

OXFORD UNIVERSITY GAZETTE



CONGREGATION 28 NOVEMBER: VOTING ON AMENDED STATUTE VI (CONCERNING COUNCIL)

Those attending the debate are strongly advised to bring this supplement with them

SUPPLEMENT (2) TO NO. 4788

WEDNESDAY, 22 NOVEMBER 2006

University Agenda

CONGREGATION 28 November 2 p.m.

Voting on amended Legislative Proposal: further proceedings at second meeting

At the meeting of Congregation held on 14 November, an amendment to the Legislative Proposal was approved on a division [*For*: 652; *against*: 507]. A verbatim report of the proceedings is published in Supplement (1) to *Gazette* No. 4788).

Regulation 2.10(1) of Congregation Regulations 2 of 2002 provides that if amendments to a Legislative Proposal are approved by Congregation under regulation 2.8, the proposal in question shall be republished in the *University Gazette* and printed so as to show the amendments made and there shall be further proceedings on it at a second meeting in accordance with regulations 2.11–2.16. In accordance with regulation 2.10(1) the amended Legislative Proposal showing the changes approved by Congregation to the Legislative Proposal published in Supplement (1) to *Gazette* No. 4787 is republished below (the amendments are underlined) and the further proceedings will take place on 28 November.

Guidance note: procedure to be followed on 28 November

The further proceedings on the amended proposal on 28 November will be held in the Sheldonian Theatre. Members of Congregation who wish to speak in the open debate are asked to inform Miss Jennifer Noon (jennifer.noon@admin.ox.ac.uk), if possible by 10 a.m. on 27 November, and also to indicate whether they wish to support or oppose the amended Legislative Proposal, as this will help to determine the order in which speakers are called. It may not be possible to call all who wish to speak. Further information on speaking in the debate will be circulated by e-mail and posted on the University Web site.

As it will not be possible, because of time constraints, to check the verbatim report of the proceedings with individual speakers before publishing, speakers are asked to provide their written texts to Miss Jennifer Noon on the day or to e-mail them to her (jennifer.noon@admin.ox.ac.uk) as soon as possible thereafter. At the conclusion of the debate voting will take place by paper ballot. Members

of Congregation will be required to identify themselves on their voting slips by name and signature and by college/department or faculty and to deposit their own voting slips in ballot boxes at the doors of the House. Slips will be sorted and counted by the Proctors, and will subsequently be kept in strict confidence by the Proctors for a period of six days after which they will be destroyed.

Information on procedures for business in Congregation will be posted on the University Web site. Please note that postal voting is not possible on the day of the debate.

The Vice-Chancellor has decided that on this occasion the wearing of gowns will be optional. For security purposes, all those attending are asked to bring their University Cards.

Explanatory Note to Legislative Proposal

As is stated in the Introduction to the White Paper on University Governance published last Trinity Term (see <http://www.ox.ac.uk/gazette/2005-6/supps/whitepaper.pdf>), the governance arrangements of the University of Oxford have evolved greatly in recent years, as a consequence of the changes instituted in 2000 which emerged from the publication of the North Report. As part of its approval of those changes, Congregation agreed by resolution that a working party would be set up to review their operation after the first five years. In October 2004 Congregation approved comprehensive terms of reference for this review, which included the establishment of a Governance Working Party and this was set up in Michaelmas Term 2004. That body produced two discussion documents (Green Papers) in March 2005 and October 2005, the second of which was the subject of a Topic for Discussion debate in Congregation in November 2005. The Working Party's proposals were revised and developed in the light of this extensive consultation over a period of eighteen months and the publication of the White Paper was the culmination of this process.

The White Paper comprises a summary of recommendations, background information to put these recommendations in context, and more detailed information on the recommendations.

In brief the recommendations are as follows:

- The size and composition of Council should be revised in recognition of its key role as the body responsible for institutional governance. Membership should be re-

duced from twenty-five to fifteen; it should have seven internal and seven lay members and a lay Chair. All members should be approved by Congregation (recommendation 1, at paragraphs 75–79).

