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Chapter 1

THE ROLE OF THE COUNCIL AND THE DUTIES AND RESPONSIBILITIES OF ITS MEMBERS

IMPORTANT NOTE: From 1 April 2018, the Office for Students (OfS) replaces the Higher Education Funding Council for England (HEFCE) as the University’s principal regulator as regards its compliance with its legal obligations in exercising control and management of its administration as a charity. It is likely that it will take a similar approach to this regulation as the HEFCE has done and that the role of the Council and the duties and responsibilities of its members as charity trustees will remain the same. This chapter will be updated once the OfS has issued specific guidance on this point.

Purpose of this document

1. The purpose of this document is to provide a brief introductory commentary concerning the role of the Council and the duties and responsibilities of its members. More detailed information or advice can be obtained on request to the Registrary.

Legal status and mission

2. The University exists as a legal entity in the form of a corporation established by common law and having the title “The Chancellor, Masters, and Scholars of the University of Cambridge”. The University’s incorporation is confirmed by Act of Parliament1. Its mission is to contribute to society through the pursuit of education, learning, and research at the highest international levels of excellence2.

Charitable status and regulation

3. The University is an exempt charity3 which means that it has charitable status, but it is exempt from the statutory requirement which otherwise obliges a charity to register with the Charity Commission. The Higher Education Funding Council for England (HEFCE) is the principal regulator of the University as regards its compliance with its legal obligations in exercising control and management of its administration as a charity. The Charity Commission has a range of powers that it may use to protect charities and their property and/or reputation from abuse and poor practice, most of which apply to exempt charities. However, the Commission must consult with HEFCE before exercising any specific power in respect of an exempt charity. In addition, the Privy Council is responsible for approving amendments to the University’s Statutes.

The position of the Council

4. The governing body of the University is the Regent House and the Statutes and Ordinances are its governing instruments. The Council is the principal executive and policy-making body of the University and it has general responsibility for the administration of the University, for the planning of its work and for the management of its resources, and it has the power to take such action as is necessary to discharge these responsibilities4. Subject to the powers of the Regent House and the above responsibilities of the Council, the General Board is responsible for the general academic and educational policy of the University5.

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1 13 Elizabeth Cap. 29, passed in 1571
2 See The University’s Mission and Core Values
3 See Schedule 3, Paragraph 2, of the Charities Act 2011
4 See Statute A IV 1.
5 See Statute A V 1.
Charity trustees and directors and their duties and responsibilities

5. As the persons having responsibility for the general control and management of the administration of the University, members of the Council are regarded as the charity trustees of the University. They are also effectively the directors of the University as a corporate body. In these capacities, members of the Council have legal responsibilities and duties.

6. Charity trustees are bound by the same fiduciary and related duties as the law imposes on all trustees. In addition, the Companies Act imposes obligations on those occupying the position of a director. Although the relevant provisions of the Companies Act do not apply directly to members of the Council, HEFCE has stated that these provisions reflect the expectations which HEFCE has for the governance of a higher education institution (HEI).

7. The key general governance duties on persons either as trustees or directors are explained in more detail below (see paragraphs 12 to 22), but they are broadly equivalent in requiring those subject to such duties to promote the interests of the organisation and to act prudently, lawfully and in accordance with the governing instrument.

Memorandum of assurance and accountability

8. In addition to its role as principal regulator, HEFCE, as distributor of public funds for higher education in England, specifically requires HEI governing bodies to have effective arrangements for providing assurance to the governing body that the HEI:

- Has a robust and comprehensive system of risk management, control and corporate governance. This should include the prevention and detection of corruption, fraud, bribery and irregularities.
- Has regular, reliable, timely and adequate information to monitor performance and track the use of public funds.
- Plans and manages its activities to remain sustainable and financially viable.
- Informs HEFCE of any change in its circumstances which – in the judgement of the accountable officer and in agreement with the governing body – is a material change, including any significant developments that could impact on the mutual interests of the HEI and HEFCE.
- Uses public funds for proper purposes and seeks to achieve value for money from public funds.
- Delivers its charitable purpose for the public benefit.
- Complies with the mandatory requirements relating to audit and financial reporting, set out in our Audit Code of Practice and in our annual accounts direction.
- Sends HEFCE:
  - The annual accountability returns.
  - Other information HEFCE may reasonably request to understand the HEI’s risk status.
  - Any data requested on HEFCE’s behalf by HESA.
  - Information needed to enable HEFCE to act as principal charity regulator (exempt charities only).
- Has effective arrangements for the management and quality assurance of data submitted to HESA, the Student Loans Company, HEFCE and other funding or regulatory bodies (HEFCE reserves the right to use and publish its own estimates of data, where we are not satisfied that the HEI or FEC data are fit for purpose. HEFCE

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6 See Charities Act 2011, section 177.
7 See the Companies Act 2006, esp sections 172-176
8 See Memorandum of assurance and accountability between HEFCE and institutions, paragraph 30. In the Cambridge context, the governing instrument is the University’s Statutes and Ordinances.
also reserves the right not to publish data). Responsibility for the quality of data used for internal decision-making and external reporting, which must be fit for purpose, rests with the HEI or FEC itself. Data submitted for funding and student number control purposes must comply with directions published by HEFCE; if in doubt an HEI or FEC should ask its HEFCE regional consultant to provide an authoritative, written ruling.

- Has an effective framework – overseen by its senate, academic board or equivalent – to manage the quality of learning and teaching and to maintain academic standards.
- Considers HEFCE’s assessment of its risk status, engages with HEFCE during the risk assessment process, and takes action to manage or mitigate the risks agreed upon.\(^9\)

The members of the Council, as the University’s charity trustees, must also apply the HEI’s charitable assets for the charitable purposes of the HEI and not put them at undue risk.\(^11\)

**CUC Governance Code of Practice**

9. HEFCE also expects governing bodies to organise and conduct themselves in accordance with the good practice guidance and principles set down by the Committee of University Chairs (CUC)\(^12\). HEFCE expects governing bodies to adopt the CUC Higher Education Code of Governance (COG) and to report on their compliance with the CUC guidance annually in their financial statements. Compliance with the COG is voluntary. As set out in the Corporate Governance Statement, the University has chosen to comply with most, but not all, of its provisions and to identify the ways in which the University’s arrangements depart from those in the COG.

10. The COG describes the role of an HEI governing body as being “unambiguously and collectively accountable for institutional activities, taking all final decisions on matters of fundamental concern within its remit”. The COG requires an institution’s governing body to adopt a Statement of Primary Responsibilities\(^13\), which includes provisions relating to approving mission and strategic vision, long-term business plans, key performance indicators and annual budgets, appointing a chief executive, ensuring the establishment and monitoring of systems of control and accountability, and monitoring institutional performance.

**The ‘Nolan’ principles**

11. Governing bodies and their individual members are additionally expected to conduct themselves in a manner appropriate to public office holders and to adhere to the seven ‘Nolan’ principles of public life laid down by the Committee on Standards in Public Life, which incorporate concepts of selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

**Duty to act in good faith in the best interests of the University**

12. The primary duty of any charity trustee is to promote the interests of the charity and to ensure that its assets are used only for its charitable purposes. Charity trustees are under corollary duties to familiarise themselves with the constitutional and governance structure of the charity and to exercise their responsibilities in the interests of the charity as a whole, and not as a representative of any particular constituency or sectoral interest. This means that, where

\(^9\) At the University of Cambridge, the equivalent body is the General Board.

\(^10\) See Memorandum of assurance and accountability between HEFCE and institutions, paragraph 29.

\(^11\) See Memorandum of assurance and accountability between HEFCE and institutions, paragraph 30.

\(^12\) See the [http://www.universitychairs.ac.uk/wp-content/uploads/2015/02/Code-Final.pdf](http://www.universitychairs.ac.uk/wp-content/uploads/2015/02/Code-Final.pdf)

\(^13\) The Council has adopted such a Statement.
trustees include elected members (as at Cambridge), such members should not, for example, regard themselves as mandated as delegates of their electorates.

13. Council members should act (and be perceived to act) impartially. They should not profit from the University and should avoid any conflict between their own interests (including as trustee of another charity) and those of the University and any actual or potential conflict of interest should be declared and handled in accordance with standing procedures.

14. All decisions of the Council should be taken by Council members acting collectively as a body and members should endeavour in so far as possible to achieve a consensus. However, if necessary, decisions of Council may be taken by simple majority. Members may dissent from the majority view, but should be attentive to ensure that any subsequent expression of their views outside Council meetings is consistent with their duties as trustees (see paragraph 7).

15. For this reason and generally as a matter of proper governance, it is important that all Council members are encouraged to participate in the deliberations of the Council and that due account is taken of the views of all Council members, including minority opinions.

16. Putting aside individual interest does not mean ignoring personal knowledge or expertise. Members of the Council who are also employees or students of the University should bring the benefit of their own experience to meetings of the Council, just as external members of the Council may bring skills that may not otherwise exist on the Council, so as to ensure a wide range of informed perspectives. All relevant considerations should be taken into account and irrelevant ones should be overlooked.

14 [http://www.universitychairs.ac.uk/wp-content/uploads/2015/02/Code-Final.pdf, esp at Section 1.]
15 In the case of the University, where members of Council may be elected from a class which includes or comprises officers and/or employees of the University, such elected members must (by necessary implication) be entitled to the benefits attributable to any such office or employment as members of the relevant class are eligible to hold.
16 [http://www.universitychairs.ac.uk/wp-content/uploads/2015/02/Code-Final.pdf, esp at Section 2.2]
17 The Code of Practice for Members of the Council specifies the convention applying to members of Council who fundamentally disagree with a decision of the Council. As a general rule and subject to other relevant duties (such as the duty of confidence), members of the Council will not be contravening their duties as charity trustees by explaining at Discussions of the Regent House dissenting views which they have expressed at a Council meeting or in a statement of dissent, but they should do so in a way which is respectful of the Council’s majority decision and it is not possible to rule out an extreme case where the proper course would be for the member of Council first to resign his or her membership. See Charity Commission guidance CC3 [http://www.charitycommission.gov.uk/Publications/cc3.aspx esp. at §E8]; Charity Commission guidance CC48, [http://www.charitycommission.gov.uk/detailed-guidance/managing-your-charity/charities-and-meetings-cc48/] esp. at §41; [http://www.universitychairs.ac.uk/wp-content/uploads/2015/02/Code-Final.pdf, esp at Section 2.4].
Duty of care

17. Members of the Council are entrusted with the proper and responsible stewardship of the University’s property and funds, both public and private, and members of the Council consequently have a duty to exercise due care in this regard18.

18. This involves the avoidance of activities which might place the University’s endowment, funds, assets or reputation at undue risk and taking special care to safeguard the value of permanent endowment and in connection with the investment or borrowing of funds.

Standard of care

19. In meeting their duty of care, members of the Council are expected to show the care, skill and diligence that would be exercised by a reasonably diligent person, having both the general knowledge, skill and experience which a person in their position might be expected to have and also the general knowledge, skill and experience which they actually have19.

20. In practice, this duty will generally be discharged by members of the Council taking decisions on the basis of sensible reliance on papers prepared by a professional executive. However, individual members of Council must reach their own decisions and take an active role in the affairs of the Council. While it is permissible to delegate responsibilities in accordance with the provisions of the University’s Statutes and Ordinances, Council members will remain ultimately accountable and they must continue to monitor and properly supervise those exercising delegated functions through appropriate risk management frameworks and reporting mechanisms20.

21. This continuing overall responsibility applies even in respect of business and activities which are assigned by Statutes and Ordinances to other delegated bodies, including specific Syndicates.

22. In the case of its executive responsibilities, the Council discharges these principally through its delegated sub-committees and, while retaining its supervisory function over these bodies, it should avoid involving itself in their day-to-day business, thereby enabling it to be most effective in the functions for which it retains primary responsibility, including the pursuit and implementation of strategy and policy21.

Duty to act within its powers

23. Members of the Council have a duty to advance the objects of the University while acting only within their legal powers. While the Council has the power to take such action as is necessary to discharge its responsibilities, it is important to note that even general wide powers may be constrained. For example, the Council, acting for the University, is unable to take action which does not further the University’s charitable objects or which is contrary to the provisions of the University’s Statutes and Ordinances or trust instruments, save where those provisions are themselves at odds with the general law.

