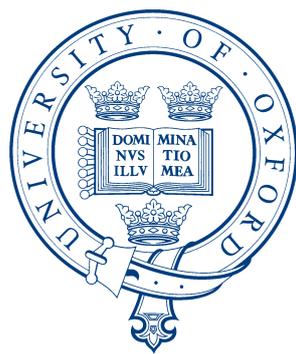

White Paper on University Governance



University of Oxford

Trinity Term 2006

White Paper on University Governance



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I. Summary

A. Introduction

1. 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.¹ As part of its approval of those changes, Congregation agreed a resolution that a working party would be set up to review their operation after the first five years.² In October 2004, Council obtained Congregation's approval for comprehensive terms of reference regarding this review of the North reforms.³ This led to the establishment of a Governance Working Party in Michaelmas Term 2004. The Working Party produced two discussion documents,⁴ whose proposals have been revised and developed in the light of extensive consultation over the past eighteen months. The proposals contained in this White Paper are the culmination of this process. Its main principles have been welcomed by the Council of the University, and Council commends it to Congregation for discussion in Michaelmas Term 2006.

B. The structure of the White Paper

2. The White Paper is divided into three main parts. Part I is a summary of the content of the White Paper. Part II lays out the background to the recommendations of the White Paper, and Part III lays out these recommendations in full.
3. Part II explains in some depth the context, factors and considerations that have shaped the thinking of the Working Party and the proposals of this White Paper. It starts, in Section A, by defining the concept of governance upon which the White Paper is predicated, and by stating the principles that have informed the thinking of the Working Party (paragraphs 11–18). Section A goes on to explore the notion of accountability in governance, while also referring to the requirements of transparency, efficiency, effectiveness and expertise in our institutional arrangements. Section B of Part II then states the particular challenges which the University currently faces and within the context of which the governance proposals have taken shape (paragraphs 19–27). This section highlights the extent of the scale, complexity and ambition of the collegiate University, and the influence these factors have had on the development of our governance arrangements. Section C of Part II then turns to examine recent reforms of governance within Oxford (paragraphs 28–31). Section D of Part II examines the work of the Working Party over the last eighteen months and the process of consultation it has set in motion (paragraphs 32–53). This section lays out how the thinking of the Working Group has evolved in response to the range of views and concerns expressed within the University. Finally, Section E of Part II describes the changes in the regulatory environment of higher education over the last ten years (paragraphs 54–67) and the possible effect of anticipated changes to charity law on our governance arrangements (paragraphs 68–71). This section provides the background to a concern of the Working Party, in the development of its proposals, to maintain Oxford's democratic tradition of academic self-government whilst also responding to public expectations concerning the governance of universities.
4. Part III lays out the main recommendations of the White Paper.

1 University of Oxford Commission of Inquiry Report (The North Report) (Oxford, 1997).

2 General Resolution 13, Trinity Term 1999 (*University Gazette*, 3 June 1999 (Vol. 129, p. 1336)).

3 See Council Resolution Concerning the Review of Governance (annexe C).

4 Supplement *3 to *University Gazette*, Vol. 135 (March 2005) (first Green Paper – GP1); and Supplement *2 to *University Gazette*, Vol. 136 (September 2005) (second Green Paper – GP2).

C. The objectives of governance reform

5. The recommendations contained in this White Paper seek to achieve the following objectives:
 - to strengthen Council's capacity to foster the best possible conditions for teaching and research, and to ensure the coherence and integrity of the processes whereby institutional decisions are taken;
 - the inclusion in academic decision-making of the broadest possible range of perspectives drawn from the collegiate University, and the strengthening of mechanisms for joint deliberation between the University and the colleges;
 - to render more easily accountable those with the authority and responsibility to take key institutional decisions on behalf of the University;
 - the enlargement of the range of appropriate expertise available within Council to ensure that key decisions are contested, institutional risks and opportunities are identified, and the fiduciary duties of its members are discharged.

D. Main recommendations of the White Paper

6. The main recommendations of the White Paper are outlined in detail in Part III. In brief outline they 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 reduced from twenty-three to fifteen; it should have seven internal and seven lay members and a lay Chair.⁵ 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 procedures for passing 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).

⁵ The Chancellor of the University, Lord Patten, would serve as the chair of Council for the first five years. GP1 and GP2 referred to 'external' members. The Working Party has deliberated on this nomenclature in the light of its proposal to allow such members to become members of Congregation. As a consequence this White Paper, the Draft Statute and the terms of reference of major committees of Council, refer to Council members who are chosen from outside the University of Oxford as 'lay' members.

- 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).

E. What would change?

The University's current governance arrangements

7. At present the University's governance structure is as follows. The sovereign body of the University is Congregation: Congregation acts as the 'parliament' of the University; it has the power to approve (or to object to) statutes and regulations, and it has the power to bind Council. Council is the single governing body responsible to Congregation for the academic policy and strategic direction of the University. It is chaired by the Vice-Chancellor *ex officio*. The Heads of Division, the Chair of the Conference of Colleges, and the Proctors and Assessor are also *ex officio* members. Council comprises in addition ten elected members of Congregation and four lay members elected by Congregation. Council's four major committees, the Educational Policy and Standards Committee (EPSC), the General Purposes Committee (GPC), the Personnel Committee, and the Planning and Resource Allocation Committee (PRAC), are chaired by the Vice-Chancellor or one of the Pro-Vice-Chancellors with special responsibility for designated functions. Under Council there are four academic divisions which encompass the faculties and departments within Mathematical, Physical and Life Sciences, Medical Sciences, Humanities, and Social Sciences.⁶ The divisions are led by full-time divisional heads (who sit on Council and its key committees) and by elected divisional boards to which faculty boards and departmental committees report. A number of other university committees, which address activities falling outside of the academic divisions, report directly to Council. Under Statute, the Proctors and the Assessor have the power to attend and observe any University committee, and to receive upon request the papers of any committee. Standing alongside the University's governance structure is the Conference of Colleges: a consultative forum bringing together the thirty-nine independent colleges and seven Permanent Private Halls, and which considers matters of common concern to the colleges and PPHs. An outline of the University's current governance structure can be found at annexe A1, and an outline of the structure of Conference of Colleges can be found at annexe A2.

Proposed governance arrangements for the University

8. If the recommendations contained in Part III of this White Paper were to be adopted by Congregation, the University would have the following governance arrangements. Congregation would remain the sovereign body of the University and would continue to have the power to approve or object to statutes and regulations and the power to bind Council. Under the new framework, procedures would be put in place to simplify Congregation's capacity to express a vote of no confidence in Council. The composition of Council would be changed to reflect its focused responsibility on institutional governance. This is achieved by the inclusion of a greater proportion of lay members, allowing for the incorporation of a wider range of appropriate expertise and the perceived objectivity which would derive from the presence of more lay members. Council would be chaired by a lay member, although it is proposed that the Chancellor, Lord Patten, would act as Chair in his personal capacity for an initial period of five years. Council would consist of a further seven lay members and seven internal members, including the Vice-Chancellor and the Chair of the Conference of Colleges *ex officio*. Council would have four major committees: Audit and Scrutiny,

⁶ This account reflects the arrangements which are being put in place as a consequence of the recent decision to disband the Life and Environmental Sciences Division.

I. Summary

Finance, Investment, and Remuneration. The remits of these committees would reflect the changes in the definition of Council's responsibilities. Elections of lay members of Council would be overseen by a Nominations Committee. The Nominations Committee would consist of a majority of members elected by Congregation from amongst its own members. It would seek approval from Congregation for guidelines on appropriate expertise for membership of Council, by which it would itself be bound in its selection and recommendation of lay members.

9. An Academic Board would be responsible for the administration of the University's academic affairs. The Board would be chaired by the Vice-Chancellor *ex officio*. It would consist of thirty-five members, with ten members elected by the Conference of Colleges to represent the range of college perspectives, ten members of Congregation elected from amongst its own members, and two student members. It would further consist of the Heads of Division, the Pro-Vice-Chancellors with special responsibility for designated functions, and the Proctors and Assessor *ex officio*. The five major committees of the Academic Board, designed to reflect the range of its responsibilities, would be the Education Committee, the General Purposes Committee, the Personnel Committee, the Planning and Resource Allocation Committee, and the Research Committee. These committees would each be chaired by the Vice-Chancellor or the appropriate Pro-Vice-Chancellor with special responsibility for designated functions. The Divisions would continue in their present form, taking into account the recent decision to disband the Life and Environmental Sciences Division. The Divisional Boards would, however, report to the Academic Board instead of Council. Further committees, in particular those representing academic services and the university collections, would report to the Academic Board. The statutory powers of the Proctors and the Assessor to attend and observe any University committee, and to receive upon request the papers of any committee, would remain unchanged. The Conference of Colleges would remain, but the integration of college perspectives, and the facilitation of joint decision-making, would be significantly enhanced by the composition of the Academic Board and its major committees. A diagram of the proposed new structure is provided in annexe A3.