- A Nominations Committee should be established to consider and put forward the names of lay candidates to Council for approval by Congregation. The Committee would be chaired by the Chancellor and a majority of its members would be drawn from Congregation (recommendations 2 and 3, at paragraphs 80–85).
- Congregation's capacity to pass a vote of no confidence in Council should be simplified (recommendation 4, at paragraph 86).
- Council should have four major committees: Audit and Scrutiny, Finance, Investment, and Remuneration. The Audit and Scrutiny Committee should have wide powers, including the right to instigate investigations, to summon officers, and to see any document required. It would report both to Council and to Congregation (recommendation 5, at paragraphs 87–94).
- The primacy of the University's academic and scholarly activity should be recognised through the creation of an Academic Board. The Board, chaired by the Vice-Chancellor, should be responsible for overseeing the academic affairs of the University. Its membership should be drawn widely, with the majority representing members of Congregation and the colleges (recommendations 6 and 7, at paragraphs 95–100).
- The Academic Board should have five main committees, reflecting the breadth of its responsibility for academic affairs: Education, General Purposes, Personnel, Planning and Resource Allocation, and Research (recommendation 8, at paragraphs 101–113).

Congregation has already approved changes in regulations to bring the new Audit and Scrutiny Committee, as proposed in the White Paper, into effect from June 2006 and consideration must now be given to the further steps needed to seek approval for, and to give effect to, the main body of the recommendations. These are encapsulated in the draft Statute VI, which is set out in Annex E of the White Paper, and cannot take effect until and unless this proposed draft Statute is approved by Congregation (with or without further amendment), and then by the Privy Council. Council has therefore endorsed the Working Party's proposal that this matter should proceed by way of a Legislative Proposal.

Although the vote will be on the Legislative Proposal set out below, the debate will not be restricted to that alone, but will encompass the White Paper as a whole. Other matters, such as the remit of committees, will be set out in subsidiary legislation that may require further consideration and refinement to take account of the terms of the Statute itself as finally approved. Such legislation, as well as necessary consequential amendments to other University Statutes and regulations, will be brought forward in due course in the normal way.

WHEREAS it is expedient to repeal and replace existing Statute VI concerning Council, NOW THE UNIVERSITY OF OXFORD, in exercise of the powers in that behalf conferred upon it by the Universities of Oxford and Cambridge Act, 1923, and of all other powers enabling it, ENACTS (sections 1–21 of the new Statute being subject to the approval of Her Majesty in Council) AS FOLLOWS.

1 Repeal existing Statute VI concerning Council (Supple-

ment (1) to Gazette No. 4633, 9 October 2002, Vol. 133, p. 102, as amended with effect from 8 May 2003, Gazette, Vol. 133, p. 1335, 29 May 2003) and substitute with new Statute VI.

2 If Her Majesty in Council approves the new Statute, its sections shall take effect in accordance with a timetable to be laid down by the present Council of the University which will allow for the initial processes of election and nomination.

STATUTE VI

COUNCIL OF THE UNIVERSITY, ACADEMIC BOARD AND OTHER COMMITTEES

PART A: COUNCIL OF THE UNIVERSITY

1. (1) There shall be a Council of the University called in the statutes and regulations 'Council'.
 - (2) Council shall be responsible under the statutes for the general control and management of the administration of the University and shall have all the powers necessary for it to discharge its responsibilities.
 - (3) Council shall have the power and (if instructed to do so by a resolution passed under section 1(2) of Statute IV) the duty to submit to Congregation proposals for amending repealing or adding to the statutes.
2. In the exercise of its functions and powers Council shall be bound by all resolutions passed by Congregation and all other acts done or decisions taken by Congregation in accordance with the statutes and regulations, and shall do all things necessary to carry them into effect.

Membership of Council

3. The membership of Council shall consist of:
 - (1) A chair appointed in accordance with section 8 of this Statute;
 - ~~(2)–(8) Seven~~ persons who at the date when they are first elected are not and are not entitled to be members of Congregation (called 'the lay members');
 - ~~(9)–(13)~~ Five persons who are employed as members of the teaching or research staff of the University or a college or as the head of a college (called 'the internal members');
 - (14) the chair for the time being of the Conference of the Colleges; and
 - (15) the Vice-Chancellor.
4. Any member of Council who is otherwise not entitled to be a member of Congregation shall be a member of Congregation for so long as he or she is a member of Council.