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Duty to comply with legislation

24. Members of the Council also carry specific responsibilities in relation to certain subjects, the most important of which are listed below:

(i) Health and safety, including corporate manslaughter;
(ii) Employment;
(iii) Equality;
(iv) Bribery;
(v) Freedom of Information;
(vi) Data Protection; and
(vii) Students’ Union.

Personal liability

25. The law relating to the personal liability of members of governing bodies is complex. However, in summary, this issue is most unlikely to arise, providing members of the Council have acted honestly, diligently and in good faith and avoided conflicts of interest. In particular, Council members who are excluded from reserved business or on account of a conflict of interest are most unlikely to be held responsible for decisions taken in their absence.

26. Difficulties are likely to be experienced only where there has been a reckless disregard of professional advice or a clear breach of a fiduciary duty, for example where the Council is obliged to act, but fails to do so, where it exceeds its powers or where it fails to act with the appropriate standard of care.
Chapter 2

STATEMENT OF PRIMARY RESPONSIBILITIES

The Council has adopted this Statement of Primary Responsibilities.

The principal responsibilities of the Council are defined by University Statute A IV 1 which reads:

(a) The Council shall be the principal executive and policy-making body of the University. The Council shall have general responsibility for the administration of the University, for the planning of its work, and for the management of its resources; it shall have power to take such action as is necessary for it to discharge these responsibilities. It shall also perform such other executive and administrative duties as may be delegated to it by the Regent House or assigned to it by Statute or Ordinance.

(b) The Council shall have the right of reporting to the University. It shall advise the Regent House on matters of general concern to the University.

(c) The Council shall perform such duties in connection with financial matters as are assigned to it by Statute F I.

(d) The Council shall make an Annual Report to the University, and shall initiate and submit a Grace for the approval of the Report by the Regent House.

(e) The Council shall have the power of submitting Graces to the Regent House and to the Senate. The procedure for the submission of Graces shall be prescribed by Ordinance.

(f) The Council shall oversee the work of all those institutions in the University which are placed under its supervision, and shall ensure that the University officers assigned to those institutions are satisfactorily performing the duties and fulfilling the conditions of tenure of their offices.

Pursuant to these responsibilities the Council:

- through its Finance Committee, its Audit Committee and the Planning and Resources Committee ensures the University's accountability for the proper use of public funds;
- supervises the financial position of the University through its statutory Finance Committee;
- arranges audit through its statutory Audit Committee;
- conducts legal business and ethical scrutiny, especially in respect of the acceptance of benefactions and investment responsibility, through its Advisory Committee on Benefactions and External and Legal Affairs (ACBELA);
- discharges its responsibilities in relation to the University as an employer through the Human Resources Committee (HRC), a joint Committee with the General Board;
- develops University policy on the advice of the General Board and that of specialist advisory bodies;
- conducts planning and resource allocation through the Planning and Resources Committee (PRC) and the Resource Management Committee (RMC), both joint Committees with the General Board;
- deals with business about buildings and the University estate with the advice of the Buildings Committee (a joint Committee which reports through the PRC), and on the advice of the Finance Committee;
- informs and advises the Regent House through Reports, Notices and Graces, and through considering remarks made at Discussions;
• conducts the University’s relations with Government, HEFCE, other national bodies, and local and regional bodies;
• supports and advises the Vice-Chancellor and, either through him or her or directly, the Pro-Vice-Chancellors;
• supervises University institutions placed under its supervision, particularly through receiving reports, and also through the PRC and the HRC;
• through the Press and Assessment Board has oversight and exercises supervision of Cambridge University Press and Cambridge Assessment;
• through the Finance Committee exercises financial and some other supervision of University-owned companies and some free-standing bodies such as the Cambridge scholarship trusts;
• pursuant to Act of Parliament, discharges responsibilities for the University Student Unions through its Council Committee for the Supervision of the Student Unions;
• makes (or recommends) senior appointments (including the Vice-Chancellor, Pro-Vice-Chancellors, the Registrary), and, through its Standing Appointments Committee established by Ordinance, Directors and other senior staff in the Unified Administrative Service;
• monitors risk management, emergency management and value for money surveillance;
• monitors the implementation of major projects, through the West and North West Cambridge Estates Board, the Information Services Committee, and other special groups;
• through the work of the Information Services Committee, monitors the provision of IT infrastructure and support;
• keeps University governance and similar matters under review;
• makes a statutory annual report to the University;
• monitors its own performance and effectiveness.

The Council has published the following statement (Ordinances, 2016, p 110):

NOTICE BY THE COUNCIL

Statement of intention

In carrying out their functions as the principal executive and policy-making body of the University the Council will consult the Regent House on questions of policy which in the Council’s judgement are likely to prove controversial. They will do this by submitting a Grace to the Regent House for the approval of a provisional decision or statement of intention; where appropriate, such a Grace will allow for the expression of a preference between alternative options. The Council will give consideration to remarks made at any Discussion of such matters and to the outcome of any vote on them.
Chapter 3

CODE OF PRACTICE FOR MEMBERS OF THE COUNCIL

Introduction

This code provides advice and guidance to members of the Council about their legal and other responsibilities, and about the conduct of members in meetings and otherwise in dealing with Council business, and in acting otherwise as members of the Council. It is re-adopted annually at the beginning of each academical year. It is published on the Council website and is included in the Handbook for members of the Council.

In some respects aspects of the code are binding on members of the Council, because they derive from obligations binding on all members of the University, or binding on individuals acting in managerial or governing capacities within organisations such as the University, under the ordinary law including charity law. In other respects the code is advisory, but members of the Council are expected to follow it.

The Code of Practice

Members of the Council must abide by the law relating to Charity functions, to persons in fiduciary positions, and by the Statutes, Ordinances and Orders of the University, so far as the Ordinances and Orders are consistent with the statutory responsibilities of the Council.

Members of the Council should have particular regard to the seven principles of public life as identified by the Nolan Committee on Standards in Public Life, which are listed at the end of the Code of Practice.

The proceedings of the Council are regulated by standing orders, adopted by the Council and revised from time to time (see Chapter 4 of the Handbook).

In addition there are conventions applying to the conduct of members of the Council:

(a) Members of the Council should address themselves to the interests of the University as an institution, having proper regard to their own particular knowledge of particular activities, domains, or institutions in the University (for example, as a student, as a College Tutor, or as a head of a University department).

(b) Members of the Council must declare any personal or prejudicial interest in any matter before the Council, either at a meeting, or by circulation; a member of the Council wishing to remain for the discussion of that matter at a meeting must abide by the decision of the chair of the meeting (or in the case of business being conducted by circulation by the signatory of the circular) as to whether the member remains at a meeting and as to whether the member may take part in deliberation on the matter. Normally, a member of the Council who has an interest in a matter dealt with by circulation should not sign a Report, or should sign with a note indicating declaration of interest. These matters are regulated also by standing order. For registration of interests see also (h) below.

(c) Members of the Council should not, in debate, impugn the integrity of University staff, misrepresent the motives of members of the Council, or personalise onto the Vice-Chancellor decisions which were those of the Council collectively, even if arrived by a majority decision.

(d) Statute A X 4 provides that Reports shall be signed by members of the reporting body who
agree with the Report. A member of the Council who fundamentally disagrees with a decision of the Council, for example with a particular recommendation of a Council Report, would not normally sign the Report (or if disagreeing in part could sign subject to a note of partial dissent). A member of the Council who disagrees sufficiently strongly may wish to make an explicit statement of dissent. A member of the Council who only has reservations in minor respects with a proposal may wish to sign without a note of dissent.

(e) (i) Members of the Council who are appointed by it to serve as such on other bodies, e.g. the General Board or the Finance Committee, serve fully as members of those bodies, but should also explain the Council’s view at them, even if they do not entirely or wholly share it. When appropriate they should report the views of the other bodies to the Council, even if they do not agree with them.

(ii) Members of the Council who are appointed by it to serve as such on committees of the Council itself, or joint committees of other bodies, should similarly explain the view of the Council and as necessary report back.

(f) As the charity trustees of the University (in other words of the corporation constituting the University, which does not include the Colleges) members of the Council owe fiduciary duties to the University and must set aside personal interests in dealing with University affairs.

(g) Members of the Council who need to discuss any matter arising from the code of practice or other conventions or requirements affecting membership should consult the Secretary of the Council (the Registrary or in his or her absence the Head of the Registrary’s Office), or in cases of sufficient importance the chair of the Council (the Vice-Chancellor). They should normally abide by the advice given. If they are unable or unwilling to abide by the advice they should explain to the officer giving their reason, and indicate at the relevant meeting, or in connection with any views expressed in writing or by circulation, their reasoning. The officer may need to report the matter to the Council for decision.

(h) Members of the Council must record their material and other personal interests which could be considered prejudicial to their role as a member of the Council in the public register of interests held by the Registrary. Declaration of interests at such meetings (even if registered) is also necessary (see (b) above).

(i) In the absence of specific authority, members of the Council have no power as such to act on behalf of the Council or the University.

(j) Any member of the Council who is or has been convicted of an offence of dishonesty or deception (unless spent) or who is an undischarged bankrupt must not act as a member of the Council. These circumstances disqualify a person from serving as a charity trustee. Any such matters should be reported by the member to the Registrary, or in his or her absence the Head of the Registrary’s Office, without delay.
Seven principles of public life (the 'Nolan' principles)¹

Selflessness
Holders of public office should act solely in terms of the public interest.

Integrity
Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

Objectivity
Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability
Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

Openness
Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

Honesty
Holders of public office should be truthful.

Leadership
Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

¹ https://www.gov.uk/government/publications/the-7-principles-of-public-life
1. The Council operates under the authority of and within the framework provided by Statutes and Ordinances, in particular Statute A, Chapters IV and VIII, and the relevant provisions of Chapter 1 of the Ordinances. Where there is a conflict between the University’s legislation and the standing orders, the former will prevail. The Council has adopted these Standing Orders, which are reviewed annually, to regulate its business and to promote the efficient and proper consideration of business. The Council also annually reviews and adopts a Code of Practice and Statement of Primary Responsibilities.

2. The interpretation of these Standing Orders (subject to the provisions of Statutes and Ordinances) shall be the responsibility of the Chair and, for the purposes of a particular proceeding, his or her decision shall be final.

3. A standing order may be suspended by a motion, duly proposed and seconded, and approved by two thirds of the members present. No such suspension will override any provision of the Statutes and Ordinances.

4. **Chair**

   The Vice-Chancellor is the Chair of the Council\(^1\). The Council will designate a member of the Council in class (e) as Deputy Chair of the Council. The Deputy Chair will normally take the Chair if the Vice-Chancellor is absent. The Deputy Chair may also take the Chair for such proceedings of the Council as the Council shall determine. Where it is proposed that the Deputy Chair will take the Chair for a specific item of business, the Council will be notified in advance. A member of the Council who wishes to propose a different allocation of items between the Vice-Chancellor and the Deputy Chair is requested to inform the Registrary or the Head of the Registrary’s Office before the start of the meeting.

5. **Membership**

   The membership of Council is defined in Statute A IV 2 and is subject to the further provisions of Special Ordinance A (ii). The procedure for the election of members of the Council is prescribed by Ordinance.

6. **Secretary**

   The Registrary is Secretary of the Council\(^2\).

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\(^1\) Statutes A IV 5 and C III 5.

\(^2\) C VI 1 (c)
7. **Meetings**

7.1 **Arrangements for meetings**

7.1.1 Ordinary meetings of the Council will be held at 10.15am on Mondays in the Council Room. There are eleven meetings a year. The dates of meetings in any year are determined by the Council not later than the end of the Lent Term of the previous year. Meetings are scheduled in such a way as to permit the annual cycle of business and the enactment of University legislation to be conducted expeditiously and effectively.

7.1.2 There will be two strategic meetings in each academical year, generally following on from the April and September ordinary meetings of the Council.