II. The Governance Challenge

10. Many factors have shaped the White Paper, and this section is intended to explain the context within which its vision has been developed and refined. It begins with the definition of the concept of governance upon which the White Paper relies, and goes on to set out the various considerations which have influenced its content. These considerations can be grouped under the following headings:
 - The institutional challenge
 - Views on governance within the University
 - Changes in the regulatory and legal context of higher education

A. What is Governance?

11. The term 'governance' refers to processes of decision-making within an institution. It thus holds implications for the administrative organisation which enables an institution to set its policies and objectives, to achieve them, and to monitor its progress towards their achievement. It also refers to the mechanisms whereby those who have been given the responsibility and authority to pursue those policies and objectives are held to account. The adoption of sound principles of governance helps those charged with taking important decisions to identify, assess and manage institutional risk, and to set up sound systems of financial control. Finally, a well-designed structure of governance will serve all members of the institution; but it will also serve the public by virtue of what it does to render an institution accountable to the outside world.
12. A set of principles informs the governance arrangements described in this White Paper. The first and most fundamental principle is that of accountability, which can be broken down further into democratic accountability, financial accountability, internal and external accountability. Democratic accountability refers to the accountability to their respective constituencies of those who hold the authority and responsibility to take institutional decisions at any one time. The power to elect persons to bear such authority and shoulder such responsibility is one aspect of democratic accountability. Another is the power to scrutinise their decisions. The institutions of governance must therefore be 'reason demanding' institutions in the fullest sense, and must create the best conditions for democratic dialogue. This requires the highest possible level of understanding in those who have the power to hold decision-makers to account. By the same token, those vested with that power must also display institutional, disciplinary and financial disinterest in the decisions they oversee.
13. Financial accountability consists in the capacity to demonstrate beyond doubt that an institution's resources have been allocated with the maximum efficiency. This requires that those with the responsibility and authority to take financial decisions operate at an appropriate level of transparency. It also requires financial and audit expertise amongst the members of those committees responsible for holding them to account.
14. Those with the responsibility and authority to take decisions within the collegiate University are accountable to both internal and external constituencies through normal democratic procedures and also through the more specialised processes of financial accountability. Internally, they are directly accountable to Congregation. Externally, the University serves the general public, and has responsibilities towards those bodies from which it receives funds.
15. Finally, accountability depends upon transparency in the taking of decisions. Therefore the University must be committed to the greatest degree of openness possible for a complex and public institution which also recognises the confidentiality of personal, commercial and other sensitive data. Transparency is necessary for financial accountability, and without such transparency democratic participation is impossible.

16. The White Paper also takes account of three further principles: effectiveness, efficiency, and the establishment of expertise. The principle of effectiveness requires that we create governance and management structures which can achieve the objectives endorsed by Congregation for the University, identify institutional risk, and respond to the future challenges we will undoubtedly face. The principle of efficiency requires that our structure of governance should ensure that decisions are taken in a timely and sufficiently deliberative manner.
17. The principle of expertise requires that those with the authority and responsibility to take decisions within the University, and those with the power to hold them to account, possess the highest possible levels of appropriate expertise. An essential element of good governance is the duty of committees to examine and contest the reasons for recommendations, and to identify institutional and financial risks. This cannot be achieved unless the members of a committee collectively possess the expertise required to understand the business of the committee.
18. Finally, but most importantly, the White Paper is informed by the distinctive values of the University of Oxford: 'a scholarly community based on mutual respect and shared responsibilities' which cherishes academic freedom, and is committed to subsidiarity, disciplinary diversity, parity of esteem and collegiality.⁷

B. The institutional challenge

19. Oxford's governance arrangements must take account of the size and complexity of the University. What are the key statistics to be borne in mind?⁸
20. The University contains over 25,000 students and staff, drawn from more than 130 different nations. They study and work in some 200 departments and units, in 300 different buildings and centres. The University's overall estate, its physical presence in and around the city, totals more than half a million square metres. Furthermore, the University is responsible for the holdings of its museums and collections. For example, the Bodleian Library, together with its dependent libraries, holds over 7.5 million volumes and extensive special collections, and in the United Kingdom is second in size only to the British Library. The Oxford University Press is the world's largest and most successful academic publisher, with a current annual turnover of more than £450m and 3,700 employees spread across the world.
21. The University, excluding its colleges and the OUP, has an annual income of over £500m from a wide range of sources including fees, grants, research contracts, services, benefactions and endowments. In aggregate about 60 per cent of this income is from public funds. Each year the University performs more than 300,000 separate financial transactions. The scale of the enterprise at Oxford is made even clearer when the thirty-nine colleges, seven Permanent Private Halls, and the Oxford University Press are included. Together, they have a combined turnover of £1.1bn, an endowment valued at around £3.9bn, and employ 15,000 staff.
22. The pace of change within the University is also intensifying. Overall, the University's income and expenditure has more than doubled during the last ten years.⁹ A large proportion of this growth is attributable to the rise in Oxford's annual research revenue, which has increased from £60m (in 1995) to around £200m (in 2006) per annum. This growth has altered the size and shape of the University community, with contract research staff now outnumbering academic post-holders by two to one. The size and shape of the student body has also changed considerably over the last ten years. Total student numbers have risen from 15,000 (in 1995) to 18,000 (in 2006), with nearly 2,000 more graduate students, and almost 2,000 more overseas students.

⁷ *University of Oxford Corporate Plan 2005–6 to 2009–10* (Supplement *1 to *University Gazette*, Vol. 136 (September 2005), para. 19, p. 2).

⁸ See also annexe B, 'Key statistics on the University of Oxford'.

⁹ In 1995, central University income totalled £260.7m and University expenditure totalled £248.6m.

23. The University is not only large, dynamic and complex. It also, with the clear endorsement of Congregation, pursues exceptionally demanding academic goals. The University's ambitions include: providing truly exceptional undergraduate and graduate education; sustaining Oxford's international standing in research; attracting, fostering and retaining academic staff of the highest international calibre; recruiting the very best students; and providing the very best academic facilities.¹⁰ These ambitions reflect our collective determination to sustain and enhance Oxford's academic inheritance. Nevertheless, the achievement of these goals poses a constant challenge. It is salutary to note that Oxford's main international competitors individually boast endowments of up to £15bn.
24. The success of a university of this scale and ambition depends on excellence in all of its activities, including in its governance arrangements. Crucially, the University's governance structure is a means to a specifically academic end: it should provide the best possible framework for the pursuit of teaching and research. It should establish fora within which academics can debate the issues, take the decisions and determine the values that shape their professional lives. The role of good governance in meeting our academic objectives also includes ensuring that the varied range of skills and talents on which the University can call are deployed to best effect; academic excellence can and should be served by administrative excellence. This is not, of course, a new insight. It is forty years since Lord Franks argued that 'the underlying conviction which sustains all these reforms of machinery is that efficient administration by part time academics is possible only when they are well served by an adequate structure of officials.'¹¹
25. A good governance structure also requires that those charged with administrative responsibility for the University's academic activities are held to account, that their decisions are open to challenge, and that the information upon which those decisions were based is rigorously analysed. This requires not only that checks and balances are present, but also that those who hold our administration to account have the necessary expertise and understanding to contest decisions properly, to identify strategic opportunities clearly, and to foresee institutional risks. In particular, the success of a University whose finances are on the scale and of the complexity of Oxford's depends on sound financial management and robust systems of internal control. These in turn require – both in our administration and in those that hold that administration to account – the highest possible level of expertise in finance and capital planning. This is not to suggest that the University is to be run like a business. But it does imply that financial integrity and sound planning are central to the achievement of the University's academic goals, as well as to the University's capacity to account for itself to the public.
26. As a collegiate University, Oxford's governance must be inclusive. It must contain fora which allow for integrated decision-making, and which foster the variation and richness of the colleges. Lord Franks's words continue to ring true today:
- the government of a collegiate university cannot be reformed without giving proper weight to the college point of view. If this were neglected, the central administration would continue uncertain in its representation of the views of Oxford as a whole. A great defect in the working of the collegiate university up to now has been the way in which the colleges, active on many small matters, have been largely inert on the great questions of common concern. ... This disjunction between the University and the colleges is dangerous to both, for so long as it persists the University must either remain ineffective or seek to by-pass the colleges.¹²
27. Finally, the University of Oxford is accountable to the outside world and to the public which it serves. It needs to demonstrate to prospective students, academic and support staff, to potential and existing private donors, to other sponsors, and to the public at large, that it has sound and transparent decision-making processes. So, in reforming our governance, we must pay proper attention to reasonable public expectations concerning the accountability and governance of higher education institutions.

¹⁰ *University of Oxford Corporate Plan 2005–6 to 2009–10* (p. 2, 'Objectives').

¹¹ University of Oxford: Report of Commission of Inquiry (Clarendon Press, Oxford, 1966) (The Franks Report), paragraph 32.

¹² Franks Report, paragraph 51, page 33.

C. Recent governance reform at Oxford

28. The history of the University is rich in adaptation and innovation. If we confine our attention to only the past forty years, two salient periods of reform were heralded by the publication of the Franks and North Reports.¹³ The Franks Report revitalised the role of Congregation by underlining its sovereignty over the University, and reshaped the University's tradition of academic self-government. Franks also argued for a college contributions scheme and suggested the development of an associative forum within which colleges could speak with a collective voice, which he proposed should be called the Council of Colleges. This was conceived as a body to 'determine policies and practices common to all colleges' which could work alongside the University, yet also provide 'a framework within which college variation could be preserved'.¹⁴ The Council of Colleges was intended to have the power to commit the colleges by majority voting and to speak authoritatively on their behalf. Yet it never came into existence. In its place was established the Conference of Colleges, which has acted more as a consultative forum than as the joint decision-making body envisaged by Franks.¹⁵
29. The North Report, written thirty years later in a much changed environment for higher education, sought to introduce greater clarity of accountability and decision-making, to create the capacity for long-term strategic planning linked to resource allocation, and wherever possible to delegate the taking of decisions to those most concerned with their consequences. The result was the merger of the University's two principal governing committees – the Hebdomadal Council and the General Board of the Faculties – into a single Council, subject to the overriding sovereignty of Congregation; the introduction of lay members of Council; the delegation of much of the University's business to four main committees, normally chaired by the Vice-Chancellor or a Pro-Vice-Chancellor with special responsibility for designated functions;¹⁶ the arrangement of the faculties, sub-faculties, and departments into five new academic Divisions with overall responsibility for their activities and funding; the appointment of a head of each Division, who was *ex officio* a member of Council; statutory representation of the colleges on each of these bodies; and the simplification of the University statutes and subordinate legislation.
30. The North Report did not revive Franks's call for the establishment alongside the University of a Council of Colleges, able through majority voting to impose binding decisions on each individual college. It did, however, emphasise the need for a mechanism which would permit the Conference of Colleges to participate in the taking of decisions. This included the proposal that chairs of University committees should sit on Conference committees in order to foster communication between the colleges and the University, and that the role of the Conference's standing committee should be strengthened so as to produce an 'effective means of consulting colleges and ascertaining their collective view on matters of policy'.¹⁷ However, these aspirations were only partially fulfilled: apart from the Admissions Executive there is to date no Conference committee on which a University representative sits.