Election and removal of members of Council

5. (1) The lay and internal members of Council shall be elected and may be re-elected or removed from office by Congregation in accordance with section 13 and Part B of this Statute.
 - (2) Council as a whole may be removed from office by a postal vote of No Confidence passed by Congregation.

Term of office and re-election

6. (1) The lay members of Council shall serve for a term of five years, and may be re-elected to serve one further term of five years but their membership shall automatically cease when they reach the age of 75.

(2) The internal members of Council shall serve for a term of five years, and may be re-elected to serve one further term of five years but their membership shall automatically cease when they cease to be employed as a member of the teaching or research staff of the University or a college or (as the case may be) the head of a college.

(3) Casual vacancies arising in the membership of Council for any reason shall be filled by Congregation in accordance with Part B of this Statute.

(4) A member elected to fill a casual vacancy shall serve for the balance of the term being served by the member whom he or she replaces and shall be eligible for election and re-election as if he or she were elected as a new member at the expiry of that term.

7. The provisions of sections 3 to 6 inclusive are modified by the transitional provisions of section 9 below.

Chair

8. (1) There shall be a chair and deputy chair of Council.

(2) During the first five years after this Statute comes into force the Right Honourable the Lord Patten of Barnes shall be a member of and chair of Council.

(3) After the expiry of the period of five years referred to in subsection (2) above and every five years after that the chair of Council shall be a lay member of Council proposed by Council and elected by Congregation.

(4) After a member of Council has been elected as chair the seat previously held by that member shall fall vacant and the vacancy shall be filled in accordance with Part B of this Statute by a person qualified to serve either as a lay or an internal member as Congregation may determine provided that the number of lay members (excluding the chair) shall never fall below six.

(5) A person elected as chair for a term of five years may be re-elected for one further term of five years.

(6) A casual vacancy in the office of chair shall be filled by election by Congregation.

(7) Any person elected to fill a casual vacancy shall serve for the remainder of the term of five years which was being served by his or her immediate predecessor and shall be eligible to be re-elected to serve one further term of five years.

(8) The election of the chair shall be conducted in accordance with regulations made under section 6(1) of Statute IV.

(9) There shall be a deputy chair of Council who shall be elected by the members of Council from among their membership.

Transitional provisions

9. (1) The lay members of Council to be first elected to serve after this Statute comes into force shall serve for terms of three years (two members) four years (two members) and five years (three members) as may be decided by the Nominations Committee referred to in Part B of this Statute.

(2) The internal members of Council to be first elected to serve after the passing of this Statute shall serve for terms of three years (one member) four years (two members) and five years (two members) as may be decided by that Committee.

(3) After the expiration of their first term of office the members referred to in sub-sections (1) and (2) above may be re-elected in accordance with section 6(1) or (2) above as the case may be.

Expenses remuneration and benefit

10. (1) A member of Council shall be entitled to be reimbursed any reasonable and proper expenses including travelling expenses and (in the case of hardship) to be compensated for loss of earnings incurred by him or her in carrying out his or her duties.

(2) The amount of expenses payable under this section shall be decided and authorised for payment by the Registrar.

(3) The amount of compensation for loss of earnings payable under this section shall be decided and authorised for payment by the Registrar in consultation with the chair of Council and one other lay member of Council.

(4) A member of Council may act as an officer or employee of any corporation (or of any subsidiary of a corporation) the securities of which are assets of the University and may retain any remuneration or other benefits which he or she may receive by virtue of that office or employment notwithstanding that any votes or other rights attaching to those securities have been instrumental in procuring or maintaining that member in that office or employment.

Secretary

11. The secretary of Council shall be the Registrar.

Conduct of business

12. (1) A meeting of Council shall not be quorate unless at least five lay and five of the persons referred to in sections 3 (9)–(13), (14), and (15) and the chair or deputy chair are present.

(2) Where there is a quorum at a meeting of Council any decision shall be taken by a majority of the members present and voting on it and in the case of equality of votes the chair (or deputy chair) shall have a casting vote.