7.1.3 If the Vice-Chancellor considers that there is insufficient business, a meeting may be cancelled. Notification will be provided at least 10 days in advance of the meeting.

7.1.4 The Vice-Chancellor may also call extraordinary meetings. Save in exceptional circumstances, notification of such meetings will be provided at least five days in advance.

7.2 **Attendance at meetings**

7.2.1 Members of the Council in classes (a), (b), (c) and (e) attend the meetings for all items of reserved and unreserved business. Members of the Council in class (d) attend the meetings for all items of unreserved business (see para 8.1 below).

7.2.2 No business may be transacted by the Council unless nine members at least are present. In the absence of a quorum the business outstanding shall be carried forward to the next ordinary meeting of the Council (unless in the meantime withdrawn or resolved by circulation).

7.2.3 Members of the Council are expected to attend all meetings of the Council. Members are asked to give advance notice of a period of sabbatical leave and to choose from the following options: (i) to continue to attend meetings of the Council; (ii) to secure exemption from attendance, which will normally only be granted for one term in cases where leave was agreed before election to the Council (see 7.2.4 below); and (iii) to request that sabbatical leave entitlement is carried forward to the end of their period of service on the Council (a form for requesting such an extension will be sent to eligible members on appointment or reappointment to the Council).

7.2.4 If a member of the Council is, or is likely to be, absent from the majority of meetings in a given academical year, that member may be asked to resign from the Council, with the Vice-Chancellor having discretion to decide otherwise in an individual case.

7.2.5 The Senior Pro-Vice-Chancellor is expected to attend all meetings of the Council. Other Pro-Vice-Chancellors are invited to attend as necessary when business concerns them. The Registrar (as Secretary to the Council), the Head of the Registrar’s Office and the University Draftsman will attend all meetings. The Academic Secretary and the Director of Finance will generally attend meetings. The Senior and Junior Proctors attend meetings for unreserved business, as observers. The Director of External Affairs and Communications may attend as an observer. None of these officers is entitled to vote.

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3 Statute A IV 6 requires that the Council meets at least twice a term.
4 A IV 6
7.2.6 Some or all officers may be asked to withdraw for any part of a meeting, save that the Registrary (or some other officer) shall normally be present to take a minute. If an officer is not present for this purpose, the Chair of the meeting shall prepare a minute, or designate a member of the Council to do so.

7.2.7 The Council, normally acting through the Chair, may invite any person to attend any meeting to observe the business or to advise the Council on a specific item. An observer shall have no right to speak, except at the request of the Chair, nor to vote. An adviser shall have the right to speak subject to the Chair’s normal direction but shall have no right to vote.

8 Unreserved and reserved business and the confidentiality of Council proceedings

8.1 Categories of business

Unreserved business is the business of Council for which class (d) members may be in attendance. Reserved business is the business for which class (d) members and officers (with the exception of the Registrary and the Head of the Registrary’s Office unless the business concerns them) withdraw. Matters which are considered to be reserved are set out in Special Ordinance A (vii) 5 as follows:

a) the employment or promotion, or any matter relating to the employment or promotion, of individuals by the University;
b) the admission and academic assessment of individuals;
c) such other matters as may be specified by Statute or Ordinance in respect of any particular body or class of bodies; and
d) any other matter at the discretion of the Chair.

The expectation is that as little business as possible will be declared to be reserved.

8.2 Classification and treatment of different types of business

Papers provided to the Council will be assigned to one of the following confidentiality categories.

a) Unrestricted: Papers which, following consideration at the Council, will be made known to the wider University by means of publication on the governance website.
b) Restricted: Papers which will not be made known to the wider University by means of publication on the intranet. The business to which they refer may, however, be discussed in broad terms with the wider University.
c) Confidential: Papers which, unless decided otherwise by the Council and subject to the provisions of Special Ordinance A (vii) 5 and of the Freedom of Information Act 2000, shall be confidential to Council members, the officers and authorised observers and advisers. Access to these papers shall require the permission of the Council except for members of Council or former members of Council in relation to the period of their membership of Council and, under the provisions of Statute A VII 5 for members of the Board of Scrutiny. The business to which such papers refer should only be discussed in person with other members of the Council, members of the committees which have previously received and considered the material; officers in attendance at the Council and the originating committee(s); officers who have access to Council papers (see annex A). Reserved items of business are always considered to be confidential and should not be discussed with class (d) members.
9 Council documentation

9.1 Council agenda and papers

9.1.1 The agenda for each meeting of the Council will be determined by the Vice-Chancellor, acting on the advice of the Secretary.

9.1.2 The agenda and supporting papers shall be provided by the Wednesday preceding the Council’s meeting and posted on the Council’s governance website on the same day. (See https://www.governance.cam.ac.uk/Pages/default.aspx, accessed via Raven login.)

9.1.3 Members of the Council, senior officers in attendance and other officers as listed in annex A will have access to the full unreserved agenda, including the minutes of the previous meeting and all papers to be considered at the meeting. The reserved agenda and associated papers are provided to members of the Council in classes (a), (b), (c) and (e), the Registrary, the Head of the Registrary’s Office, the Pro-Vice-Chancellors and (for the purposes of publication) the Draftsman.

9.1.4 Items of business which the Chair and Secretary consider to be straightforward will be starred (*). Starred items are included in the agenda (rather than being included in a Circular or by reference to the Business Committee) only if it is believed that the business is of sufficient significance that there could be need for discussion at the meeting (or exceptionally if there is particular urgency about an item of straightforward business).

9.1.5 A member of the Council who wishes a starred item to be discussed at the meeting is requested to inform the Registrary or the Head of the Registrary’s Office in writing before the start of the meeting setting out the reason for requesting a discussion of the item.

9.1.6 Papers shall not be tabled by members of the Council (that is, circulated at the meeting) except with the agreement of the Chair, normally to be obtained through the Secretary. Papers may be tabled by the Secretary, with the agreement of the Council, in case of absolute necessity.

9.1.7 Business or papers which do not appear on the agenda will be considered by the Council only where a motion to that effect, duly proposed and seconded, has been passed by a majority of those members present.

9.1.8 Members of the Council are not required (unless they wish) to retain hard copy Council papers permanently. (Arrangements are made for members of the Council to deposit papers for destruction at the end of meetings). Members of the Council should take reasonable care to destroy confidential papers securely.

9.1.9 The unconfirmed minutes of the Council’s meetings will normally be provided in the Council Circular on the Friday immediately following the Council’s meeting.
9.2 Business Committee

9.2.1 The Committee shall meet weekly on Mondays, except for those Mondays on which a full Council meeting is held, if there is business to be considered. The agenda and papers shall normally be provided electronically to all members of the Council by the Thursday prior to a meeting (if held) and also made available on the governance website. If there is no business for consideration confirmation that a meeting will not take place shall be circulated to all members by the previous Friday.

9.2.2 Business for consideration that seems to the Secretary of the Business Committee to be so straightforward as not to require consideration at a meeting of the Committee, may be submitted electronically to the Council on the same timetable as applies to business to be considered by the Business Committee at a meeting. Where the Secretary of the Committee proposes approval of an item by circulation, any member of the Committee or Council may call it in for consideration at a meeting.

9.2.3 The Business Committee shall regularly review the progress of legislative and similar business. The progress of major business shall be monitored through submission of an updated version of the Council's annual work plan to each ordinary meeting.

9.3 Council circulars

Straightforward business and items for information shall be circulated in circulars posted on the governance website weekly if there is business. The circular shall indicate each matter for decision, the timetable for approval (not less than nine days after issue of the circular), and that any member of the Council may request that a matter be submitted to Council or to a Committee (by communicating with the Head of the Registrary’s Office).

9.4 Governance website posting

The agenda and unrestricted papers (including the confirmed minutes of the previous meeting) for each meeting will be posted on the governance website for access by the wider University within a week following the meeting.

9.5 Announcement of Council decisions

In cases where the announcement of a decision made by the Council is considered appropriate, that announcement shall be published without delay and, where possible, the papers shall indicate when and by what means it will be published, e.g. by Notice in the Reporter.

9.6 Graces and amendments initiated by members of the Regent House

The Council shall act promptly on receipt of an initiated Grace or amendment and shall normally decide whether or not to authorise submission, in accordance with Special Ordinance A (i) 7(a), by the end of the term next following its receipt. A list of precedents shall be maintained on the Council’s website.
10 Conduct of business

10.1 Declaration and registration of interests

10.1.1 Members of the Council, the Registrary and other officers normally attending are required to declare at the time of the Council’s consideration of any item any personal or other material interest which they have in the item. (They are also required to register interests). A member of Council who is in doubt as to whether to declare an interest should seek the advice of the Chair on the question. A member of the Council who has declared such an interest is required to consider whether by withdrawing for the item he or she will facilitate the proper conduct of the business by the Council and if necessary should seek the advice of the Chair on the question. If the Chair advises that the member should withdraw, the member shall withdraw for the duration of the discussion of that item or for so long as otherwise directed by the Chair. Nothing in this Standing Order shall prevent the Chair from enquiring whether any member of the Council has a personal or other material interest in any item under consideration and may state that in his view a member has such an interest and should withdraw.

10.1.2 The Council has agreed that membership of a trade union need not normally be routinely declared (although there may be unusual circumstances in which such declarations could be required). Holding office, locally or otherwise, in a trade union should be routinely declared.

10.2 Conduct of meetings

The Chair (or the Deputy Chair) is responsible for the conduct of meetings of the Council and for ensuring that the business is considered efficiently, expeditiously and properly. Members who speak should address the Chair and accept his/her direction, keeping silence when the Chair speaks. Members should at all times behave towards the Chair and each other with proper respect and consideration. Members are not limited in the number of times on which they may speak on any item but are required to speak only as often as they judge necessary for the proper conduct of the business and for the proper fulfilment of the responsibilities of Council as defined in Statute A IV 1. If the Chair considers that any member is unreasonably impeding the efficient, expeditious and proper running of a meeting of the Council the Chair may require that member to withdraw from the meeting. Should the member continue to refuse to observe the authority of the Chair in this matter it shall be open to the Chair and the other members of the Council in their absolute discretion to determine how the consideration of that item and/or the meeting as a whole shall proceed.

10.3 Motions and questions

Proposals and recommendations submitted to the Council by other University bodies do not need to be proposed and seconded. Other formal motions shall only be voted on if they are proposed and seconded by members present at the meeting when they are considered.

5 See also paragraph (h) of the Code of Practice for Members of the Council.
10.4 Voting

In any vote each member present shall have a single vote and voting shall be decided by a simple majority of the members present and voting except when specific majorities are required by Statute or Ordinance, or by Standing Order.

10.5 Adjournment

The Council shall adjourn at the latest after three hours from the commencement of the meeting.

11. Council’s Committees

Special Ordinance A (vii) 4 provides that a body such as the Council ‘may appoint committees for any such general or special business as in the opinion of the body may be better regulated or managed by means of a committee, and may delegate to any committee so appointed, or to any University officer, with or without restrictions or conditions, the exercise of any functions proper to the body, provided that:

i. such delegation shall not relieve the delegating body of responsibility for the matter delegated;
ii. members of the delegating body shall have the right of access to all papers considered by such committees or persons;
iii. subject to any contrary provision of Statutes or Ordinances, such delegation shall not extend
   (a) to any election or appointment to a University office,
   (b) to any decision of a University Court established by Statute D II,
   (c) to any resolution concerning the award of a degree, diploma, certificate, or other qualification, or
   (d) to any other matter specified by Ordinance;
iv. such delegation may be withdrawn (either generally or in respect of a specific matter) at any time.’

12. Self-effectiveness reviews

The Council shall carry out a review of its operations and effectiveness at least every three years following a procedure to be agreed by Council immediately prior to the review.