13 University of Oxford: Report of Commission of Inquiry (The Franks Report) (Clarendon Press, Oxford, 1966); University of Oxford Commission of Inquiry Report (The North Report) (Oxford, 1997).

14 Franks Report, paragraph 53.

15 There remains very little cross-over between University and Conference committees. Conference has nevertheless recently developed its capacity to speak on behalf of the colleges collectively. Procedures approved in 2003 allow that colleges may be bound after extensive consultation unless they exercise their option to 'opt-out' on the grounds that vital college interests are at stake. The procedure takes a minimum of fifteen 'term-time' weeks to complete and would be initiated where the Conference Standing Committee decides that an issue requires a binding vote. (See CONF 03/21.) To date, this procedure has not been used.

16 Hereafter, all references to Pro-Vice Chancellors in this White Paper should be taken to read 'Pro-Vice-Chancellors with special responsibility for designated functions'.

17 North Report, Recommendations 27 and 28, paragraphs 5.188 and 5.191.

31. The North Report was published in 1997, and a Joint Working Party, chaired by the then Vice-Chancellor Dr Colin Lucas (now Sir Colin Lucas), was set up to review its recommendations on governance and to formulate further proposals for reform in this area.¹⁸ The proposals recommended by this Working Party were, after extensive consultation across the University, approved by Congregation in May 1999 and were implemented in 2000. These included, *inter alia*, the creation of a single governing Council which was responsible to Congregation for the academic policy and strategic direction of the University and which replaced the Hebdomadal Council and General Board of the Faculties; the establishment of four major committees of Council, namely the Educational Policy and Standards Committee (EPSC), the General Purposes Committee (GPC), the Personnel Committee, and the Planning and Resource Allocation Committee (PRAC); the creation of five academic Divisions with considerable devolved budgetary and financial authority in the Life and Environmental Sciences, Medical Sciences, Mathematical and Physical Sciences, Humanities, and Social Sciences; the creation of full-time divisional heads who sat on Council and its key committees; the creation of elected divisional boards; the appointment of four Pro-Vice-Chancellors with responsibilities for Academic Matters, Academic Services and University Collections, Planning and Resource Allocation, and Development; the extension of the Vice-Chancellor's term of office from four to a maximum of seven years; the opening up of the Vice-Chancellorship to candidates from outside Oxford; and finally the widening of the membership of Congregation and the introduction of simplified procedures to raise issues in Congregation and to debate them.

D. The work of the Governance Working Party

32. As part of the adoption of the proposals emerging from the North Report, in Trinity Term 1999 Congregation approved General Resolution 13, which proposed a review of the operation of the new governance structure after the lapse of five years from its inception.¹⁹ At its meeting on 13 September 2004 Council decided, in the light of developments since 1999, to broaden the remit of the Governance review, and this broadening of remit was approved by Congregation.²⁰ In so doing, Council was particularly aware of the national debate on university governance which had been stimulated by the Lambert Review of Business–University Collaboration and by impending legislation concerning charities.²¹ Furthermore, Council was determined that all members of Congregation should be able to make representations to the Working Party, and resolved that, if these representations raised questions of governance broader than had been anticipated by Council, these broader questions should nevertheless receive attention from the Working Party. The full text of the Council resolution, including the membership and terms of reference of the Working Party, is given in annexe C.
33. The White Paper is the product of three rounds of internal consultations, and takes account of changes in the regulatory and legal environment of higher education which have occurred since 1997. These changes will be explained further in paragraphs 54–71.

18 First Report of the Joint Working Party on Governance set up following the Report of the Commission of Inquiry (North Report) (Supplement (1) to *University Gazette* No. 4487, 21 October 1998, Vol. 129, p. 177); Second Report of the Joint Working Party on Governance set up following the Report of the Commission of Inquiry (North Report) (Supplement (1) to *University Gazette* No. 4506, 24 March 1999, Vol. 129, p. 959).

19 *University Gazette*, 3 June 1999 (Vol. 129, p. 1336).

20 Council Resolution Concerning the Review of Governance (annexe C).

21 See explanatory note to Council Resolution Concerning the Review of Governance (annexe C).

Internal consultation and the development of the governance proposals

34. In Michaelmas Term 2004 the Working Party invited submissions on governance from all members of Congregation.²² The Working Party received over 100 responses from individuals, committees and colleges. Although many of these responses acknowledged that the North reforms had brought improvements, the concerns they also raised required the Working Party to give consideration to the most fundamental aspects of the University's governance. These concerns included: the problem of parallel university/college decision-making, in particular the interface between colleges and the Divisions; the remoteness of individuals from decision-making; lack of understanding of the University's structures of governance; the effectiveness of Council, in particular its size, the range of issues which it currently has to cover, and its ability to focus on matters of institutional governance and issues of strategic importance; the capacity for Council's committees to formulate coherent academic strategy; duplication of decision-making; and the lack of definition of the business of major committees.
35. On the basis of these concerns, the Working Party published a Green Paper on governance (GP1).²³ GP1 was intended to stimulate further discussion of governance in Congregation, and to allow the Working Party better to assess the range and strength of opinion in Congregation on these questions. GP1 had two major objectives. The first was the greater involvement of the academic community in academic decisions. This objective lay behind the proposal to establish a single body, called the Academic Council, which would unite all elements of the collegiate University and would constitute the 'heart of all decision making in Oxford'.²⁴ As a consequence of the establishment of the Academic Council, the Working Party proposed that the Conference of Colleges should be abolished. The second objective of GP1 was the improvement of the University's financial, legal and regulatory arrangements. This was expressed in the proposal to establish a 'Board of Trustees' made up of members external to Congregation which would be responsible for institutional governance (as opposed to academic administration). GP1 included details of how to respond to its proposals, and proposed arrangements for three open meetings for members of Congregation to discuss its contents.
36. The responses to GP1 were collected in Trinity Term 2005 and the Working Party set about revising its proposals in the light of what it had learnt. Congregation's criticisms of GP1 clustered around four issues. First, it was argued that the size of the proposed Academic Council would impair its effectiveness. Second, there was considerable resistance to the abolition of the Conference of Colleges, and to the notion that colleges could be bound by the decisions of the Academic Council. Third, a number of respondents were opposed to the establishment of a Board of Trustees made up solely of members external to Congregation. Fourth, a number of the submissions were not persuaded of the reality of the regulatory and legal pressures which (so it had been argued in GP1) impelled the University towards the adoption of a bicameral governance structure based on a separation between institutional governance and academic affairs. Further evidence for the existence of such pressures was demanded.
37. The Working Party produced a revised form of its proposals in a second Green Paper in Michaelmas Term 2005 (GP2).²⁵ In GP2 the proposed Academic Council was reduced significantly in size and the proposal to dissolve the Conference of Colleges was abandoned. GP2 did however emphasise the need for the Academic Board (as the Academic Council was now renamed) to continue as a forum within which members of the collegiate University could meet to debate and decide on matters of mutual concern. It therefore urged 'Conference to achieve an arrangement under which, in certain circumstances the college

22 *University Gazette*, 14 October 2004 (Vol. 135, p. 216).

23 *Oxford's Governance Structure: Green Paper* (Supplement *3 to *University Gazette*, Vol. 135 (March 2005)) (GP1).

24 GP1, p. 8.

25 *Governance Discussion Paper*, Michaelmas Term 2005 (Supplement *2 to *University Gazette*, Vol. 136 (September 2005)) (GP2).

representatives on the Academic Board could enter into commitments on behalf of the colleges.²⁶ The Working Party felt this was justified by the clear expression within the original submissions on governance of a need to bring 'the University and Colleges more closely together in both discussion and decision making'.²⁷ The Board of Trustees proposed in GP1 was re-conceived as a Council made up of a balance of lay and internal members, with lay members in the bare majority. It was proposed that the Chancellor, Lord Patten, would chair Council for the first five years in his personal capacity. It was further proposed that lay members of Council would become members of Congregation for the duration of their appointments to Council, thereby establishing a clear link between the two bodies. Finally, GP2 proposed the creation of a Nominations Committee to ensure that appointees to Council 'possess collectively all the skills, knowledge and experience' necessary to enable them to discharge their responsibilities.²⁸ The Nominations Committee would comprise the Chancellor, High Steward, one former Vice-Chancellor, one Vice-Chancellor of another UK university, and three members elected by Congregation from amongst its own members. It was to be responsible for nominating to Congregation for their approval the names of both internal and lay members of Council.