(3) Members shall not be entitled to determine that a larger number is required to be present at a meeting for a decision to be taken by a majority of members.

(4) Subject to sub-sections (1) to (3) above Council may lay down the procedure for the conduct of its business by regulation, standing order, or otherwise as it thinks fit.

13. Council may determine by regulation or standing order that if a lay or internal member has attended fewer than a prescribed number of meetings in any academic year his or her membership of Council shall end at the close of that year.

Attendance at meetings

14. (1) The Proctors the Assessor and the Director of Finance of the University shall have the right to attend meetings of Council but shall not be members of it and shall not have the right to vote.

(2) Council may invite other persons to attend any meeting or a part of any meeting as it thinks fit.

Power of delegation

15. (1) Subject to the provisions of the statutes and regulations Council may from time to time delegate responsibility for any matter to any other body or person and may delegate such powers (other than the power to put statutes to Congregation) as it may consider necessary for the discharge of this responsibility, but any such delegation may be withdrawn (either generally or in respect of a specific item) at any time, nor shall such delegation relieve Council of the general responsibility for the matters delegated.

(2) Any body to which or person to whom Council has delegated responsibility and powers under subsection (1) above may unless Council otherwise determines sub-delegate them to another body or person.

Regulations

16. Council shall have the power to make regulations not inconsistent with the statutes.

17. Council may authorise any other body or person to make regulations not inconsistent with the statutes, or with regulations made by Council, dealing with such matters as Council shall think fit to delegate.

18. Regulations made under sections 16 or 17 of this Statute may:

(1) be designed to give detailed effect to the statutes; or

(2) provide for any matter not provided for in the statutes.

19. (1) Regulations made under section 16 or 17 of this Statute may at any time be annulled amended or repealed by Council by regulation.

(2) A body to which or person to whom the power to make regulations has been delegated under section 17 of this Statute may unless Council otherwise directs annul amend or repeal regulations made by that body or person.

(3) The power to annul, amend or repeal regulations under this section shall not apply to regulations made by the Rules Committee under Statute XI unless Council is required to do so by a resolution of Congregation.

20. (1) All regulations made under sections 16 and 17 of this Statute and the annulment amendment or repeal of any such regulations shall be published in the *University Gazette* and shall come into force from the fifteenth day after the date of their publication (though a regulation may contain an earlier or later date from which it comes into force), unless notice of a resolution to be put to Congregation opposing a proposed regulation or a proposed annulment amendment or repeal of any regulation is received by the Registrar by noon on the eleventh day after the day on which it was published.

(2) If such notice is received, the regulation or annulment amendment or repeal shall not come into force until it has been approved by Congregation.

21. (1) Regulations and amendments to regulations made under this Statute shall bind all members of the University.

(2) Council or, in a case falling within the delegated authority of the Academic Board referred to in section

34 below, that Board may however by a resolution carried by a vote of not less than two-thirds of the members present and voting, suspend the operation of any regulation to cover a specific case.

(3) Council may authorise any other body or person to suspend the operation of any regulation to cover a specific case.

(4) The provisions of sub-sections (2) and (3) above do not apply to regulations made by the Rules Committee under Statute XI.

PART B: APPOINTMENT OF MEMBERS OF COUNCIL AND REMOVAL FROM OFFICE

22. This Part lays down the rules for the election re-election and removal from office of the lay and internal members of Council.

23. (1) To carry this Part into effect there shall be a committee known as the Nominations Committee.

(2) The functions of the Nominations Committee shall be:

(a) to nominate to Congregation the persons to serve as the lay members of Council; and

(b) to decide upon the first term of office of the lay and internal members referred to in section 9(1) and (2) above.

24. Any internal member of Council may be relieved of such of his or her university duties, without loss of stipend, as the Nominations Committee shall determine and that Committee shall be empowered to make such financial provision as it thinks fit for the carrying out of any of the duties of which such person has been relieved either by it or by his or her college society or Permanent Private Hall.