13. Honorary Degrees

A week’s notice shall be required in the case of motions for conferring Honorary Degrees unless submitted by the Standing Committee on Honorary Degrees. Unless submitted by the Standing Committee on Honorary Degrees each proposal for an Honorary Degree shall be submitted by a proposer and seconder who shall inform the Council of the nominee’s qualifications on which they base their proposal. The name of a proposed recipient of an Honorary Degree shall not appear in the Minutes unless the motion for conferring the degree has been carried. No Grace for conferring an Honorary Degree shall be sanctioned unless affirmative votes have been given by at least three quarters of the members of the Council present; a straw vote shall be taken before a formal proposal is put. The number of Honorary Doctorates conferred at the June Congregation shall not normally exceed eight. Titles of Degrees shall not be conferred on persons who are Assistant Staff but not members of the University while they are still in the service of the University.
University. Normally, when a person who is offered an Honorary Degree declines because of the date, a second offer should be made in the course of the next two years but a third offer should not be made.
ANNEX A

Officers with access to papers (9.1.3)

Officers who attend Council

Professor Duncan Maskell, Senior Pro-Vice-Chancellor
Professor Graham Virgo, Pro-Vice-Chancellor for Education
Professor Andrew Neely, Pro-Vice-Chancellor for Enterprise and Business Relations
Professor Eilis Ferran, Pro-Vice-Chancellor for Institutional and International Relations
Professor Chris Abell, Pro-Vice-Chancellor for Research
Ms Emma Rampton, Registrary and Secretary to the Council
Dr Kirsty Allen, Head of the Registrary’s Office and Assistant Secretary to the Council
Dr Regina Sachers, Secretary of the General Board
Mr Anthony Odgers, Chief Financial Officer
Mr David Hughes, Director of Finance
Mrs Ceri Benton, University Draftsman
Mr Paul Mylrea, Director of External Affairs and Communications
The Senior Proctor
The Junior Proctor

Others

Mr Andrew Aldridge, Internal Communications Manager
Mr Jonathan Appleton, Planning and Resource Allocation
Ms Sadie Byrne, Reporter Office
Dr Rachel Coupe, Head of Academic Planning, Finance Division
Dr Clara East, Registry’s Office
Ms Tara Grant, Reporter Office
Ms Andrea Hudson, Deputy Director of Human Resources
Ms Françoise Jarvis, Head of Corporate Governance, North West Cambridge
Dr James Knapton, Registry’s Office
Mr Jason Matthews, Director of Estates Strategy
Mr David Parsons, Deputy Head of Legal Services
Ms Emma Stone, Director of Human Resources
Dr Regina Sachers, Head of the Vice-Chancellor’s Office
Ms Alison Traub, Executive Director of Development and Alumni Relations
Dr Martin Vinnell, Director of Health, Safety and Regulated Facilities
Mr Nick Wilson, Planning and Resource Office
Chapter 5

COMMITTEES

There follows a list of major University Committees. A full listing of the membership of these and other University Bodies is published in the *Reporter* in the Lent term each year.

The Council

The General Board of the Faculties

Statutory Committees of the Council

Audit Committee
Finance Committee

Committees of the Council

Advisory Committee on Benefactions and External and Legal Affairs
Advisory Committee on Committee Membership and External Nominations
Applications Committee
Business Committee
Committee for the Supervision of the Student Unions
Honorary Degree Committee
Human Remains Advisory Panel
Investment Board
Remuneration Committee
Risk Steering Committee
Standing Appointments Committee for the Unified Administrative Service

Committees of the General Board

Education Committee
Committee on the Membership of Committees
Museums Committee
Postgraduate Admissions Committee
Research Policy Committee
Student Information System Committee
University Research Ethics Committee

Sub-Committees of the Finance Committee of the Council

Assessment Committee
Business Sub-Committee
Joint Committees of the Council and the General Board

Biomedical Services Governance and Strategy Committee
Buildings Committee
Equality and Diversity Committee
Environmental Sustainability Strategy Committee
Estates Strategy Committee
Health and Safety Executive Committee
Human Resources Committee
Information Services Committee
International Strategy Committee
Nominating Committee for Office of Pro-Vice-Chancellor
Planning and Resources Committee
Prevent Committee
Resource Management Committee
University Postdoctoral Matters Committee
University Sports Committee

Joint Committee of the Council and the Colleges

Joint Committee on Development

The Terms of Reference for each of the Committees of the Council, the Joint Committee of the Council and the Colleges, and the Joint Committees of the Council and the General Board are set out in the following pages.
COUNCIL

Statutes and Ordinances, 2017
- Statute A IV
- Special Ordinance A(ii)
- Ordinances Chapter I, p.110 - 114

STATUTORY COMMITTEES OF THE COUNCIL

Audit Committee

Statues and Ordinances, 2017
- Statute A IV 7, 10
- Special Ordinance A (iv)
- Ordinances Chapter XIII, p.1049

Finance Committee

Statues and Ordinances, 2017
- Statute A IV 8-9
- Special Ordinance A (iii)
- Ordinances Chapter XIII, p.1025

COMMITTEES OF THE COUNCIL

Advisory Committee on Benefactions and External and Legal Affairs

- to advise the Vice-Chancellor, in respect of prospective benefactions over £1m, or that are likely to give rise to significant public interest, whether such benefactions would be acceptable powers (Statutes and Ordinances, 2017, page 1026);
- to act as an advisory body on questions relating to whether it would be inappropriate on ethical grounds and/or damaging to the University’s reputation (i) to seek or accept any other type of funding from a particular source for any purpose, including in particular for University research or international activities, or (ii) to engage in any particular activity;
- on behalf of the Council in the exercise of its legal powers (Statutes and Ordinances, 2017, page 117), to provide oversight of the University’s legal affairs, to authorise the bringing, defence or conduct of legal proceedings on behalf of the University and to receive from the Registrary as required reports of legal proceedings in which the University is involved;
- to determine the acceptability of all proposals for naming new or existing University buildings; and;
- to keep the University’s policy on investment responsibility under review and, without prejudice to its power to review the policy at any time, to meet for this purpose with the University’s Chief Investment Officer and Director of Finance at least once a year (such meeting to be attended at the invitation of the Committee by the Socially Responsible Investment Officer of the Cambridge University Students’ Union).
Advisory Committee on Committee Membership and External Nominations

The Advisory Committee was set up in 2010 to take over the functions of two previous bodies: the Committee on Committees, and the Nominations Committee. The former dealt with membership of Council Committees, and the latter with the membership of other University bodies and representatives on external bodies, as well as recommending nominations to Council for approval. Appointments are made by the University Council to a number of internal and external bodies (Courts, Boards, Syndicates, Committees, etc., as published in the Officers Number of the Reporter).

Most business is dealt with by circulation, with recommendations being submitted for the Council’s consideration in the weekly Council Circular. Meetings are held once a term, chaired by the Deputy Chair of the Advisory Committee.

A full meeting of the Committee takes place each year towards the end of Michaelmas Term (after the biennial half elections of members to Council in even years), chaired by the Vice-Chancellor and attended by the Deputy Chairman of the Council. At this meeting Council Committee membership is reviewed.

Applications Committee

1. The Applications Committee is a standing committee of the Council.

2. The Committee shall consist of:

   (a) a serving member of the Council, appointed by the Council, as Chair;
   (b) up to seven other persons appointed by the Council of whom at least three shall be medically qualified and at least one shall be a current Senior Tutor.

The Committee may, from time to time, invite other persons to attend for particular items of business (save for those items which relate to individual students).

3. Members shall serve for three years from the date of their appointment, in the first instance, but may, as determined by the Council, be re-appointed.

4. The Secretary of the Committee shall be an Officer of the UAS appointed by the Registrary. The Assistant Secretary to the Committee shall be a member of the Student Registry.

5. The Committee shall meet at such times as it may determine, with its meetings being agreed in the preceding academical year and notified to the Colleges with a timetable by which applications for the Committee’s consideration at particular meetings should be received by the Committee’s Assistant Secretary. The Chair may call special meetings of the Committee. Agenda and papers shall be circulated at least four days in advance of each meeting, with an allowance for the circulation of supplementary Agenda and papers; unless unavoidable, substantive business will be circulated not later that two days before each meeting. To expedite the consideration of urgent business, the Committee may agree to deal with items by circulation but should any member of the Committee so wish, such items may be deferred until the next meeting of the Committee.

Under arrangements approved by the Committee, the Secretary and Assistant Secretary may act on the Committee’s behalf in the interest of expediting straightforward business. Any such actions shall be reported to the next meeting of the Committee.

6. Members of the Committee are requested to declare any items of business in which they have a conflict of interest; specifically, a member may be required to withdraw in the consideration of individual applications involving students that are known to them.
7. The Committee shall submit an annual report to the Council and annually issue Notes of Guidance for Colleges, students and other interested parties. The Committee shall otherwise report to the Council as necessary.

8. Unless a student indicates otherwise, confidential medical information about a student shall only be made available to the Committee’s Secretary, Assistant Secretary and the medically qualified members of the Committee.

9. It shall be the duty of the Committee, on behalf of the Council, to:
   - apply the regulations relating to allowances to candidates for examinations (Statutes and Ordinances, 2017 edition, p.244) and the Notice appended to those Regulations;
   - recommend to the Council any amendments to those Regulations and the Notice;
   - act, on the Council’s behalf, on such Regulations as relate to the remission or reduction of University Composition Fees (Statutes and Ordinances, 2017 edition, p.154); and the procedures, as authorised by the Council, for consideration of the removal of names from Class Lists;
   - consider such other matters as may be referred to the Committee by the Council or other bodies.

10. The Committee’s Minutes shall generally be treated as Reserved Business where they relate to applications for allowances or the consideration of individual student cases.

**Business Committee**

1. The Business Committee is a standing committee of the Council. Subject to advance circulation of the agenda papers to all members of the Council, the Council delegates to the Business Committee under Special Ordinance A (vii) 4 the following powers:

   (a) approval of Graces for submission to the Regent House;
   (b) approval of Reports of other University bodies for publication and Discussion;
   (c) approval of circulation to Council members of straightforward draft Council Reports received from Council committees (eg for construction of University buildings) for signature electronically and subsequent publication;
   (d) final editing of draft Reports of the Council, which have been considered by the Council at a full meeting, and approval of circulation for signature electronically and subsequent publication;
   (e) approval of Notices in reply to remarks made at Discussions;
   (f) approval for publication of straightforward administrative Notices which require the approval of the Council.

The Council expects the Committee normally to deal with most such business, but this delegation does not prevent the full Council from itself exercising any of the above powers. Any member of the Council may request that a matter should be referred to the full Council.

2. The Committee shall consist of:
   (a) no fewer than four and no more than five persons appointed by the Council chosen from among the members of the council in classes (a), (b) and (c);
   (b) one student member of the Council (member of the Council in class (d)) for unreserved business;

The Advisory Committee on Committee Membership and External Nominations will, when agreeing the membership of the Business Committee, identify one of the members as its
Chair. The Business Committee may, from time to time, invite other persons to attend for particular items of business.

3. The Secretary of the Committee shall be the Senior Assistant Registrar (University Draftsman). The Head of the Registry's Office, as Assistant Secretary to the Council, will attend all meetings.

4. The Committee shall meet weekly on Mondays, except for those Mondays on which a full Council meeting is held, if there is business to be considered. The agenda and papers shall normally be circulated electronically to all members of the Council by the Thursday prior to the meeting and also made available on the Council website. If there is no business for consideration confirmation that a meeting will not take place shall be circulated to all members by the previous Friday.

5. Business for consideration that seems to the Secretary of the Business Committee to be so straightforward as not to require consideration at a meeting of the Committee, may be submitted electronically to the Council on the same timetable as applies to business to be considered by the Business Committee at a meeting. Examples include uncontroversial Graces, including Graces for the M.A. and degrees by incorporation under Statute B II 2; Graces for the approval of recommendations in Reports where no comments were made in Discussion. Where the Secretary of the Committee proposed approval of an item by circulation, any member of the Committee or the Council could call it in for consideration at a meeting.

6. Members of the Committee are requested to declare any items of business in which they have a personal interest.

7. Any member of the Council who wishes to comment on business before the Committee or to request that a matter should be referred to the full Council, shall communicate with the Secretary of the Committee and the Head of the Registry's Office before the Committee meeting.