38. GP2 also included a detailed explanation of why it was proposing a change in the composition of a Council responsible for institutional governance, and why it continued to propose an Academic Board responsible for the academic activity of the University. This was done in part by demonstrating the existence of legal and regulatory pressures for the adoption of such changes, as described in the Joint Opinion of Derek Wood QC and Judith Bryant.²⁹ However, the more important justification was structural. The Working Party sought to address the significant concerns raised about Council's ability to deal effectively with matters of institutional and strategic importance:

Experience since 2000 has shown the need to address more closely the University's basic governance framework. Oxford University is large and complex To maintain the necessary framework for the pursuit of teaching and research, the University must address a wide range of issues. The requirements of regulation and accountability, and the need for rigour in financial and operational control and in risk assessment and risk management, demand continual attention. However well prepared the business for committees and however effective the committee structure, the ground to be covered is arguably too large for a single body to be as effective as the 1997 Commission intended. Comments received during the original consultation were critical of the operation of Council. Throughout its work so far, the Working Party has been chiefly addressing the effectiveness of the current Council as the prime responsible body for the University. ... The Working Party does not think these issues can be addressed simply by minor adjustments.³⁰

39. GP2 included an invitation to submit responses to the proposals of the Working Party. Moreover, a discussion on proposals for changes in governance was held in Congregation on 1 November 2005. On the whole GP2 received significantly more support than had GP1, as was evident in the discussion in Congregation. (For a verbatim report of the discussion see Supplement (1) to *University Gazette* No. 4749 (9 November 2005); also available at www.ox.ac.uk/gazette/2005-6/supps/1_4749.htm.)

26 GP2, paragraph 28.

27 GP2, paragraph 28.

28 GP2, paragraph 38.

29 GP2, annexe B.

30 GP2, paragraph 5.

Background to the present proposals

40. As noted at the beginning of Part II, the White Paper is the culmination of a lengthy process of consultation and distillation. In the responses to GP2, the following issues stood out for further attention:
- *Bicameralism*: doubt as to the existence of compelling institutional, legal and regulatory grounds for the change in the composition of Council and the creation, in turn, of an Academic Board.
 - *Congregation powers and election to Council*: concern lest Congregation's powers be eroded by the creation of an indirect process of election to Council, through a Nominations Committee which did not fully represent Congregation members.
 - *Accountability and scrutiny*: concern that there is an excessively powerful executive body in the University and that better arrangements need to be made to hold this body to account. This view is connected, in particular, to the call for a Board of Scrutiny.
 - *Transparency*: concern over the transparency of Council proceedings, and the consequential difficulty of exercising proper democratic accountability.
 - *General Purposes Committee*: concern about the composition of the proposed General Purposes Committee of Council, and an anxiety that it would place the senior administration of the University in an overly powerful position in relation to Council.
 - *Administration*: lack of clarity as to the structure, role and function of senior management within the University, and a fear that the administration is growing.
 - *Parallel Governance*: concern that GP2 had shrunk from addressing the problem of joint college-University decision-making.

Before proceeding to set out the main recommendations of the White Paper in Part III, the Working Party wishes to describe its thinking on each of the issues outlined above.

Bicameralism

41. The Working Party remains of the view that the case both for changes to Council and for introducing the Academic Board is compelling. In line with GP2, the White Paper seeks to secure Council's role as a guardian of sound institutional governance for the University. It emphasises Council's role in safeguarding the coherence and integrity of the processes whereby key institutional decisions are taken. Council's deliberations would operate at one remove from decisions of academic substance. By contrast, the Working Party envisages the Academic Board as the forum in which decisions shaping the academic life of the University should be taken and in which all institutional and disciplinary perspectives of the collegiate University would be included. Part III of this White Paper offers a more detailed account of how the new system would operate. Particular attention is paid to the remit of the major committees of Council and the Academic Board, in order to delineate their respective functions clearly. Close attention is also paid to the membership of the Academic Board and its key committees in order to illustrate how an integrated approach to academic decision-making would be achieved. This relates not only to interactions between the colleges, the Divisions and the central University administration, but also includes contract research staff, who at present enjoy no representation in any official forum in the University outside Congregation. The Working Party has also revised the statutory arrangements governing the relationship of Council and the Academic Board in order to make inescapable a relationship of respectful and deliberative dialogue between these two bodies.

42. Turning to the legal and regulatory grounds for the implementation of a bicameral structure, the Working Party accepts that, despite the inclusion of the legal opinion from Derek Wood QC and Judith Bryant, the arguments for ‘best practice’ were not sufficiently spelt out in GP2. Paragraphs 54–71 below address this question. This account explains that a University governing body responsible for institutional governance with a lay majority and chair, nominated by a nominations committee, is considered ‘best practice’ within the regulatory framework of universities. It will also show that anticipated reform of charity law promises to result in more searching scrutiny of the capacity of Council members to discharge their fiduciary duties. Therefore, the University must ensure that the process whereby members of Council are nominated guarantees that Council will collectively possess all the skills required to discharge its obligations under charity law. However, it is the view of the Working Party that a body which oversees institutional governance made up of a majority of lay members who have the requisite degree of institutional disinterest is not an appropriate forum for the debate and resolution of matters of academic substance. So it has endeavoured to design a structure within which the Academic Board has delegated to it decisions of academic substance and is left free to administer the academic affairs of the University. Central to the notion of academic self-government is the idea that academics themselves take the decisions and determine the values that shape their professional lives. Alongside Congregation, the Academic Board safeguards such self-government.

Powers of Congregation and election to Council

43. The Working Party believes that the primacy of Congregation is the ultimate guarantee of academic self-government in Oxford. Council remains accountable to Congregation, which has the power to bind it by resolution. This remains explicit in the Draft Statute (annexe E). Moreover, the White Paper recommends the simplification of procedures whereby Congregation can pass a vote of no confidence in Council as a whole (see recommendation 4, at paragraph 86 below). Nevertheless, the Working Party understands the concerns raised by the proposal to institute a system of indirect election to Council, where Congregation would either approve or vote down proposals from a Nominations Committee for membership of Council. As a consequence, the White Paper no longer proposes that the remit of the Nominations Committee should extend to the nomination of internal members of Council. Moreover, the Nominations Committee will now include a significant majority of directly elected members of Congregation (see recommendation 3, at paragraphs 84–85 below).
44. The Working Party adheres to the view that it is important to ensure that Council and its major committees contain within their membership the skills, knowledge and experience necessary for the discharge of their duties. It views the Nominations Committee as vital to the achievement of this objective. Consequently, the Nominations Committee will be responsible for formulating guidelines for the membership of Council which it will submit to Congregation for its approval. The Nominations Committee will justify its selection of lay Council nominees to Congregation by reference to these guidelines. The Nominations Committee will also be required to respect principles of equality and diversity in its selection of lay nominees to Council. The detailed proposals are in paragraphs 80–85 below.

Accountability, scrutiny and transparency

45. The White Paper has addressed the concerns raised about scrutiny of the University administration through the creation of a revised Audit and Scrutiny Committee. The White Paper broadens the remit of this committee beyond its previous specific financial audit function, entrenches its relationship with Congregation, and bolsters its capacity to act as an agent of democratic scrutiny within the University. A full account of the remit and activities of the revised Audit and Scrutiny Committee is set out in paragraphs 89–90 below. The Audit and Scrutiny Committee must be viewed alongside existing scrutiny mechanisms

within the University, in particular the Proctors, who already operate as the University's 'ombudsmen', and who report annually to Congregation.

46. The Working Party believes it is also important to keep clearly in view the features built into the system proposed in this White Paper which are intended to render scrutiny both easier to pursue and more searching in effect. Council as a whole, not only the Audit and Scrutiny Committee, must satisfy itself that decisions taken on behalf of the University are internally coherent, and clearly reasoned. Council is in turn accountable to Congregation, which remains sovereign over the University, which can bind Council, and which has the power to pass a vote of no confidence in Council. In addition, Council must assure external public and regulatory bodies that it has scrutinised and validated the decisions of those acting in the name of the University.
47. The Working Party endorses the view that bodies entrusted with the scrutiny of the University's administration cannot function effectively without an appropriate level of transparency. However, as already argued, the principle of transparency is not absolute.³¹ It must be balanced against respect for personal, commercial and other sensitive data. This approach to transparency is reflected in recent developments, including the publication of Audit Committee reports on the University website; the Vice-Chancellor's reports on Council meetings published on the University intranet; the development of Vice-Chancellor's Question Time sessions; the open meetings on governance and the development of academic strategy; and consultative exercises and responses to HEFCE consultations. The Working Party believes that the fostering of a culture of greater transparency at all levels of the University will help to build relationships of mutual trust and respect.

General Purposes Committee

48. The Working Party has given further thought to the proposals for the General Purposes Committee, set out in GP2.³² These saw the committee as providing support in three main areas: reports from the miscellaneous bodies responsible to Council; legislative matters; and other items which fall between the terms of reference of any other committee. The proposals did not envisage that all business from the Academic Board would go to Council via this committee. Rather they were designed to deal with miscellaneous items of business not covered fully elsewhere by other Committees of Council.³³ However, the Working Party has reflected further in the light of concerns expressed, and the White Paper proposes that the General Purposes Committee should report to the Academic Board (see recommendation 8, at paragraphs 105–106 in particular).

Administration

49. The institutional challenges facing the collegiate University were outlined in Part II, Section B of this White Paper. In paragraph 24 it was stated that excellence in teaching and research must be complemented by excellence and effectiveness in the University's administration. The perception that the collegiate University's administration is growing unjustifiably must be considered in the light of the expansion and developing complexity of the collegiate University as a whole. It should also be seen alongside the increasingly professional administration of our international competitors.³⁴ The Working Party believes

³¹ See paragraph 15 above.

³² GP2, paragraph 43.

³³ The Audit and Scrutiny Committee has important and wide-ranging functions but is clearly a monitoring body, while the Finance, Investment, and Remuneration Committees' remits are circumscribed. See recommendation 5, at paragraphs 87–94 below for more detail on the remits of these committees.