25. The members of the Nominations Committee shall be:

(1) the Chancellor (chair);

(2) the High Steward;

(3) one former Vice-Chancellor of the University invited to serve by the Chancellor;

(4) one Vice-Chancellor of another University within the United Kingdom invited to serve by the Chancellor; and

(5)–(11) seven (or, if no former Vice-Chancellor of the University is willing or able to serve, eight) members of Congregation elected by Congregation to serve for a period of five years without the right of re-election.

26. The seven (or eight) members of the Nominations Committee elected by Congregation shall include at least one member elected from within the faculties of each of the Divisions of the Humanities, Mathematical Physical and Life Sciences, Medical Sciences, and Social Sciences and not more than one head of a college.

27. (1) Candidates for election by Congregation as members of the Nominations Committee must be nominated by six or more members of Congregation.

(2) The election shall otherwise be conducted in accordance with regulations made under section 6(1) of Statute IV.

(3) The members of the Nominations Committee who are first elected by Congregation to serve after the passing of this Statute shall serve for terms of three years (two members or, if no former Vice-Chancellor of

this University is willing or able to serve, three members) four years (three members) and five years (two members) as determined by the Chancellor, without the right of reappointment.

28. The secretary of the Nominations Committee shall be the Registrar.

Election of lay members of Council

29. (1) The procedure for electing the lay members of Council shall be conducted by the Nominations Committee in accordance with this section.

(2) Not less than forty-nine days or in the case of emergency within a reasonable time before a vacancy on Council has to be filled the Nominations Committee shall by advertisement in the *University Gazette* invite written nominations from any member of Congregation (including a member of the Nominations Committee) of candidates to serve as lay members and the advertisement shall state a closing date by which nominations must be received.

(3) After the closing date the Nominations Committee shall consider all the nominations it has received, select from them not more than one candidate to fill each vacancy, and propose those candidates or that candidate for election by Congregation.

(4) Congregation shall be invited to vote in the election for or against each candidate separately so that any candidate who receives a majority of votes for him or her shall be elected and any candidate who receives a majority of votes against shall not be elected.

(5) If a candidate is rejected by Congregation it shall be the duty of the Nominations Committee to propose a further candidate or candidates to be nominated to it in accordance sub-section (2) above, if necessary by re-advertising the vacancy in the *University Gazette* within a timescale which is reasonable in all the circumstances, until each vacancy is finally filled.

(6) Except as provided in this section the election shall be conducted in accordance with regulations made under section 6(1) of Statute IV.

Election of internal members of Council

30. The election of the internal members of Council shall be conducted in accordance with regulations made under section 6(1) of Statute IV.

Re-elections

31. The re-election of members of Council who are qualified and willing to stand for re-election under section 6(1) or (2) above shall be conducted in accordance with section 29 (lay members) or 30 (internal members) above.

Regulation by Congregation

32. (1) Except as provided in this Part the manner in which the Nominations Committee carries out its functions shall be prescribed by regulations made by Congregation.

(2) It shall be the duty of the Nominations Committee to propose to Congregation and to keep under review the regulations to be made by Congregation under sub-section (1) of this section.

Removal of members

33. Council may submit to Congregation for approval a resolution that a member of Council shall be removed

from office for misconduct neglect of duty or other good cause.

PART C: ACADEMIC BOARD AND OTHER COMMITTEES

Academic Board

34. There shall be an Academic Board which as a committee of Council shall discharge the following functions:

(1) formulating and continually reviewing the academic objectives and strategies of the University and its corporate plan;

(2) overseeing the teaching and research activities of the University and the provision of services related to those activities;

(3) formulating and overseeing policies relating to the selection and education of undergraduate and graduate students;

(4) promoting research;

(5) arranging for the appointment, terms of contract and remuneration of the academic and non-academic staff of the University;

(6) preparing for submission to Council annual budgets for all spending sectors and plans for capital expenditure;

(7) monitoring and controlling capital and current expenditure within the budgets approved by Council;

(8) discharging such other functions as Council may delegate to the Academic Board by regulation.

35. (1) The chair of the Academic Board shall be the Vice-Chancellor.