8. In addition to the powers delegated to the Committee under 1 above the Committee shall also:
   (a) where necessary advise the Council on Reports to the University by institutions under the supervision of the General Board and, where appropriate, advise on draft joint Reports of the Council and the General Board;
   (b) advise the Council on any other matters about which it considers the Council ought to be informed;
   (c) ensure that the drafting of materials for submission to the Regent House is clear, accurate and presents a complete picture;
   (d) refer back to the initiating body material which did not meet the criteria in (c);
   (e) consider any relevant business referred to it by the Council.

9. The Committee shall report to the Council, either through the minutes of its meetings or by such other means as the Council shall determine.

Committee for the Supervision of the Student Unions

1. The Committee shall exercise the Council's duties of general oversight of the Cambridge University Students' Union (CUSU) and the Graduate Union (GU) under Section 22 of the Education Act 1994 to secure that the Unions respectively operate in a fair and democratic manner and are accountable for their finances.
2. The Committee shall consist of the following members:

(a) four persons appointed by the Council (at least two of whom should be members of the Council; one of whom should be a member of the Audit Committee; one of whom will act as Chair);
(b) one person appointed by the Senior Tutors’ Committee from amongst its number;
(c) one person appointed by the Bursars’ Committee from amongst its number;
(d) one person appointed by the General Board.

Any four members shall constitute a quorum. Decisions shall be reached by consensus or, at the discretion of the Chairman if required, by simple majority vote of those members present and voting, with the Chairman’s vote being casting if necessary. The same principles regarding decision-making shall be observed in the case of business progressed electronically.

The President of CUSU, the CUSU Coordinator, the CUSU General Manager, the President of the GU, the GU General Manager, the Junior Proctor, the Junior Pro-Proctor, the UAS Finance Manager and a member of the Legal Services Office shall be entitled to be in attendance, unless (i) the Chair has declared a particular item of business to be reserved under Special Ordinance A (vii) 5 (see Statutes and Ordinances 2017 p. 69), in which case any persons in statu pupillari should withdraw; or (ii) the Chair asks some or all of the attendees to withdraw from a meeting while the Committee deliberates in camera.[1]

The same principles regarding attendance rights shall be observed in the case of business progressed electronically.

The Head of the Registrary’s Office shall act as Secretary and shall appoint an Assistant Secretary.

The Chair of the Committee may, from time to time, invite other persons to attend for particular items of business in a non-voting capacity.

Members in all classes shall be appointed in the Michaelmas term to serve for two years from 1 January.

3. The Committee shall meet once per term. The Chair may call additional special meetings if required. Business may be progressed between meetings by electronic circulation including attendees as indicated above. The agenda and papers normally will be circulated a week in advance of the meeting.

4. It shall be the duty of the Committee, on behalf of the Council, to perform the supervisory functions concerning each Union as set out in Section 22 of the Education Act 1994, in the Council’s Code of Practice in Respect of Student Unions issued under Section 22 of the Education Act 1994, and in the University’s Ordinances for the two Unions as published annually in the Statutes and Ordinances. In particular, the Committee shall:

(a) Review the Constitution of each Union annually, in the Easter term, and consider and if thought fit approve any amendments on behalf of the Council (unless, under any University Statute or Ordinance, Regent House approval is required for a specific amendment).

[1] This provision will be used sparingly and is intended to signal that members occasionally may wish to consult amongst themselves or solely with relevant Officers on matters, including but not limited to matters of legal interpretation, which impact upon the Committee’s performance of its statutory oversight responsibilities.
(b) Receive and review the electoral schemes for the conduct of each Union’s elections, confirm the appointment of returning officers, and receive from the returning officers a report on the conduct of the elections.

(c) Receive and consider reports on each Union’s half-yearly expenditure, its annual accounts and consider and if thought fit approve its annual budgets and estimates.

(d) Scrutinise annual funding bids from each Union for Administered Funds as part of the University’s annual planning round to ensure that the bids have been properly prepared. The level of the bids shall be determined by the Unions and submitted by the Secretary or Assistant Secretary of the Committee on behalf of the Unions, with a commentary outlining the Committee’s view on each Union’s bid.

(e) Receive and consider and if thought fit approve the written procedure under which each Union can make allocations to groups, clubs or societies, and consider and if thought fit approve any changes to this procedure.

(f) Receive written notification of any decision by each Union to affiliate to an external organisation (such notification should include the name of the organisation and details of any subscription or similar other fee paid or proposed to be paid and of any donation made or proposed to be made to the organisation).

(g) Receive an annual report from each Union on its affiliations to any external organisations (this report should include details of subscriptions or similar fees paid or donations made to such organisations since the last report).

(h) Receive a report where a remedy agreed under either Union’s complaints procedures has not been implemented, and consider what consequential measures should be taken.

5. The Committee shall also advise and make recommendations to the Council on:

(a) amendments to the Ordinances for the two Unions;
(b) compliance with the Council’s Code of Practice in Respect of Student Unions issued under Section 22 of the Education Act 1994;
(c) amendments to the Code of Practice;
(d) measures to be implemented as a result of either Union’s failure to comply with any aspect of: Section 22 of the Education Act 1994; the Council’s Code of Practice in Respect of Student Unions issued under Section 22 of the Education Act 1994; or the University’s Ordinances for the two Unions as published annually in the Statutes and Ordinances.

Honorary Degree Committee

Statutes and Ordinances, 2017
– Statute A II 14
**Human Remains Advisory Panel**

1. A Human Remains Advisory Panel shall be established to give advice and make recommendations to the University Council regarding claims for the transfer of stewardship of human remains held in the University’s collections.
2. There shall be three members of the Panel.
3. The members of the Panel will be appointed by the University Council on the recommendation of the Nominations Committee. One member of the Panel shall be appointed as Chair of the Panel. The Panel shall have a sufficient and appropriate range of expertise amongst its members to enable it properly and fairly to perform its functions.
4. Members of the Panel shall be appointed in their own right, not as representatives of any interests or institutions.
5. Members will be appointed for an initial term of up to five years. Terms of appointment may be renewed.
6. The Registrary shall appoint the Secretary of the Panel.
7. The Panel may set procedures regulating its own activities, including procedures for the summary resolution of a claim by one or more members of the Panel. The Panel may at its discretion hear oral evidence or submissions from the parties involved and may at its discretion allow the parties to be represented at such a hearing.
8. The activities of the Panel shall be reviewed by the University Council every three years.

**Investment Board**

The role of the Investment Board is to advise the Council, through its Finance Committee, on matters relating to the Cambridge University Endowment Fund (CUEF), and on any other investment matters upon request, working closely with the University’s Investment Office and with the advice and assistance of appropriate consultants where necessary.

The objectives of the Investment Board are:

(a) to propose and agree with the Council in its capacity as Trustee of the CUEF investment objectives for the CUEF and to recommend for agreement by the Council an investment strategy appropriate to those objectives;
(b) to advise the University’s Investment Office on asset allocation for the CUEF;
(c) to advise the University’s Investment Office on investment opportunities and the management of investments;
(d) to advise on the operational framework for the role of the Chief Investment Officer and to advise the Vice-Chancellor on the selection, terms and conditions of the appointment, on the resources and budget necessary to support the Chief Investment Officer’s work, and on the evaluation of the performance of the individual appointed to this role against the objectives agreed by the Council;
(e) to monitor the performance of the CUEF against appropriate benchmarks;
(f) to submit an annual report to the Council.

**Remuneration Committee**

1. Purpose

1.1. The purpose of the Committee is to provide independent scrutiny to the operation of a fair, consistent, transparent and effective system of remuneration for senior staff in support of the
The Committee will consider and recommend to the Council remuneration matters for the senior staff of the University, taking account of recruitment and retention needs. The Committee’s remit shall include receiving information on remuneration matters from Cambridge Assessment and Cambridge University Press and other associated entities as appropriate. The duties of the Committee are set out at paragraph 3 below.

1.2. The Committee shall provide advice to the Vice-Chancellor on matters within its remit either as the Vice-Chancellor so requests or as the Committee considers appropriate.

1.3. The Human Resources Committee shall be responsible for broader matters of remuneration strategy and policy. The Remuneration Committee may refer matters of policy and of operation to that Committee for consideration and where appropriate for decision.

2. Membership

2.1. The membership of the Committee shall be determined by Council. It will comprise:

2.1.1. a Chair who will be an external member of the Council,

2.1.2. four other members at least two of whom will also be members of the Council.

2.2. The members at 2.1 shall be appointed by the Council.

2.3. Attending officers shall be:

2.3.1. the Vice-Chancellor (ex officio);

2.3.2. the Pro-Vice-Chancellor (Institutional and International Relations), and

2.3.3. the Registrary (Secretary).

2.4. The Committee may invite others to attend as it considers necessary. The Director of Human Resources will ordinarily attend to provide procedural advice and to support the Registrary in the administration of Committee business.

2.5. The Chair may appoint a deputy to take her/his place for specific meetings or purposes.

2.6. Members shall serve on the Committee for a period that is co-terminous with their period of appointment to Council, or a period of three years in the case of non-Council members.

2.7. Members may be re-appointed to serve provided that no member shall serve more than two full terms.

2.8. The Committee may agree to invite other officers to meetings to report on specific matters or present papers.

2.9. The quorum shall be the Chair plus two of those members at 2.1.3.

3. Duties

1 The following terms are defined for the purposes of these terms of reference as follows:

Senior staff are Grade 12 officers and other postholders in institutions for which the Council is the competent authority and such other senior posts as may be determined from time to time.

Remuneration is taken to include basic stipend or salary, additional payments related to the role of the individual, including bonus and market payments, pension contribution, shared equity scheme, relocation terms, salary sacrifice arrangements and CAMbens benefits.

Stipend is a term used for the basic salary of established officers, also referred to as pay.

Salary is a term used for the basic salary of unestablished and assistant staff, also referred to as pay.
Vice-Chancellor

3.1. To recommend to the Council the stipend and conditions of employment of the Vice-Chancellor at appointment and thereafter every two years (or such other period as the Council may determine) for the period of her or his employment.

3.2. To recommend to the Council the objectives of the Vice-Chancellor and the process of evaluating performance against those objectives.

3.3. To carry out the annual evaluation of the Vice-Chancellor’s performance against the objectives for report to, and approval by, the Council.

Pro-Vice-Chancellors, Registry and Chief Financial Officer

3.4. For the offices of Pro-Vice-Chancellor, Registry and Chief Financial Officer:

3.4.1. to recommend to the Council the range for the stipend of the office on appointment;

3.4.2. on the recommendation of the Vice-Chancellor, to approve the individual stipends and conditions of employment of the office-holders on appointment; and

3.4.3. to provide advice to the Vice-Chancellor in relation to contribution exercises relevant to the office-holders and on any other aspects of their remuneration as the Vice-Chancellor so requests (see further paragraph 3.6 below).

Grade 12 and other senior staff (save for those specified above)

3.5. Market Pay:

3.5.1. to receive plans from institutions relating to their remuneration strategies for Grade 12 posts where market pay may be relevant. Where possible, the Committee should be apprised at an early stage of the proposed salary ranges for those posts so that it may, as necessary, approve the range within which negotiation with a successful candidate may be concluded. The Committee should expect a reasoned case in advance where it is anticipated that a market payment of 10% or higher of the lowest salary point of the grade or band might be necessary;

3.5.2. in relation to recruitment and retention cases, to consider and, if appropriate, to approve market payments to Grade 12 post holders where such payments exceed 10% of the lowest salary point of the grade or band²; and

3.5.3. in relation to market payments made under paragraph 3.5.2, to consider and, if appropriate, to approve renewal of those market payments.

3.6. Contribution payments:

3.6.1. to receive a biennial report from the Vice-Chancellor’s Advisory Committee for Supplementary Payments for Non-Academic Officers in Grade 12; and

3.6.2. to receive a biennial report from the Vice-Chancellor’s Advisory Committee on Professorial Pay.

3.7. Incentive schemes: to review and, if appropriate, to approve individual and group incentive schemes.

² See further paragraph 7.3.
3.8. **Severance payments**: to review and, if appropriate, to approve severance terms for professors, academic-related staff in Grade 12 or other such senior staff of the University as may be determined by the Committee from time to time.