³⁴ See Keiran Beer, 'Dean of Investing', *Bloomberg Markets* (January 2006), 62; Stephanie Baker-Said and Alex Morales, 'Oxbridge passes the Hat', *ibid.*, 70.

that an important benchmark of administrative effectiveness must be a considerable reduction in the administrative burdens currently shouldered by the academic staff of this University. Moreover, increased administrative expertise and professionalism promises not only to enhance our educational and research environment, but also to increase the University's financial independence. This applies in particular to matters concerning, for example, the development and management of capital resources and investments, planning and budgeting, as well as personnel matters and public relations; but arguably it applies across the whole range of administrative functions.

50. It is sometimes said that the structure of the University's administration is unclear. While it has certainly evolved over the past ten years, it continues to reflect the conception developed in the Franks Report and reaffirmed in the North Report.³⁵ The university administration comprises in the first place executive officers, the Vice-Chancellor and the Pro-Vice-Chancellors, who provide strategic guidance and policy direction and leadership to the University. They are supported by a permanent administrative staff, headed by the Registrar, who also service the University committees to which those officers report, as well as providing policy advice and analysis, carrying out decisions, and running operations. An account of the roles and functions of the senior officers of the university administration is now available for members of the University at www.admin.ox.ac.uk/gwp/univadmin.shtml. Moreover, Council's recently established principles for the appointment of Pro-Vice-Chancellors were published in the Vice-Chancellor's report on Council proceedings of 13 February 2006 and can be found at www.admin.ox.ac.uk/vc/notes/pvc.shtml.³⁶
51. The executive officers of the University administration can act only with the consent of Council, to which they are directly accountable and which is at present the ultimate policy-making forum in the University (subject always to the endorsement of Congregation). The White Paper strongly reinforces the University's current measures for scrutinising and holding the central administration to account. For example, the Vice-Chancellor will no longer chair Council, Pro-Vice-Chancellors and Heads of Division will no longer sit on Council, Council will collectively possess greater expertise and independence, the remit of the Audit and Scrutiny Committee and its relationship to Congregation will broaden the scope for oversight of the administration as a whole, and the Academic Board, although chaired by the Vice-Chancellor, will contain only a minority of executive officers. All these features of the White Paper manifestly serve the broader objective of enhancing scrutiny and accountability.³⁷

Parallel governance

52. GP1's proposal to abolish the Conference of Colleges did not receive much vocal support. Therefore GP2 did not pursue this matter, but it did urge the Conference of Colleges to address the question of parallel governance and the question of college representation on the Academic Board. The result was the establishment of the Conference Working Group on Joint Colleges/University Planning and Decision-making, chaired by the Master of Pembroke. In the responses to GP2, however, regret was expressed in some quarters that the project of developing joint decision-making structures between colleges and the University had been abandoned. There remains an enduring concern across Oxford (often expressed by college fellows) that the parallelism of our current arrangements represents the major governance challenge facing the collegiate University. How should this be addressed? Most college submissions agreed that new structures and procedures for effective college–University decision-making must be created. There was no agreement among them, however, about how this should be achieved, given that no representative of Conference on the Academic Board or elsewhere could bind colleges without prior agreement. Some

³⁵ The Franks Report, paragraphs 551–562; The North Report, chapter 6.

³⁶ Also published in *University Gazette*, 2 March 2006 (Vol. 136, p. 731).

³⁷ For details of all of these proposals see Part III.

colleges have suggested increasing the role of the Chair of Conference of Colleges on Council in order to ensure greater college participation in strategic and institutional decision-making, but they also insist that decisions made in these fora cannot bind them without direct consultation. Some college submissions also argued that the Conference of Colleges is not a representative body in any meaningful sense, and noted that Heads of Houses cannot bind their governing bodies at the Conference of Colleges where they have not obtained a prior mandate to do so.

53. The Working Party remains attached to the view, held also by the Franks and North Committees, and reflected in the Lambert Report,³⁸ that resolving the issue of University-college joint decision-making is central to the successful governance of the collegiate University. On the evidence of the responses to GP2, it is clear that this objective is widely shared across the collegiate University. Nevertheless, the Working Party recognises that successful resolution of this long-standing issue must ultimately rest with the colleges themselves, since they are best placed to develop creative solutions to the issue of joint and collective decision-making. The Working Party fully supports the Conference Working Group, and is committed to collaborating with it, whilst at the same time recognising that it would be impossible for a University working group to impose solutions on the colleges.

E. Changes in the external regulatory environment

A decade or so ago it was regarded as a radical step to open the membership of Council to two (now four) 'external' members. Since then there has been widespread public concern over the shape of public bodies in terms of membership. This has [been] sharpened in the case of Universities ... by the impending changes in the form and structure in the regulation of charities, of which the University is one. So we have a pincer movement of changed public expectations and a changing regulatory regime; the University is immune from neither.³⁹

54. An important element in the brief of the Working Party⁴⁰ and one which occupied them considerably during their deliberations was the evolution of the legal and regulatory environment of higher education since the publication of the North Report. The Working Party holds the view that public expectations do not in themselves constitute a sufficient ground for internal change. Nevertheless, given the strong relationship between governance arrangements and external accountability, it would have been irresponsible to proceed without a proper understanding of public expectations concerning the governance of universities. An accurate and full description of this regulatory environment has been repeatedly requested by members of Congregation and is necessary for an adequate understanding of GP1, GP2 and the White Paper.

Public expectations of the governance of universities

55. The North Report was published in November 1997, just five months after the publication of the report of the National Committee of Inquiry into Higher Education (the Dearing Committee).⁴¹ The North Report argued that although a number of its specific proposals differed from Dearing, its central aim of achieving clarity of responsibility for decision-making was consistent with what it took to be Dearing's general aim. Nevertheless, it was clear that almost all the deliberation and the formulation of proposals in the North Report took place before the publication of the Dearing Committee report. This was tacitly conceded by the

³⁸ Lambert Report, paragraph 7.48. Also set out in paragraph 64 below.

³⁹ Sir Peter North, Congregation debate on Governance, Tuesday, 1 November 2005 (Supplement (1) to *University Gazette* No. 4749, 9 November 2005, Vol. 136, p. 299).

⁴⁰ See annexe C for full text of resolution.

⁴¹ Higher Education in the Learning Society: Report of the National Committee of Inquiry into Higher Education (HMSO, 1997).

Committee itself: ‘we concluded that it would be sensible to delay the completion of our own report so that we could take at least *some* account of the Dearing Committee’s report.’⁴²

56. Given the scale of its inquiry and the status of the National Committee, it is not surprising that the Dearing Report went on to form the foundation upon which universities nationally, and successive governments, have formed their ideas on ‘best practice’ in governance.⁴³ A number of proposals and principles contained within the Dearing report, in particular the section entitled ‘Enabling Governance To Become More Effective’, require particular attention. Dearing proposed the establishment of a code of practice for institutional governance and argued that higher education institutions should report on their compliance with such a code in their annual reports.⁴⁴ The conception of institutional governance, reflected in the proposed code, rested on an important distinction: ‘institutional governance differs from institutional management: it is concerned with deciding overall policy, guidance and review rather than executive management or operational delivery.’⁴⁵
57. While Dearing clearly respected ‘institutional autonomy’ and ‘academic freedom within the law’, it did maintain that ‘institutional governance should be conducted openly and should be responsive to constituencies internal and external to the institution.’⁴⁶ The four components of Dearing’s proposed governance code were: to ensure that the institutions’ governing bodies can make their decisions in a way which is effective, transparent and timely; to provide a basis for familiarity with the governance arrangements within institutions; to ensure that there is appropriate membership of the ultimate decision-making body; to ensure that governing bodies can meet their obligations to their wider constituencies inside and outside the institution.⁴⁷
58. The Dearing Report emphasised the need to identify a body which was the ‘ultimate decision-making body in an institution’ which was responsible for ‘the institution’s strategic direction, reputation, financial wellbeing, the wellbeing of staff and students, and, in association with the Senate or Academic Board, for establishing and maintaining high standards of academic conduct and probity.’⁴⁸ It also emphasised the public accountability of higher education institutions, in particular for their use of public funds. In this respect it drew on the advice of the National Audit Office: ‘the council or board of governors of a higher education institution is the executive governing body and is responsible for ensuring that the conditions made in relation to all forms of Government grant are met. In particular, governors are required to ensure the overall financial health of the institution, the proper stewardship of funds, value for money in spending and the adequacy of arrangements for account and audit.’⁴⁹
59. Given the obligations which governing bodies now had to discharge, the Dearing Report laid much emphasis on the appropriateness of membership: ‘we have heard much evidence, and we are strongly of the view, that the quality of membership of the governing body is crucial. Legitimate institutional governance requires that members of the governing body are appointed on the basis of merit, taking account of any necessary balance of expertise and interests and the institution’s requirements.’⁵⁰ Two particular

42 North Report, paragraph 1.6. Emphasis added.

43 *Guide for Members of Higher Education Governing Bodies in the UK* (Committee of University Chairmen, November 2004); *Lambert Review of Business–University Collaboration: Final Report* (HMSO, December 2003).

44 Dearing Report, paragraph 15.37.

45 Dearing Report, paragraph 15.32.

46 Dearing Report, paragraph 15.4.

47 Dearing Report, paragraph 15.38.

48 Dearing Report, paragraph 15.33.

49 National Audit Office (1997), Submission by the National Audit Office to the National Committee of Inquiry, paragraph 1.22.