(2) The other members of the Academic Board shall be

(a) the following members of Congregation:

(1)–(5) the Pro-Vice-Chancellors who have special responsibility for designated functions in accordance with the regulations made under section 16 of Statute IX;

(6)–(9) the Heads of the Divisions;

(10)–(12) the Proctors and the Assessor;

(13)–(22) ten members elected by the Conference of Colleges;

(23)–(32) ten members elected by Congregation;

(b) two student members.

(3) The ten members elected by Congregation under subsection (2) above shall be elected from the following:

two from among the members of the faculties in the Humanities Division;

two from among the members of the faculties in the Mathematical, Physical and Life Sciences Division;

two from among the members of the faculties in the Medical Sciences Division;

two from among the members of the faculties in the Social Sciences Division;

one member not necessarily being a member of any division;

- one person who has a contract of employment under which he or she is employed full-time by the University to conduct research on behalf of the University.
- (4) The secretary of the Academic Board shall be the Registrar.
36. The Academic Board shall regularly submit to Council for its consideration reports on its proceedings and its decisions on matters for which it is responsible at such intervals as Council shall require.
37. (1) Council after considering a report or decision of the Academic Board may approve it reject it or refer it back to the Academic Board for further consideration.
- (2) In making any decision on any matter submitted to it by the Academic Board Council -
- (a) shall not substitute its own judgement for that of the Academic Board on any question which involves an assessment of academic merit; and
- (b) shall in all cases give proper weight to the expertise of the Academic Board.
- (3) If Council rejects a report or decision of the Academic Board it shall give its reasons in writing for doing so.
- (4) If Council refers a decision back to the Academic Board it shall state the criteria and factors that the Academic Board must take into consideration in its further deliberation.
- (5) The Academic Board shall be entitled to submit to Council any report or decision which has been rejected or referred back to it under this section after taking into account any statement made by Council about it, and the provisions of sub-sections (1) to (4) above shall apply to any report or decision which is re-submitted.
- (6) A decision of Council under this section shall be binding upon the Academic Board.
38. The Academic Board shall have the power to make regulations on any matter relating to the functions which have been delegated to it which are not inconsistent with the statutes or regulations made by Council, and the provisions of sections 18 to 21 inclusive of this Statute shall apply to those regulations.
39. The Academic Board may authorise any other body or person to make regulations on any matter on which it is entitled to make regulations itself under section 38 of this Statute which are not inconsistent with the statutes or regulations made by Council and the provisions of sections 18 to 21 inclusive of this Statute shall apply to regulations made by any such person or body.
- Committees**
40. (1) There shall be the following standing committees of Council:
- (a) the Audit and Scrutiny Committee;
- (b) the Finance Committee;
- (c) the Investment Committee; and
- (d) the Remuneration Committee.
- (2) The members of the committees referred to in sub-section (1) above shall be appointed by Council.
41. (1) There shall be the following standing committees of the Academic Board:
- (a) the Education Committee;
- (b) the General Purposes Committee;
- (c) the Personnel Committee;
- (d) the Planning and Resource Allocation Committee; and
- (e) the Research Committee.
- (2) Except where regulations provide otherwise, the members of the Committees referred to in sub-section (1) above shall be appointed by the Academic Board.
42. Council and the Academic Board may set up such further standing or temporary committees as they may from time to time think fit to which they may wish to delegate their respective functions.
43. The committees referred to in sections 40–42 above may consist wholly or partly of persons who are not members of Council or (as the case may be) of the Academic Board or who are elected or appointed by persons or bodies other than Council or (as the case may be) the Academic Board.
44. The composition, terms of reference, powers and duties of committees set up under sections 40–42 above shall be laid down by Council or (as the case may be) the Academic Board by regulation or otherwise as they shall think appropriate, subject to the provisions of the statutes and regulations.
45. (1) The Registrar shall publish annually a list of all the current committees which have been set up under section 42 of this Statute and shall on request supply to any member of Congregation details of their terms of reference and current membership.
- (2) The Registrar shall also on request supply details of the current membership of all other committees set up by statute or regulation.
- PART D: TRANSITIONAL PROVISIONS**
46. Regulations made by the Council of the University established under the Statute VI which came into force on 1 October 2002 or by any body or person authorised by that Council to make regulations shall continue to be effective and binding upon the University unless and until the Council referred to in section 1 of this Statute decides otherwise.
- Notes (including some supplementary explanatory information)**
- It is envisaged that the present Statute VI will be repealed in its entirety and replaced by the new Statute. These Notes point out the changes which are being made, and indicate the current provisions which will be continued. The text of the existing Statute VI may be found on the University's web site under 'Statutes' (<http://www.admin.ox.ac.uk/statutes/783-121.shtml>).**
- General*
- The present Statute VI establishes the existing Council and its four main standing committees; and it entitles Council to establish further committees. It is divided into 23 sections. Sections 1 to 18 inclusive, which deal with the main functions and powers and the composition of Council, are 'Queen in Council' provisions. The remaining sections, dealing with more detailed matters, including the committees of Council, are not.