3.9. **Other Remuneration Committees**: to review, and as the Committee considers appropriate, to approve:

- 3.9.1. recommendations from the Remuneration Committee of the North West Cambridge Board;

- 3.9.2. recommendations from the Remuneration Committee of the Investment Office.

3.10. **Other advice**: to provide advice to the Vice-Chancellor on the remuneration packages of senior staff other than those covered by the above provisions as the Vice-Chancellor so requests or as the Committee considers necessary.

**Other matters**

3.11. **Payments to non-executive members**: to approve individual payments made to non-executive members of committees in accordance with policy set by the Council.

3.12. **Contribution increment schemes**: to consider and, as the Committee considers appropriate, to refer to the Human Resources Committee the development of best practice in the use of contribution increment schemes (or equivalent) for senior staff.

3.13. **Receipt of draft reports**: to receive and comment on draft reports including the annual Staff Statistical Report, Equal Pay Report, Gender Pay Gap Report and to consider other reports, papers and minutes as appropriate to the work of the Committee.

3.14. **Other**: to consider any other remuneration matters as may be referred to the Committee by the Council, or the Human Resources Committee or its working groups or other relevant bodies that may impact on senior salaries or salary policy.

4. **Operation**

4.1. The Committee shall ordinarily meet in person, monthly in term.

4.2. Meetings may be cancelled if there is insufficient business.

4.3. The Committee may conduct business by correspondence where appropriate. Any decision taken by correspondence shall be formally noted by the Committee at its next meeting.

4.4. In cases of exceptional urgency, the Chair may act on behalf of the Committee, but shall endeavour to consult with the Vice-Chancellor and Pro-Vice-Chancellor for Institutional and International Relations before making a decision. Any decisions taken by the Chair in this way shall be reported to the Committee as soon as possible thereafter.

4.5. Members will be required to declare any specific conflicts of interest. In particular, the Vice-Chancellor, Pro-Vice-Chancellor for Institutional and International Relations and the Registrary will absent themselves from any discussion about their own remuneration. It is noted that there will be remuneration matters in which most or all members will have an interest.

4.6. Formal minutes will be kept of the Committee’s business.

5. **Reporting and administration**
5.1. A written report of the Committee's business will be made to Council under Reserved Business as soon as reasonably possible after each meeting of the Committee. An oral report may be made to the Council in addition, if appropriate.

5.2. In the interests of transparency reports of the Committee's business will be published on the University's governance website after the report has been made to Council.

5.3. In reporting the Committee’s business no individual’s salary figures shall be stated other than, when reporting to the Council, the salary figures of the Vice-Chancellor and the Vice-Chancellor Elect.

5.4. A member of the Council can request to see the Committee papers on application to the Secretary for the purposes of discharging his or her duties as a member of the Council.

5.5. The Committee papers will be circulated under confidential cover five working days in advance of each meeting.

5.6. Apologies for absence should be made to the Secretary.

5.7. Draft minutes will be circulated to all Committee members within one week of the meeting.

6. Review

6.1. The Terms of Reference shall be reviewed annually to ensure the Committee is operating effectively and fulfilling its purpose and to adapt to any changes in approach and structures.

7. Authority

7.1. The Council is the competent authority in relation to University officers appointed to Council institutions. The Council also makes such decisions concerning senior staff of the University as may be delegated to it under the Statutes and Ordinances of the University and by Grace of the Regent House.

7.2. The Remuneration Committee is a committee of the Council which acts on the Council’s behalf in accordance with its terms of reference, as approved from time to time by the Council.

7.3. In accordance with paragraph 6.4 of the Joint Report of the Council and the General Board on amendments to the pay and grading scheme for non-clinical staff implemented following the Second Joint Report of 25 July 2005 (Reporter, 6302, 2012–13, p. 423), as approved by Grace 2 of 22 May 2013, the Committee has authority to approve market pay for professorial or equivalent staff, i.e. those in Grade 12, as noted below:

The HR Committee, or for professorial or equivalent staff the Remuneration Committee of the Council (REMCO), must also approve the award where the market pay exceeds 10% of the lowest salary point of the grade (or in the case of grade 12, the lowest salary point of the relevant band).

3 Statute C I 1(b).
4 Including the nomination of the Vice-Chancellor under Statute C III 1, the appointment of the Pro-Vice-Chancellors under Statute C III 15, and the appointment of the Registrary under Statute C VI 2.
**Risk Steering Committee**

The RSC is an operational committee set up by the Council to oversee the risk management process of the University. The RSC reports to the Audit Committee and Council.

The RSC:

1. Oversees the Risk Management process of the University as a whole, on behalf of Council;
2. Recommends an appropriate risk appetite or level of exposure for the University;
3. Ensures compliance with HEFCE guidelines;
4. Identifies and quantifies fundamental risks affecting the University, and ensures that arrangements are in place to manage those risks;
5. At least annually, reviews fundamental risks and their controls and reports to Council;
6. Annually reviews the Risk Registers of Schools and NSIs;
7. Informs the Audit Committee on risks and controls that should be included in the Audit needs assessment, ensuring the integration of Internal Audit into risk management;
8. Oversees arrangements for emergency and continuity management on behalf of the Council to include maintaining the University's policy and receiving the annual report summarising the status of local emergency action plans, the work of the University Silver Team and other activities.
9. Overviews the University’s Prevent Risk Register.
10. Helps embed a risk management culture into major decision-making through risk education, high level controls and procedures;
11. Considers major decisions affecting the University’s risk profile or exposure;
12. Recommends to Council a suitable risk management policy for the University.

The RSC will in addition bring reports as necessary to the General Board, Audit Committee, the Planning & Resources Committee and the Finance Committee, and other central committees.

**Standing Appointments Committee for the Unified Administrative Service**

Statutes and Ordinances, 2017
Ordinances, p. 693-5, Regulations 6-8.
Biomedical Services Governance and Strategy Committee

Constitution

Membership

- Senior Pro-Vice Chancellor (Chair)
- Director, Division of Health, Safety and Regulated Facilities (Secretary)
- Establishment Licence Holder
- Head of the School of the Biological Sciences (or senior academic as Deputy)
- Head of the School of Clinical Medicine (or senior academic as Deputy)
- Chair, AWERB Standing Committee
- Chair, Facilities Operations and Management Committee
- Two external members appointed by the General Board and the Council to serve for periods of three years – one from a Russell Group University and one from Industry
- The Committee may co-opt up to two additional members to the Committee as required to serve for a year at a time

In Attendance

- Welfare Director (Biomedical Services)
- Operations Director (Biomedical Services)
- Facilities Director (Biomedical Services)

Invited

- Home Office Inspector (one or more)
- Named Person (As Required)

Terms of Reference

Role

- The Committee will have overall responsibility, and authority, for setting the strategic direction for Biomedical Services in the University, for ensuring that the governance systems that support this are legally compliant and fit for purpose, for the financial sustainability of the service, and for providing facilities and staff that support the needs and direction of biomedical research in the University;

- The Committee will have responsibility for setting high level policy as it relates to the housing of animals acquired for or used for a scientific purpose and the type of animals and nature of the research considered ethically appropriate for the University;

- The Committee will receive the minutes and an Annual Report from the AWERB Standing Committee and as appropriate advise the Establishment Licence Holder on the independence, efficiency and effectiveness of AWERB;

- The Committee will receive the minutes and an Annual Report from the Facilities Operations Management Committee and as appropriate advise the Director of Health, Safety and Regulated Facilities on the efficiency and effectiveness of Biomedical Services;

- The Committee will own the University Biomedical Services/Animal Research Risk Register
f. The Committee will commission and oversee external reviews of Biomedical Services.

g. The Committee will receive annual financial summaries of UBS facilities and endorse
the charging structure and rates as in accordance with University and Research
Sponsor requirements.

Frequency of Meetings
a. Once per term.

Reporting Lines
a. Formally to the General Board and the Council;
b. Minutes to be sent also to the Councils of the Schools of the Biological Sciences, Clinical
Medicine, Physical Sciences, and Technology for information;
c. Minutes to be available online (Cam-only)

Buildings Committee
The Buildings Committee shall be a joint committee of the Council and the General Board. It shall
be the duty of the Buildings Committee:

(a) within the terms of sites and buildings approved by the Council, the Finance Committee, and
the General Board from time to time:

i. to consider and give technical approvals for building proposals submitted to them
in accordance with regulations for sites and buildings approved by the Council, the
Finance Committee, and the General Board;
ii. to consider and give such approvals as it thinks fit for the delegation of
responsibility for maintenance and building work; and
iii. to oversee applications for planning approvals on University land;

(b) to maintain general oversight over the technical aspects of the erection of any new building
or the alteration of any existing building;
(c) to advise on the annual budget needed in the Building Maintenance Fund;
(d) to perform such other duties as the Council and General Board may from time to time direct.

Equality and Diversity Committee
- To agree and oversee the strategic direction and implementation of equality and diversity
  policies and practices within the University of Cambridge
- To oversee the activities taking place across the respective diversity networks and
  representative forums
- To champion and promote diversity within the University to ensure that Equality and
  Diversity is supported at senior level.
- To ensure the University's Equal Opportunities Policy is supported by action plans, guidance
  and functions in relation to the requirements of the Equality Act 2010 for all protected
  characteristics.
- To oversee University practice in respect of all areas of equality, to mitigate any risk of
  disadvantage for particular groups.
- To review and approve annual reports in respect of equalities analysis, information and
  progress (as required by the Equality Act 2010 and related legislation)
– To receive and review monitoring data in respect of diversity (as required by the Equality Act 2010)
– To receive and consider the implications in respect of changes in statutory requirements as they relate to equality and diversity

**Environmental Sustainability Strategy Committee**

**Organisation**

The organisational arrangements are as follows:

- The Committee is chaired by the Vice-Chancellor (or a duly appointed deputy).
- The Committee is a joint committee of the Council and General Board with indirect reporting lines to Planning and Resources Committee and the Estates Strategy Committee.
- The Secretary of the Committee is the Director of Estate Strategy and the Assistant Secretary is the Head of Environment and Energy.
- The Committee meets at least six times per year.

**Membership**

The ESSC consists of the following members:

- The Vice-Chancellor or a duly appointed deputy (Chair)
- Three members nominated by the University Council, of whom one shall be a member of the Council
- Three members appointed by the General Board, after consultation with the Heads of School
- Two student members appointed by the Committee, one on the nomination of the CUSU Executive and one on the nomination of the Graduate Union Executive Committee
- The Chair of the Bursar’s Environment and Planning Sub-Committee or his or her deputy appointed from amongst the Bursars serving on the Sub-Committee
- Up to four further members co-opted by the Committee for their expertise, of which two may be external members

**Officers in attendance**

- Director of Estate Strategy
- Director of Finance
- Director of Information Services
- Head of Environment and Energy
Terms of reference

The terms of reference are to:

- provide strategic oversight of the University’s commitment to environmental sustainability embodied in its Environmental Sustainability Policy and Strategy
- recommend for approval strategies, policies, procedures, guidance notes and action plans in connection with environmental sustainability
- review and recommend the strategies, policies, procedures, guidance notes and action plans of other committees in connection with environmental sustainability where appropriate
- make recommendations to the Planning and Resources Committee in relation to resource requirements for the implementation of the policy
- monitor progress against the implementation of policy and produce an annual environmental sustainability report that will be made publicly available
- take forward strategic decisions relating to agreed policies within the area of environmental sustainability
- require that Schools/Institutions produce and implement environmental sustainability management plans that identify actions to improve performance and allocate appropriate resources
- review and comment on these plans, with authority to refer a matter to the appropriate School/Institution with a recommendation for action
- oversee the delivery of supporting policies and plans including, but not limited to, the Carbon Management Plan, Travel Plan and Sustainable Procurement Policy
- direct the implementation of the Energy and Carbon Reduction Project and authorise the use of ECRP funding
- act as ambassadors for Environmental Sustainability matters at the University.

Estates Strategy Committee

1. The Estates Strategy Committee will be chaired by the Pro-Vice-Chancellor (Planning and Resources) and will be a sub-committee of the Planning and Resources Committee. The Committee will have strategic oversight over both the operational and non-operational estates. The powers and oversight exercised by the Finance Committee in determining disposals, transfers, and leases under the terms of Regulation 2(a) of the Ordinance on Financial Matters (Statutes and Ordinances, p. 1025) remain unchanged.