50 Dearing Report, paragraph 15.44.

characteristics of an effective governing body were specified. The first was that the governing body should contain a majority of lay members selected by a nominations committee which could ensure members of the 'highest individual calibre'.⁵¹ Dearing saw lay membership not only as a means of ensuring excellence and impartiality in decision-making, but also as a crucial aspect of a University's engagement with, and accountability to, its external constituencies.⁵² The second was the view that a governing body, in order to act as an effective decision-making forum, should consist of a maximum of twenty-five members.⁵³ This led to a recommendation regarding the responsiveness of the Privy Council Office in cases where pre-1992 institutions sought to reduce the size of their governing bodies.

60. The Dearing Committee was not working in a political vacuum. It was part of a broader shift in public expectations regarding the accountability and governance of public as well as private institutions. Shaken by a number of high-profile scandals, public sensitivity concerning governance and accountability was growing. Like many other reports on governance since the mid-1990s, Dearing was influenced by the work of the Nolan Committee on Standards in Public Life. This committee, in its second report, had made recommendations on 'best practice' specific to the governance of higher education as a means of enhancing its public and financial accountability. The Nolan Committee had made clear that 'while the principle of academic freedom is applicable to the right of individuals to pursue research and express opinions without political pressure, it does not justify a lower level of accountability for higher education institutions.'⁵⁴ One recommendation in particular, that 'appointments to the governing bodies of universities and colleges should be made on the basis of merit, subject to the need to achieve a balance of relevant skills and backgrounds on the board', had clearly been picked up in Dearing. This was also the case with the recommendation that universities should account for themselves by providing information on governance in their annual reports.⁵⁵
61. The ethos of the Nolan Committee is also reflected in more recent reforms of professional regulation and of procedures for judicial appointments. While these are not specifically related to the development of governance in higher education, they do reflect an emerging public consensus that significant lay participation is seen as a key element of a robust governance structure. In the Clementi report, which proposes a Legal Service Board to regulate the provision of legal services, the requirement of a lay chair, a lay majority, and appointment to the Board on the basis of merit by an established nominations committee received clear emphasis.⁵⁶ In the Smith report on the changes to the regulation of the General Medical Council in the light of the Shipman affair, which was influenced also by the Human Rights Act, the connection between lay membership and enhanced accountability was evident.⁵⁷ Moreover, the Judicial

51 Dearing Report, paragraph 15.45.

52 Dearing Report, paragraph 15.52.

53 Dearing Report, paragraph 15.45 and 15.49.

54 Second Report of the Committee on Standards in Public Life (May 1996) Local Spending Bodies (Cm 3270, HMSO), Summary of the Report at preamble to recommendation 3 (<http://www.archive.official-documents.co.uk/document/parliament/nolan2/nolan2.htm#furt>).

55 Second Report of the Committee on Standards in Public Life (May 1996) Local Spending Bodies (Cm 3270, HMSO), recommendations 3 and 5. See also: 'Seven years of the Committee on Standards in Public Life – where now? Notes for remarks to the annual lecture of the Association of University Administrators, University of Manchester, 8 November 2001' (http://www.public-standards.gov.uk/publications/speeches_and_summaries/2001/7_years_committee.asp).

56 *Review of the Regulatory Framework for the Legal Profession of England and Wales: Final Report*, Sir David Clementi (December 2004), pages 81–85.

57 The Fifth Report of the Shipman Inquiry, chapter 25 and paragraphs 27.206–27.209 (<http://www.the-shipman-inquiry.org.uk/reports.asp>).

Appointments Commission, established under the Constitution Reform Act 2005 to appoint judges in place of the Lord Chancellor, has a lay chair and significant lay membership.⁵⁸

62. Running in parallel with these developments are changes in the conception of corporate accountability. These were crystallised in the Turnbull Guidance to Corporate Directors in 1999 and subsequent reports by the Institute of Chartered Accountants and the Financial Reporting Council.⁵⁹ Turnbull led the way by taking the definition of a governing body's duty towards its stakeholders to include more than accounting issues. He included the need for organisations to identify the risks they run and to monitor the ways those risks are managed. Turnbull's work also introduced the notion of regular reviews of the effectiveness of controls and risk management processes and their link to internal audit and in turn to the combined code on corporate governance. These proposals have been widely adopted and are now used, for example, by the regulator when considering the standards required for companies listed on the London Stock Exchange.
63. It was in this wider environment that the Lambert Review of Business–University Collaboration was conducted and finally published by the Treasury in 2003.⁶⁰ Notwithstanding its closely focused brief to explore forms of collaboration between universities and business partners, the report included a chapter on the 'management, governance and leadership' of UK universities. Lambert was critical of the fact that many of the Dearing recommendations had not yet been implemented, and urged the Committee of University Chairmen (CUC) to develop 'a concise code of governance representing best practice across the sector'.⁶¹ The Lambert Report included a draft code which it suggested the CUC should use as a starting point. This stipulated that each university should be able clearly to identify its governing body, that it should have a maximum of twenty-five members and a majority of lay members. It also stipulated that appointments should be managed by a nominations committee which should 'prepare written descriptions of the role and the capabilities required for a new member, based on a full evaluation of the balance of skills and experience of the governing body'.⁶² Accordingly, the CUC issued its own *Guide for Members of Higher Education Governing Bodies in the UK* in the following year, which contained almost identical specifications on the composition of governing bodies and elections to them.⁶³
64. Lambert also contained a section devoted to the governance of Oxford and Cambridge.⁶⁴ This characterised Oxford and Cambridge, owing to their collegiate and self-governing nature, as working 'largely outside the governance systems which apply to most universities'.⁶⁵ It noted that Oxford's governance reforms under North had gone further than those of Cambridge, which had 'found it more difficult to make organisational changes'.⁶⁶ Nevertheless, the report identified considerable governance challenges for both universities. These were outlined in paragraph 7.48 of the Lambert Report.

58 http://www.judicialappointments.gov.uk/about/chair_commissioners.htm.

59 *Internal Control: Guidance for Directors on the Combined Code* (The Institute of Chartered Accountants in England and Wales, London, September 1999); *Audit Committees Combined Code Guidance, A report and proposed guidance by an FRC-Appointed group Chaired by Sir Robert Smith* (submitted to the Financial Reporting Council in December 2002 and published in January 2003); *Internal Control: Revised Guidance for Directors on the Combined Code* (The Financial Reporting Council, London, October 2005). See also: *Implementing Turnbull: A Boardroom Briefing* (Centre for Business Performance, The Institute of Chartered Accountants in England and Wales, September 1999).

60 *Lambert Review of Business–University Collaboration: Final Report* (HMSO, December 2003) (Lambert Report).

61 Lambert Report, recommendation 7.1, page 99.

62 Lambert Report, Draft code of Governance, Appendix II, sections 1, 8, 9, 10.

63 The CUC code is available at: http://www.hefce.ac.uk/pubs/hefce/2004/04_40a/.

64 Lambert Report, pages 103–105.

65 Lambert Report, page 103.

66 Lambert Report, paragraph 7.46.

Lambert Review of Business–University Collaboration**Paragraph 7.48**

The challenges for Oxford and Cambridge include:

- The need to build a new relationship with the colleges, which protects their academic and social strengths but which prevents them from blocking decisions that are in the interests of the university as a whole.
- The need to speed up their decision-making processes and co-ordinate their processes in order to make them more effective partners with business.
- The need to generate significantly more money than they are likely to get from public funding in order to pay their academics a competitive wage, to develop their research strengths, to cover their teaching costs, and to subsidise talented students where necessary.
- The need to make further progress in modernising their governance and management structures, so that the Government and the public can trust both universities to manage the increased public funding that they will certainly need if they are to retain their current position – let alone to strengthen it.

On this basis the Lambert Report encouraged the government to support Oxford and Cambridge as they ‘set out the agenda for which they will be accountable’ and to pursue the longer-term objective of ensuring that ‘in 25 years’ time Oxford and Cambridge are still numbered among the world’s leading universities.’⁶⁷ It concluded by recommending that ‘in three years’ time, the vice-chancellors of Oxford and Cambridge should take stock of the progress of reform, and agree with the Government what further steps will be necessary for the two universities to sustain their global position.’⁶⁸

65. To sum up, the environment in which this University now engages with government and public bodies has shifted markedly since the North Report was published. These expectations are clear and increasingly explicit. A notable example occurs in the letter of the Privy Council to the University of Oxford dated 12 June 2002, where it is stated that ‘ideally [the Privy Council’s] advisers would of course like Oxford to work towards having a lay majority on their Council’. A more recent example comes in the HEFCE Report following its recent assurance visit to the University of Oxford in January 2006 (attached at annexe D). In its observations and recommendations on governance, the HEFCE report noted in respect of the North reforms that ‘whilst the changes instigated five years ago were significant, the present governance arrangements still differ markedly from the sector norm (in part because the University is self-governing) or that which HEFCE would consider good practice. The main differences include not having an external majority on Council and that Council is chaired by the Vice-Chancellor, rather than by an external member.’ Having examined the governance reforms proposed in GP2, the HEFCE report went on to state that ‘if the University’s governance arrangements are settled substantially in the form currently under consideration then we would expect them to cease to be anomalous on points which we consider to be good practice, whilst still being distinctive within the higher education sector.’⁶⁹

67 Lambert Report, paragraph 7.51.

68 Lambert Report, recommendation 7.6.

69 Report on HEFCE Assurance Visit: Observations and Recommendations on Governance (January 2006) points 4 and 7 (at annexe D).