The proposed new Statute is divided into four Parts: A, B, C and D. Part A establishes a new Council with a mixed lay and internal membership. It will replace the existing Council. Part B is concerned with the new Nominations Committee which will have responsibility for nominating to Congregation candidates for lay membership of the new Council, and the re appointment, and removal of lay and internal members; and it sets out the procedures to be followed. Part C establishes a new Academic Board which will take over responsibility for academic matters subject to the overall supervision of the new Council. Part D contains transitional provisions.

Part A (sections 1 to 21) is the direct replacement of sections 1 to 18 of the existing Statute VI, and will require Queen in Council approval. Parts B, C and D may not require approval, although it may be anticipated that the Privy Council and its advisers will look at the way in which candidates for lay membership of the new Council emerge via the Nominations Committee and will be interested in the relationship between Council and the Academic Board.

Section 1

This section reproduces in slightly varied terms section 1 of the existing Statute. The description of the new Council's functions in sub section (2) has been adapted to incorporate exactly the words of section 97(1) of the Charities Act 1993. This will make it clear that it is intended that the new Council shall be the University's 'charity trustees'. Section 1(3) makes explicit that which is implicit in the existing Statute VI.

Section 2

This repeats section 2 of the existing Statute VI, placing the new Council under the control of Congregation on exactly the same terms as the present Council.

Section 3

This section reflects the intention that the new Council will have a mixed membership, the balance between lay and internal members fluctuating according to the identity and status of the chair (see section 8).

Section 4

All members of the new Council will be entitled to put resolutions to and speak and vote in Congregation.

Sections 5 and 6

These sections reflect the intention stated in the White Paper that the members of the new governing body will be elected by Congregation. Only two are members *ex officio*. The member who is the chair of the Conference of Colleges and the Vice Chancellor will be excluded from these procedures. Fourteen of the twenty-five members of the current Council are elected.

Section 8

For the first period of five years after the new Council is established Lord Patten will chair it in his personal capacity. The membership of Council during that period will be: the chair, seven lay members, five internal members, the Vice-Chancellor and the chair of the Conference of Colleges. At the end of that period and at five-yearly intervals thereafter Congregation will elect a new chair from among the lay membership, whose seat on the Council will then fall vacant. Congregation may then decide whether to fill the vacancy with a new lay or a new inter-

nal member, provided that the number of lay members (not counting the chair) never falls below six.

Section 9

The lay and internal members of Council first elected will serve unequal periods of office of between three and five years. The effect of this is that, in every eight-year cycle, elections will be held in six of those years to replace or re-elect two or three lay members and one or two internal members.

Section 10

The inclusion of the lay members makes it necessary to ensure that they are paid their out of pocket expenses and (in cases of hardship only) any loss of earnings. Sub section (4) is necessary to ensure that a candidate for lay membership is not disqualified because the University happens to own shares in the company by which he or she is employed.

Sections 11–13

These sections are self explanatory. Section 12(4) is the equivalent of section 19 of the existing Statute. Section 13 is equivalent to the existing section 10.

Section 14

This section is self explanatory.

Section 15

This section reproduces section 3 of the existing Statute VI. Trustees, or those in the position of trustees, may delegate their functions if the instrument under which they are appointed authorises them to do so: see *Pilkington v IRC* [1964] AC 612 per Viscount Radcliffe at 638–639. Section 3 is within the 'Queen-in-Council' part of the existing Statute and has been approved in the past. The new section 15 falls within Part A of the new Statute which is also a 'Queen-in-Council' provision.