2. The Committee is constituted as follows:
   a. The Pro-Vice-Chancellor (Planning & Resources) as Chairman
   b. Chair of the Environmental Sustainability Strategy Committee
   c. The Regius Professor of Physic
   d. Two Heads of School, appointed by the General Board of the Faculties
   e. Two members of the Council, appointed by the Council
   f. The Chair or Deputy Chair of the West and North West Cambridge Estates Board
   g. The Chair of the Buildings Committee

3. The Committee will also work closely with Cambridge University Press and Cambridge Assessment with respect to their estate plans and developments within the delegated powers provided to each under Statute J and the Sites and Buildings Regulations respectively. The Chief Executive Officers (or their senior representatives) of both
organizations will be invited to attend meetings of the Committee. The Director of Estate Strategy and the Registrary will attend meetings.

4. To ensure effective communication with all Schools, access to the papers for the Committee will be provided to all School offices.

5. The terms of reference of the Estates Strategy Committee are, subject to the provisions of the Statutes and Ordinances and the Sites and Buildings Regulations (Statutes and Ordinances, p. 1037):

   a) To prepare a long-term estates strategy for approval by the General Board and the Council on the recommendation of the Planning and Resources Committee. The Committee is charged with the periodic review of the Strategy, which will include within it the whole of both the operational and non-operational estates, including the land and property holdings for which the West and North West Cambridge Estates Syndicate is responsible, and will take into account the needs and opportunities arising from the estate plans of Cambridge University Press and Cambridge Assessment;

   b) To recommend principles and policies for transport, environmental, architectural, and spatial design across the University estate;

   c) To recommend investments or disinvestments in the land and property holdings of the University in pursuance of the agreed long-term estate strategy for the University;

   d) To maintain oversight over proposed developments on the University estate to ensure their consistency with the agreed long-term estate strategy and the agreed principles and policies for all aspects of planning and design;

   e) To establish and consider reports from groups with responsibility for promoting and overseeing the development of particular sites and master plans within the University’s estate;

   f) To carry out such other functions as may be assigned to the Committee by the General Board and the Council.

Health and Safety Executive Committee

Statutes and Ordinances, 2017
   − Ordinances Chapter I, p.134

Human Resources Committee

Membership

The Human Resources Committee shall be a Joint Committee of the Council and the General Board and shall consist of:
(a) the Pro-Vice Chancellor for Institutional and International Relations (Chair), ex officio;
(b) two members of the Council, appointed by the Council;
(c) one member of the General Board, appointed by the General Board;
(d) two Heads of Schools or their duly appointed representatives, appointed by the General Board;
(e) three Heads of Institutions who are not members of the Council or the General Board, appointed by the General Board;
(f) one person nominated by the Postdoctoral Matters Committee, appointed by the General Board;
(g) the Registrary, ex officio; and
(h) up to four persons co-opted by the Committee
Attending: the Director of Human Resources as Secretary, the Assistant Directors of Human Resources and the Director of Communications. Other persons shall attend when appropriate according to the business under consideration.

Members in classes (b) to (f) shall serve for three years from 1 January next following their appointment. Members in class (h) shall be co-opted by the Committee to serve for one year from 1 January.

Frequency of Meetings and Quorum

The Committee shall meet six times a year, provided that additional meetings may be arranged if necessary. No decision shall be made unless at least six members of the Committee, or at least fifty per cent of the members, whichever is the greater number, are present for the consideration of the relevant business.

Terms of Reference

The duties of the Committee shall be:
(a) to recommend to the Council and the General Board, as appropriate, HR strategies, policies and procedures required to meet the University’s institutional requirements, having particular regard to the University’s mission statement, and to fulfil its statutory obligations;
(b) to review from time to time the effectiveness of such strategies, policies and procedures;
(c) to discharge such duties as required of it under those strategies, policies and procedures;
(d) to refer to the Planning and Resources Committee, or other competent body, any proposals that have substantial resource implications;
(e) to receive from the Remuneration Committee of the Council matters relating to reward policy and to consult with that Committee on the impact of any relevant changes in policy and practice;
(f) to receive regularly statistics on the staff employed by the University and persons applying for employment at and leaving the employment of the University;
(g) to determine the arrangements for employee relations, staff development and training and equality and diversity in respect of staff; and
(h) to consult the Colleges through the Colleges Committee over matters of mutual concern relating to the terms and conditions of employment of staff.

Information Services Committee

1. The Information Services Committee shall be a Committee of the Council and the General Board, and shall consist of:

a. the Vice-Chancellor (or a duly appointed deputy) as Chairman;
b. three persons appointed by the Council after consultation with the General Board;
c. one person appointed by the Council who is not a member of the Regent House;
d. three persons appointed from among the Heads of the Schools by the General Board;
e. two persons appointed by the Colleges’ Committee;
f. one person appointed by the Library Syndicate;
g. the Registrary;
h. two members of the University in *statu pupillari*, co-opted by the Committee, one of whom shall be a graduate student;
i. one person co-opted by the Committee, although it shall not be obligatory for the Committee to exercise this power.
2. The Director of Information Services shall be the executive officer of the Committee.

3. The appointment of members in classes (b), (c), (d), (e) and (f) shall be made in the Michaelmas Term for periods of four years from 1 January following. Two members in class (b), the member in class (c), one member in class (d) and one member in class (e) shall be appointed to serve in a year when the calendar year is odd; one member in class (b), two members in class (d), one member in class (e) and the member in class (f) shall be appointed to serve in a year when the calendar year is even. Co-opted members in classes (h) and (i) shall serve until 31 December of the year following that in which they are co-opted, provided that if a member in class (h) ceases to be in statu pupillari he or she shall thereupon cease to be a member in that class.

4. The Registrary shall appoint the Secretary of the Committee, in consultation with the Chairman.

5. It shall be the duty of the Committee:

   a. to establish and keep under review, subject to the approval of the Council and the General Board and, where appropriate, the Colleges, a strategy for information services, and staffing requirements, across the University and Colleges in support of research, teaching and administration;
   b. to promote the effective and efficient implementation of the information strategy where appropriate throughout the University and the Colleges, to advise on developments in information technology and its implementation, including the sharing of experience and solutions;
   c. to establish mechanisms to ascertain information requirements of users across the University and the Colleges, and ensure that these requirements inform the strategy under (a) above;
   d. to ensure, through the Director of Information Services, that any such information policies, facilities, and services provided by the University Information Services are operating effectively and are fit for purpose, and to approve general principles for the allocation of resources and priorities in the use of information technology facilities;
   e. to review and propose the budget for the University Information Services, on advice from the Director of Information Services;
   f. to be responsible for ensuring that appropriate project and budgetary management and control mechanisms are in place for such major information systems and technology projects as the Council or the General Board may from time to time determine, and to be accountable for the funds allocated for such projects;
   g. to ensure that all centrally provided systems and services provide value for money;
   h. to set, consulting the Councils of the Schools, Colleges and other institutions as necessary, minimum standards of service to be provided;
   i. to be responsible for the regulation and security of the use of information technology facilities within the University, and of such computing facilities in College institutions as may be designated for this purpose from time to time by the appropriate College authorities concerned, and for this purpose to make, or amend, and publish rules, subject to approval by the competent authority, and to impose on a person infringing one or more of those rules either or both of the following penalties:
      (i) the suspension of authorization to use computing resources for such a period as the Information Services Committee shall determine;
      (ii) a fine not exceeding £175.
   j. to make an annual report to the Council and the General Board and to the Senior Tutors’ and Bursars’ Committees, that report to include a review of the strategy for information services.
6. The Committee shall establish such sub-committees, or other bodies reporting to it, as it considers necessary effectively to discharge its duties.

**International Strategy Committee**

i. The International Strategy Committee is a joint committee of the General Board and the Council. The Committee shall exercise general oversight of the international strategy and international partnerships of the University.

ii. The Committee shall consist of:

a. the Pro-Vice-Chancellor (Institutional and International Relations), as Chair;
b. no less than seven persons appointed by the General Board chosen to represent a range of institutional interests, of whom a number, to be determined by the Board, shall also be members of the General Board;
c. two persons appointed by the Council.
d. The Committee may, from time to time, invite other persons to attend for particular items of business.

iii. Members in class (b) who are also members of the General Board shall serve for so long as the Board may determine. Other members in class (b) shall serve for three years from the date of their appointment, renewable for a further term of three years.

iv. The Secretary of the Committee shall be the Head of the International Strategy Office.

v. The Committee shall meet at least twice in each academic year. The Chair may call special meetings of the Committee. Agenda and papers shall be circulated one week in advance of the meetings, with an allowance for the circulation of supplementary agenda and papers; unless unavoidable, substantive business will be circulated not later than two days before the meeting. Members of the Committee are requested to declare any items of business in which they have a personal interest.

vi. It shall be the duty of the Committee to:

a. set the University’s international strategy at both the global and the country-specific level, paying due regard to the University’s international objectives and global reputation, and ensuring appropriate coordination with the University’s research strategy;
b. keep the University’s international engagements under review, recommending action to continue, enhance or discontinue individual activities as appropriate in accordance with the international strategy;
c. advise the Council and General Board on international strategy and policy;
d. advise the Council and General Board on any other matters about which it considers those ought to be informed;
e. consider any relevant business referred to it by the Council, General Board or any other body.

**Nominating Committee for Office of Pro-Vice-Chancellor**

Statutes and Ordinances, 2017

Statute C III 16:
Planning and Resources Committee

Constitution as proposed in the Consultative report of the Council on matters relating to central administration and management; Reporter, 10 March 2004, pp.537-540.

The Planning and Resources Committee is to be responsible for advice to the central bodies about major strategic matters, and for the conduct, subject to the responsibilities of the Council and the General Board, of the higher-level planning and resource management of the University including, with advice from the Finance Committee, proposing the University budget to the Council and the General Board. The Committee would be responsible for the process by which strategic frameworks are prepared, and new, or revised, academic, financial, and estates policy frameworks determined.

Prevent Committee

The Prevent Committee is a joint committee of the Council and the General Board. The Committee will exercise general oversight in ensuring that the University meets its obligations under Section 26 of the Counter-Terrorism and Security Act 2015 (‘the Act’). The Act requires the University in the exercise of its functions: (i) to have ‘due regard to the need to prevent people from being drawn into terrorism’; and to have regard to its statutory duties with regard to academic freedom and freedom of expression.

It shall be the duty of the Committee:

- To set the University’s strategy in the eleven areas of activity in which the University is required to deliver compliance with the legislative guidance under the Prevent duty and to agree and oversee the implementation of that strategy;
- To establish and keep under review underpinning policy and procedures, ensuring that these are robust, transparent, risk-based and proportionate;
- To be vigilant and mindful that the Act requires the University to have particular regard to its statutory duty with regard to freedom of expression and to the importance of academic freedom;
- To review and, as necessary, revise the University’s Prevent risk register and action plan;
- To engage actively with relevant partners and, in particular, the Colleges, Cambridge University Press (CUP), Cambridge Assessment (CA) and the Student Unions;
- To monitor and review the resource requirements involved in delivering compliance with the guidance;
- To ensure the University meets its reporting requirements to the HEFCE, acting under the latter’s delegated authority from the Secretary of State for Business, Innovation and Skills for monitoring compliance with the duty in the higher education sector in England;
- To act as the body responsible for considering and, as necessary, reporting to the HEFCE (and to other relevant bodies) any serious issues related to the University’s Prevent duty responsibility as soon as possible after they occur and, in response to such incidents, reviewing and, as necessary, revising the University’s approach to the Prevent duty.
The Committee is constituted as follows:

(a) The Pro-Vice-Chancellor (Institutional and International Relations) as chair;

(b) Ex officio membership:

i. University
   The Pro-Vice-Chancellor (Education);
   The Head of the Office of Post-Doctoral Affairs;
   The Head of the Registry’s Office;
   The Academic Secretary;
   The Director of HR
   The Director of Health, Safety and Regulated Services;
   The Head of Internal Communications;
   The Deputy Director, Information Management, UIS;
   The Presidents of the CUSU and the GU (for unreserved business);

ii. Colleges
    The Chair of the Colleges’ Committee;
    The Secretary of the Senior Tutors’ Committee
    The Head of the Office of Intercollegiate Services

iii. Cambridge University Press/Cambridge Assessment
     A representative from CUP/CA

(c) One Head of School, nominated by them from amongst their number;
(d) One person appointed by the Council from amongst its number.
(e) The Senior and Junior Proctors

The University Security Advisor is in attendance. The Chair of the Committee may, from time to time, invite other persons to attend for particular items of business in a non-voting capacity.

