make the determination of reserved business. The Chair's decision shall be final.
- 36. Decisions shall be made by a majority vote of those present.

Business by correspondence

- 37. At the discretion of the Chair, a Committee may consider a matter outside the normal Committee schedule by correspondence. Reasonable effort should be made to ensure that Committee members are aware of any deadline for contributions and that at least 3 days during term or 7 days outside of term are allowed for discussion.
- 38. The Chair will report the resolution of any matter considered by correspondence or by a working party to the Committee and any other relevant persons immediately and also report it at the next Committee meeting for recording in the minutes.

BY-LAW 12: Independence of the Remuneration Committee

(Made with reference to Statute XII to provide processes for determining remuneration and addressing conflicts of interest.)

1. In respect of the advice of the Remuneration Committee, Governing Body will observe the following rules:
 - a. Governing Body members must be a minority of the Committee; independent members will form the majority of the membership.
 - b. Governing Body may not award remuneration for a Governing Body member in excess of that recommended by the Remuneration Committee.
 - c. A Governing Body member may vote on any recommendation made by the Remuneration Committee, including matters concerning the member's own remuneration, unless it concerns the remuneration of that member alone.