Sections 16–21

These sections, which are concerned with the power of the new Council to make regulations, reproduce sections 13 to 18 inclusive of existing Statute VI.

Sections 22–29

These sections establish the Nominations Committee and give it the functions described in paragraphs 80-85 of the White Paper. The detailed procedures laid down in section 29 give members of Congregation the right to propose, and then to accept or reject, candidates put forward for lay membership of Council by the Nominations Committee.

Section 30

The effect of this section is that the election of the internal members of Council are conducted in accordance with the ordinary procedures laid down for elections by Congregation regulations. The Nominations Committee has no part to play in the election of the internal members.

Section 31

The members of Council who are candidates for re election will be subject to the same procedures which applied to their original election.

Section 32

This section reflects paragraph 82 of the White Paper which envisages that the way in which the Nominations Committee conducts its business will be supervised by Congregation.

Section 33

This section is self explanatory.

Sections 34–39

These sections establish the new Academic Board and are entirely new. The underlying purpose of the creation of the Academic Board is to expose academic decision making to a much wider constituency of participants. Attention is drawn in particular to the provisions of sections 36 and 37. The new Statute strikes a balance between maintaining the identity of Council as the University's statutory charity trustees and the autonomy of the Academic Board in academic matters. An outright delegation of responsibility for academic matters by Council to the Academic Board would deprive Council of any effective control over the activities which make the University a charity. This would undermine Council's claim to be the statutory charity trustees, and it would be contrary to good practice. However, a distinction may be drawn between charity trustees, who have 'general' control and management of the administration of the charity, and committees who, subject to the duty of reporting, have 'detailed' control over specific areas. It is this balance which these sections seek to maintain. The Academic Board is a statutory standing committee of the new Council. Its position is entrenched in the Statute, and its composition and terms of reference cannot be altered except by Congregation.

Sections 40–45

These sections reproduce sections 20 to 23 inclusive of the existing Statute VI, adapted to reflect the arrangements described in paragraphs 87–94 and 101–113 of the White Paper.

Section 46

This provision is inserted for the avoidance of doubt, and is intended to relieve the new Council of the burden of re-enacting all Council Regulations currently in force.

Summary

In constitutional terms the effect of the new Statute VI can be summarised as follows. The existing Council, which

has a small minority of lay members, is replaced by a new Council. Fourteen members of the present Council out of twenty-five are approved or elected by Congregation. All of the lay and academic members of the new Council will be elected by Congregation, via an intermediate process (in the case of the lay members only) in the hands of the Nominations Committee; but that Committee cannot promote candidates who have not been nominated by a member of Congregation.

The new Council has similar powers and functions to those of the existing Council, and is subject to the same control by Congregation, but will have a diminished, supervisory role in the academic business of the University.

The Academic Board will be in charge of academic affairs. It is a committee of Council but its composition and terms of reference are entrenched in the Statute so that they can only be altered by Congregation. Its special authority and influence are reflected in section 37.

The new Council will have four further standing committees, replacing the four standing committees of the existing Council. There will be five standing committees of the new Academic Board. Both the new Council and the Board can appoint additional committees and sub committees.

¶ Business in Congregation is conducted in accordance with Congregation Regulations 2 of 2002 (Supplement (1) to *Gazette* No. 4633, 9 October 2002, p. 160 (as amended on 12 October 2004 and 7 March 2006, *Gazette*, Vol. 135, p. 214, and Vol. 136, p. 752); <http://www.admin.ox.ac.uk/statutes/>). A printout of these regulations, or of any statute or other regulations, is available from the Council Secretariat on request. A member of Congregation seeking advice on questions relating to its procedures, other than elections, should contact Miss S. Cowburn at the University Offices, Wellington Square (telephone: (2)70193; e-mail: sarah.cowburn@admin.ox.ac.uk); questions relating to elections should be directed to (Registrar) Elections Office (e-mail: elections.office@admin.ox.ac.uk).