66. As already emphasised, changed public expectations do not constitute, in and of themselves, sufficient arguments for internal change. Nevertheless, the Governance Working Party has taken the view that it would be irresponsible to ignore public expectations regarding the accountability and governance of universities. In this regard it is worth reminding ourselves of the words of the Franks Report:

We begin with the indisputable fact that Oxford is like all other British universities in its basic purposes and large objectives, and like them is accountable financially and morally to the public. But it is unlike most of the other universities in that it enjoys a large private endowment income ... Nevertheless, it is not free to do exactly what it likes with its private income because, first, its use must be consistent with the position of Oxford as an educational charity and, second, the preponderant share of total income flowing from public funds carries with it a general responsibility and accountability for the use to which the whole income is put. At the same time, the possession of private endowment income legitimately gives freedom of choice which Oxford, thanks to past benefactors, is fortunate to be able to exercise, within the limitations stated, to the public benefit.⁷⁰

67. These public expectations and understandings of ‘best practice’ have therefore formed one element of the Working Party’s review of Oxford’s governance. A particular aim of the Working Party’s proposals in this White Paper is to reconcile this broader public consensus with Oxford’s own institutional needs and strong democratic traditions of academic self-government.

The regulation of charities

68. A further factor in the Working Party’s deliberations is the expected change in charity law which will have a bearing on the regulation of the University.
69. The University of Oxford is a charitable corporation whose objects are defined by Statute I, sect. 3 as ‘the advancement of learning by teaching and research and its dissemination by every means.’ The members of the governing body of the University of Oxford, presently Council, are likely to be treated as the trustees of a charitable trust and are bound by fiduciary duties. Consequently, they must ensure that the income and capital of the University are managed and allocated responsibly and in accordance with these charitable objects. Under present legislation, the Charities Act 1993, the University is classified as an exempt charity.⁷¹ Trustees of exempt charities are currently subject to a less intensive regulatory regime than non-exempt charities. The former are under a general duty to keep and retain proper accounts, while the latter are subject to extensive duties of registration and accounting under the supervision of the Charity Commissioners.
70. The campaign to modernise English charity law, to regulate the work of charitable organisations in the twenty-first century and to safeguard public trust, was led by the National Council for Voluntary Organisations in 2001.⁷² The campaign, which culminated in an alliance of over thirty charities in the Coalition for a Charities Act, focused on clarifying a universally applicable ‘public benefit test’, simplifying the registration and regulation of charitable organisations, reforming the Charities Commission, and creating an independent tribunal for appeals against its decisions. As a consequence in July 2001 the Prime Minister’s Strategy Unit commissioned a review of the law and regulation of charities and not-for-profit organisations and published its report in September 2002.⁷³ This was followed by a White Paper in July 2003.⁷⁴ The Charities Bill has completed its passage through the House of Lords and is now awaiting consideration in the House of Commons.

⁷⁰ Franks Report, paragraphs 38, page 29.

⁷¹ Charities Act 1993, section 96 and schedule 2 paragraph 2(b).

⁷² *For the Public Benefit: A Consultation Document on Charity Law Reform* (National Council for Voluntary Organisations, London, 2001).

⁷³ *Private Action, Public Benefit* (<http://www.number-10.gov.uk/su/voluntary/report/index.html>) refs.

⁷⁴ *Charities and Not-for-Profits: A Modern Legal Framework* (<http://www.homeoffice.gov.uk/comrace/active/charitylaw/index.html>).

II. The Governance Challenge

71. The provisions of the Bill in its current form which would have a bearing on the governance arrangements of the University of Oxford are those which propose the introduction of new arrangements for the regulation of 'exempt charities', under a 'principal regulator', to ensure their compliance 'with their legal obligations in exercising control and management of the administration of the charity'.⁷⁵ At present, the government expects that HEFCE will be the principal regulator of higher education institutions.⁷⁶ If this were not the case, the University trustees would fall under the regulation of the Charity Commissioners. In either case, the result would be closer regulation of the financial management, audit and risk assessment procedures instituted by those elected as members of Council. This in turn would have a bearing on the expertise and experience of those entrusted with such membership. As Derek Wood QC and Judith Bryant stated in their legal opinion on the composition of Council (annexed to GP2), 'the overriding requirement is that, irrespective of the constituency from which its members are drawn, it should have at its disposal the whole range of expertise which is necessary for the successful management and custody of the assets and activities under its supervision and control'.⁷⁷ This requirement of specific skills and expertise would hold implications for the process by which members of Council are nominated and elected.

⁷⁵ Charities Bill Clauses 13, 13 and Schedule 5

⁷⁶ See for example the speech of the Minister of State, Home Office (Baroness Scotland of Asthal) (House of Lords Hansard, 20 Jan. 2004, Column 887).

⁷⁷ GP2, annexe B, page 22.

III. Proposals for Governance Reform

72. Part II of the White Paper set out the history of the current review of University governance since it began in 2004, and the range of factors and perspectives which have helped to shape both the review process and the conclusions of this White Paper. Part III of the White Paper will lay out these recommendations in detail. In brief outline these are as follows:
- a change to the composition and chairmanship of the University Council to reflect its enhanced focus on institutional governance;
 - the establishment of four major Council committees: Audit and Scrutiny, Finance, Investment, and Remuneration;
 - reform of the process of election and nomination of lay members of Council, and the establishment to this end of a Nominations Committee with a majority of members elected by Congregation;
 - simplifying Congregation's procedures for passing a vote of no confidence in Council;
 - the creation of a new Academic Board which would encompass the broadest possible range of academic perspectives drawn from the collegiate University and which would have the primary responsibility for overseeing the academic affairs of the University;
 - reconstituting existing committees of Council to form the five major committees of the new Academic Board: Education, General Purposes, Personnel, Planning and Resource Allocation, and Research;
 - the adjustment of the reporting line of most remaining university committees as a result of the establishment of the new Academic Board.
73. Before laying out each specific recommendation, it is worth repeating that Congregation is the sovereign body of the University of Oxford and the guardian of academic self-government.⁷⁸ As the 'parliament' of this University, it has the power under existing statutes to approve, or object to, both statutes and regulations, and the power to pass resolutions which bind Council. None of the proposals below seeks to amend these powers, as is stated in section 2 of Draft Statute VI: '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.'
74. The recommendations below should also be viewed in the light of the existing statutory powers of the Proctors and the Assessor to attend and observe any University committee, and to receive upon request the papers of any committee.⁷⁹ Thus, even where the Proctors and the Assessor are not named as members of a University committee, they may still exercise scrutiny over its activities.

Recommendation 1: Composition and chair of the University Council

75. The White Paper's proposals are predicated on a conception of Council as the body responsible for institutional governance. In particular this requires Council to assure itself of the coherence and robustness of the structures, processes and organisation in place for the effective control and administration of the University. In order to give effect to Council's role, the Working Party has framed proposals to ensure that Council, by virtue of its membership and the terms of reference of its major committees, is capable

⁷⁸ See also Statute VI (Draft) at annexe E; terms of reference of major committees of Council at annexe F; terms of reference of major committees of the Academic Board at annexe G.

⁷⁹ Statute IX (Officers of the University) sections 19(2) and 27(2).

of overseeing and reviewing the organisational needs of the University so that it has the best possible framework for its teaching and research. In particular, Council will oversee the University's institutional processes regarding financial and investment policy, matters relating to audit, scrutiny and legal issues and the conduct of the University's business.

76. At present Council consists of twenty-five members and three co-opted members.⁸⁰ It is chaired by the Vice-Chancellor *ex officio*. Nine of the members of Council are *ex officio*, namely the Vice-Chancellor, the Heads of Division, the Chair of the Conference of Colleges, the Proctors and the Assessor. The remaining members comprise four lay members, four members of Congregation who are members of the faculties within the Mathematical, Physical and Life Sciences and the Medical Sciences Divisions, four members of Congregation who are members of the faculties within the Social Sciences and Humanities Divisions, three members of Congregation generally and one member elected by the Conference of Colleges. Currently, the Pro-Vice-Chancellor (Planning and Resources) is a member elected by Congregation, and the Pro-Vice-Chancellors for Education, Personnel and Equal Opportunities, and Research are co-opted members of Council. In addition, meetings of Council may be attended by three student members. Council meets at least three times each term and twice in the Long Vacation to consider matters relating to institutional governance as well as academic policy.
77. It is proposed to change the composition of Council to fifteen members, chaired by a lay member of Council, and consisting of a further seven lay members (who will nevertheless become members of Congregation) and seven internal members (who are members of Congregation) amongst whom will be included the Vice-Chancellor and Chair of Conference of Colleges *ex officio*. For the first five years, it is proposed that the Chair of Council will be the Chancellor of the University, Lord Patten, who will serve in his personal capacity. Thereafter, Council will select the Chair of Council from amongst its existing lay members and propose its nominee to Congregation for its approval. The Registrar, as now, will act as the secretary of Council. Council will be quorate when eleven out of fifteen members are present, including the Chairman of Council or his Deputy, five lay members and five internal members. All Council members will be able to claim reasonable expenses incurred as members of Council, but they will not receive any emoluments.⁸¹ It is proposed that Council would normally meet six times a year, or further as required to fulfil its role as institutional overseer of the University.
78. To understand Council's statutory powers fully, it is necessary to read Statute VI (Draft) sections 1(2), 2, 34 and 37 together.⁸² While Section 1(2) stipulates that Council is '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', section 2 binds Council to Congregation and section 34 delegates academic governance and administration to the Academic Board. Moreover, the relationship between Council and the Academic Board is regulated in section 37 which entrenches respect for the Academic Board's judgement on matters of academic merit and imposes a justificatory onus on Council to provide reasons and considerations where it rejects or refers a matter back to the Academic Board. These matters are examined in more depth in recommendations 6 and 7 below (at paragraphs 95–100).
79. The Working Party notes that the revised chairmanship, composition and remit of Council reflects its role as the body responsible for institutional governance, promises to enhance the coherence and effectiveness of its decision-making processes, and is consistent with the role of members of Council as the charitable trustees of this University.