The Registrary shall appoint the Secretary of the Committee, in consultation with the chair.

Members in classes (a)-(d) shall be appointed in the Michaelmas term to serve for two years from 1 January. The Junior and Senior Proctors will serve for the period of their terms in office.

The Committee will meet once a term. The chair may call additional meetings as required. The Committee may also determine business by circulation.

Any eight members shall constitute a quorum. Decisions shall be reached by consensus or, at the discretion of the Chairman if required, by simple majority vote of those members present and voting, with the Chairman’s vote being casting if necessary. The same principles regarding decision-making shall be observed in the case of business progressed electronically.

The Committee has the right to establish such working groups as may be necessary from time to time.

Resource Management Committee

The Consultative Report of the Council on matters relating to central administration and management…” (Reporter, 10 March 2004) confirmed that the Resource Management Committee should continue formally to be a joint committee of the Council and the General Board, dealing
with the detailed work of resource allocation, but now reporting principally through the Planning and Resources Committee (PRC), with responsibilities focused on:

− management of the Resource Allocation Model (RAM) and its implementation, noting that as authority was decentralized to the Schools this work should increasingly concentrate on implementation of decision-making arising from use of the RAM;
− advising the PRC on allocations for central heads of expenditure;

University Postdoctoral Matters Committee

1. There shall be a University Postdoctoral Matters Committee, which shall be a joint committee of the Council and the General Board, and shall consist of:
   (a) the Pro-Vice-Chancellor (Research) as Chair;
   (b) the Pro-Vice-Chancellor (Institutional and International Relations);
   (c) the Director of the Human Resources Division or his or her deputy;
   (d) two persons appointed by the Council;
   (e) two persons appointed by the General Board;
   (f) a Head of House appointed by the Colleges’ Standing Committee;
   (g) two postdoctoral staff members from the Postdocs of Cambridge Society (PdOC) appointed by the General Board on the nomination of the PdOC Society Committee;
   (h) up to no more than three members co-opted by the Committee, although it shall not be obligatory for the Committee to exercise this power.

2. Members in classes (d), (e) and (f) shall be appointed in the Michaelmas Term to serve for four years from 1 January next following their appointment. Co-opted members shall serve until 31 December of the year in which they are co-opted or of the following year as the Committee shall determine at the time of their co-optation. Members in classes (g) and (h) shall be appointed in the Michaelmas Term to serve for either one or two years from 1 January next following their appointment, as the Committee shall determine at the time of their appointment.

3. The Head of the Office of Postdoctoral Affairs shall attend meetings of the Committee and shall act as Secretary.

4. It shall be the duty of the Committee to:
   (a) set a strategy for postdoctoral matters in the University;
   (b) secure and allocate resources to deliver that strategy;
   (c) oversee the delivery of that strategy by the Office of Postdoctoral Affairs;
   (d) supervise the management of the Office of Postdoctoral Affairs;
   (e) make an Annual Report to the Council and the General Board and such other reports as the Council or General Board may require.

5. The Committee shall meet at least twice each year.

6. The University Postdoctoral Matters Committee shall have authority to establish such sub-committees reporting to the Committee as it sees fit.
University Sports Committee

The University Sports Committee is a joint committee of the Council and General Board. It is the duty of the Committee to:

(a) set a strategy for University sport;
(b) secure and allocate resources to deliver that strategy;
(c) oversee the delivery of that strategy by the University Sports Service;
(d) make provision for the registration of and allocation of funds to sports clubs;
(e) manage risks relating to sport in the University, in consultation with other bodies as appropriate;
(f) make an Annual Report to the Council and the General Board and such other reports as the Council or General Board may require.

JOINT COMMITTEE OF THE COUNCIL AND THE COLLEGES

Joint Committee on Development

The duties of the Joint Committee shall be:

1. (a) to monitor the performance of, and recommend revisions to, the overall strategy for fund-raising on behalf of the University and the Colleges;
2. (b) to keep under review and facilitate the relationships and links between the University and the Colleges and their members;
3. (c) to facilitate and support effective collaboration between the University and the Colleges;
4. (d) to establish, implement, and ensure the effectiveness of codes of practice and policies in support of its remit;
5. (e) through its Cambridge in America Sub-Committee; receive and review the budget and work plan for collaborative activity in fund-raising undertaken through the office of Cambridge in America in the USA, and any such similar bodies that may be established in future on a jointly funded basis elsewhere in the world, and to recommend them to the Planning and Resources Committee and the Colleges’ Bursars’ Committee for approval.
Chapter 6

KEY CONTACTS

Members of the Council have significant responsibilities as Charity Trustees and are required to take important decisions in the interests of the University as an institution. It is important, therefore, that they engage with one another and with the most senior officers of the University. The following list of names and contact details may prove useful.

To access University phone numbers from outside use 01223 3(3xxxx) or 01223 7(6xxxx)

This information is restricted and has been removed from this edition of the Handbook
Chapter 7

MEMBERSHIP (MARCH 2018)

The Chancellor and the Vice-Chancellor

To 31 December 2018

Elected as Heads of Colleges - class (a)
The Reverend Dr Jeremy Morris, TH
Professor Susan Smith, G

Elected as Professors or Readers - class (b)
Professor Ross Anderson, CHU
Dr Susan Oosthuizen, W

Elected as members of the Regent House - class (c)
Dr Richard Anthony, ED
Dr Ruth Charles, N
Dr Nicholas Holmes, T
Dr Alice Hutchings

External members - class (e)
Mr Mark Lewisohn, CHR
Mr John Shakeshaft, T

1 July 2016 to 30 June 2017

Student members - class (d) (i), (ii) and (iii)
Ms Daisy Eyre, JE (i)
Dr Darshana Joshi, HH (ii)
Ms Umang Khandelwal, N (iii)

To 31 December 2020

Dr Anthony Freeling, HH
Professor Michael Proctor, K
Professor Nick Gay, CHR
Professor Fiona Karet, DAR
Dr Stephen Cowley, EM
Dr Mark Wormald, PEM
Dr Jennifer Hirst, JE
Ms Jocelyn Wyburd, CL
Ms Sara Weller
Professor Sir David Greenaway
Chapter 8

MEETING DATES

**Fixed**

22 January 2018
19 February
19 March
23 April
21 May
18 June
16 July
24 September

15 October 2018
19 November
10 December
21 January 2019
18 February
18 March
15 April
20 May
17 June
15 July
23 September

**Provisional**

14 October 2019
18 November
9 December
20 January 2020
17 February
16 March
20 April
18 May
15 June
13 July
21 September
Chapter 9

INSURANCE

An overview of the University’s insurance programme intended for the wider University audience is provided in the University of Cambridge Financial Procedures Manual (www.admin.cam.ac.uk/offices/finance/procedures). The following statement is a brief summary of the cover provided under the Director’s & Officers Insurance policy which is purchased by the University to protect personal liabilities which may arise out of the duties of individual directors and officers of the University.

The Policyholder:

The Chancellor Masters and Scholars of the University of Cambridge.

This includes the Schools, Faculties and Departments of the University and named subsidiary companies. Newly formed and acquired subsidiaries are automatically covered from the date of creation or acquisition.

Insured Persons:

Directors of the University of Cambridge
University Officers including employees acting in a managerial or supervisory capacity
Members of the Regent House
Members of the Council or any standing committee of the Council
Members of the General Board of the Faculties
Members of the Board of Scrutiny
Trustees of a University Trust Fund

The policy also extends to cover individuals who at the specific request of the University hold positions as directors, officers, trustees, governors and positions of equivalent status with any other company or non-profit organisation excluding any organisation registered, domiciled or incorporated in North America.

The Cover:

The policy will provide indemnity to an insured person for their liability at law to pay a claim for damages, compensation, contributions and judgements arising from an error, misstatement, misleading statement, act, omission or breach of duty committed solely in their capacity as a director or officer. The policy also provides cover for any defence costs.

The limit of indemnity is £5,000,000 any one claim (including defence costs) and in the aggregate in any one period of insurance.

The policy contract and interpretation is subject to the laws of England, Scotland, Wales and Northern Ireland. The policy coverage is applicable to incidents occurring worldwide.

There is no excess, other than for North American Claims where an excess of USD 35,000 applies to each and every claim.

Exclusions:

The policy excludes claims arising from:
Pension Trustee Liability
Prior Knowledge
Pollution clean-up costs
Fraud or Dishonesty
Illegal Profit or Advantage
Sale of Securities
Deliberate Acts
Failure of Investments
Indemnity which is prohibited by restriction imposed by law, sanction or regulation.

Claims relating to the following are covered by either a Public Liability or Professional Indemnity policy and are therefore excluded from the Directors and Officers Liability Policy:

Bodily Injury
Professional Service
Breach of Copyright

Claims Notification Requirement

The policy is an annual contract from 1st August to 31st July, cover is provided for all known circumstances and claims made against the insured and notified to insurers during the policy period and up to maximum of 30 days after expiry.

If an insured person retires from their position voluntarily the cover extends to include any claims brought against the individual and notified to insurers for a period of 72 months from the retirement date. Should an insured person lose their position due to any other reason the policy cover extends for 180 days from the date of termination.

It is a condition precedent to liability under the policy that the insurer is notified in writing immediately and not later 30 days after receipt any claim or when there is awareness of any circumstance which may result in a claim.

The insurer must have full control of the claim and the University and Insured Persons must provide any information and documentation relating to the circumstance. The insurer has the right to refuse indemnity if these conditions are not met.

Notwithstanding the claims notification conditions, cover is only triggered when a claim is made, intimated or other proceedings or investigations initiated against an insured person and notified to insurers. Where circumstances are known but no claim has been made there is duty on the policyholder to mitigate any potential claim and act as if they were not insured.

Information provided by the University's Head of Insurance (24 October 2016) and reviewed on 18 January 2018.
Chapter 10

WEBLINKS

Members of the Council will also find invaluable information via the following weblinks:

University legislation

The Statutes and Ordinances of the University of Cambridge and, in particular, Statute A and Chapter 1 of the Ordinances:
http://www.admin.cam.ac.uk/univ/so/

The University Reporter:
http://www.admin.cam.ac.uk/reporter/

Higher education governance: guidance

CC3 The Essential Trustee
http://www.charitycommission.gov.uk/Publications/cc3.aspx

CUC Code of Governance 2014

Key resources for members of the Council

The University website
http://www.cam.ac.uk/

The Governance website
https://www.governance.cam.ac.uk/Pages/default.aspx

Members of University Bodies
https://www.admin.cam.ac.uk/reporter/2016-17/special/06/

Allocations and budget report
https://www.admin.cam.ac.uk/reporter/2016-17/weekly/6469/section6.shtml#heading2-18

Reports and Financial Statements (including the statement of Corporate Governance)
https://www.admin.cam.ac.uk/reporter/2017-18/weekly/6489/section4.shtml

Annual Report of the Audit Committee
https://www.admin.cam.ac.uk/reporter/2017-18/weekly/6491/section1.shtml#heading2-5
Financial Regulations
http://www.admin.cam.ac.uk/offices/finance/regulations/index.shtml

Policy against bribery and corruption

The University’s Key Risk Register
https://www.registryoffice.admin.cam.ac.uk/audit-regulatory-compliance/risk-management/key-risk-register

University mission statement
http://www.cam.ac.uk/univ/mission.html

Information about the University (including facts and figures 2017) –
http://www.cam.ac.uk/about-the-university

Office for Students (OfS)
https://www.officeforstudents.org.uk/