80 See Statute VI, section 4.

81 In cases of hardship a lay nominee may be compensated for loss of earnings.

82 Available at annex E.

Recommendation 2: Election of members of Council

80. At present, internal Council members, who are not members in their *ex officio* capacity, are elected directly by Congregation or co-opted by Council. Lay members are nominated by Council and approved by Congregation. The Vice-Chancellor holds the Chair of Council *ex officio*.
81. The Working Party now proposes an adjustment to the procedure for nomination and election of lay members of Council. Internal members of Council will continue to be directly elected by members of Congregation, in accordance with existing procedures. The Working Party proposes, in addition, that a Nominations Committee be established to propose names of lay members of Council to Congregation for their approval. When proposing lay members, the Nominations Committee will keep in mind general principles of equality and diversity, including disciplinary diversity, and the importance of choosing individuals whose expertise and interests closely match the remit of Council. Given its objective to ensure that Council possesses 'collectively all the skills, knowledge and experience necessary to enable them to discharge their responsibilities',⁸³ the Nominations Committee will seek to ensure that lay members of Council are genuinely complementary to internal members of Council. At the inception of Council, the Nominations Committee will make its proposals after internal members of Council have been directly elected by Congregation. Thereafter, when Council members require replacement or renewal, the Nominations Committee will have particular regard to the requirement to seek lay members of Council who complement the range of skills and expertise already available on Council.
82. The Nominations Committee will, in addition, put forward for approval by Congregation general guidelines concerning the range of expertise, attributes and experience required in Council as a whole. The Working Party envisages that these guidelines will make explicit the range of skills required for the effective conduct of Council's business. The Nominations Committee will be responsible for drafting and revising these guidelines. The Working Party foresees that the guidelines may include sympathy with the academic values of the University and the capacity to further its general aims and objectives. They may also refer to evidence of academic distinction or expertise in the administration of higher education, legal and regulatory issues, audit, financial management, property investment, the implementation and maintenance of complex IT systems, the administration of complex organisations and the identification of institutional risk.
83. The guidelines will serve as a resource for Congregation, as the Nominations Committee will be required to demonstrate how the lay members proposed help the University achieve the range of expertise which it has agreed should normally be found in the membership of Council as a whole. The Nominations Committee will invite members of Congregation as well as college governing bodies to suggest possible candidates for lay membership of Council and will consider these suggestions carefully. The Nominations Committee will put forward to Congregation as many names of lay members as there are places available. Finally, the Working Party envisages that the guidelines for membership of Council may also assist internal nominees for Council; they too may wish to put before Congregation a brief biography in support of their candidature and illustrate how they would discharge the responsibilities and duties of a member of Council.

Recommendation 3: Composition and election of the Nominations Committee

84. The Nominations Committee will be chaired by the Chancellor and will otherwise consist of the High Steward, one former Vice-Chancellor, one Vice-Chancellor of another UK university, and seven members elected by Congregation from amongst its own members (or eight if there were no former Vice-Chancellor

⁸³ Paragraph 18, Joint Opinion of Derek Wood QC and Judith Bryant, GP2 at annexe B.

able or willing to serve). Of the members of Congregation serving on the Nominations Committee four will be representatives of their respective Divisions; one will be the head of an Oxford college, and two will be members of Congregation generally.

85. The Working Party stresses that the majority of members on the Nominations Committee will be members of Congregation elected by Congregation. The specification of divisional representation amongst them is consistent with the principle of disciplinary diversity as endorsed by Congregation and as expressed in the University's Corporate Strategy.

Recommendation 4: Removal of members of Council

86. The Working Party distinguishes between cases where the Council as a whole is the subject of serious criticism and cases where an individual's continuing membership is in doubt. It is no longer proposed that the Nominations Committee be responsible for proposing the removal of individual members of Council. This function will remain with Council.⁸⁴ The Working Party proposes in addition that Congregation will have a specific power to pass a vote of no confidence in Council as a whole. As part of that provision, there will be an automatic postal vote. A debate will take place and its proceedings published, but there would be no initial vote on the floor of Congregation.

Recommendation 5: Major committees of Council

87. The Working Party proposes that Council would have four major committees.⁸⁵ These are:
- (i) Audit and Scrutiny
 - (ii) Finance
 - (iii) Investment
 - (iv) Remuneration
88. The Working Party proposes that the major committees of the present Council, the Educational Policy and Standards Committee (EPSC), the General Purposes Committee (GPC), the Personnel Committee, and the Planning and Resource Allocation Committee (PRAC) will, subject to some revisions, become major committees of the Academic Board. For the details of the major committees of Academic Board see recommendation 8 below (at paragraphs 101–113).

Audit and Scrutiny Committee

89. The investigative powers of the Audit and Scrutiny Committee are wide-ranging, its remit extensive, and its obligation to alert and report to Congregation entrenched. The Audit and Scrutiny Committee can call for an investigation of any matter, financial or non-financial and call on any officer or any documents that it considers necessary. It reports annually to Congregation and Council on all its activities, also providing its opinion on the adequacy and effectiveness of the institution's governance arrangements, and arrangements for risk management and value for money. Moreover, the Audit and Scrutiny Committee can request to Council that any matter be brought to Congregation's attention at any other time during the academic year. It is bound to consider any request signed by not fewer than 20 members of Congregation, and submitted

⁸⁴ See Statute VI, sect. 11.

⁸⁵ See also Terms of Reference of Major Committees of Council (annexe F).

via the Proctors and Assessor, for an internal audit on any particular matter or matters. The Committee will meet as often as required. Its annual report will be submitted to Council and Congregation. Summaries of individual internal audit reports will be published on a timely basis on the Oxford intranet, save where the committee considers a report first requires prior reference to Council.⁸⁶ Thus, the Audit and Scrutiny Committee is charged with the continuous and prospective scrutiny of University arrangements, not only with the duty to submit retrospective annual reports to Congregation.

90. The Audit and Scrutiny Committee will be chaired by a lay member of Council. It will further consist of two lay members appointed by Council from amongst its own members, two lay members appointed by Council who are not necessarily members of Council, all of whom will be required to have expertise relevant to the work of the committee. In addition, the Committee will consist of the Chair of the Conference of Colleges *ex officio* and three members of Congregation who hold no executive authority or office in either the University or a college who will be elected by Congregation. Of these members of Congregation, one will be a member of the faculties within the Mathematical, Physical, and Life Sciences Division and the Medical Sciences Division; one will be a member of the faculties within the Humanities and Social Sciences Divisions; and one will be a member of Congregation generally.

Finance Committee

91. As the trustees of the University, one of Council's primary functions is to assure itself of the University's financial condition and of the integrity and coherence of the University's annual planning and budgeting process. A particular responsibility of the Finance Committee is to assure itself of the robustness of the process by which financial recommendations to the Academic Board are reached by its Planning and Resource Allocation Committee, and to scrutinise the information and analysis which support those decisions. The Finance Committee is not the forum in which detailed decisions about the University's budget and capital expenditure are made. Such decisions are the province of the Academic Board working in particular through the Planning and Resource Allocation Committee. However, the Finance Committee is responsible for ensuring that these decisions, in particular the setting of the annual capital and operating budgets, are compatible with the long-term financial health of the University. The Finance Committee will normally meet at least three times a year to consider both long-term financial issues and, on an annual cycle, the pre-budget overview of the University's financial position, a recommendation from the Academic Board for the annual capital and revenue budget, and the end-of-year financial statements. Further meetings may be held to consider specific or major issues which cannot be dealt with through the regular cycle of meetings. The Finance Committee may in these instances wish to consider any special request by the Academic Board for changes from the University's approved annual revenue budget, any capital expenditure plans, or any significant financial information.
92. The Working Party proposes that the Finance Committee will consist of three lay members (including the chair of the Committee) and three internal members (including the Vice-Chancellor) appointed by Council. The Chair will be a lay member of Council appointed by Council. None of the members of the Finance Committee will be members of the Audit and Scrutiny Committee. Council will have the power to co-opt to the Finance Committee two further members on the basis of particular financial expertise. These members will be appointed by Council and may be chosen from within or outside the University.

⁸⁶ The Audit and Scrutiny Committee will only refer reports in this way to Council where in exceptional cases they raise the gravest problems or threats relevant to the reputation, procedural integrity and financial security of the University.

Investment Committee

93. The Investment Committee will make recommendations to Council on all matters relating to the investment of University funds, including endowed funds, and will monitor the investment performance of all University funds. The Working Party proposes that the Investment Committee be chaired by a member of Council, either internal or lay, appointed by Council. There will be six further members, at least two of whom will be members of Council. The remaining members will be appointed by Council, from within or outside the University, for their expertise in financial and investment matters.

Remuneration Committee

94. The Remuneration Committee will determine and review the salaries of the Vice-Chancellor, Pro-Vice-Chancellors, Heads of Division, Registrar and Director of Finance. The Committee will be chaired by the Chair of Council and will consist of four lay members of Council appointed by Council. The Registrar and the Pro-Vice-Chancellor (Personnel and Equal Opportunities) will sit in attendance at these meetings, except where discussion of their own salaries is conducted. The remuneration and terms of appointment of all other employees of the University will be a matter for the Personnel Committee of the Academic Board.

Recommendation 6: Academic Board

95. The Working Party recommends the establishment of an Academic Board, chaired by the Vice-Chancellor *ex officio*, which will be responsible under statute for the academic affairs of the University. The Academic Board will be responsible for formulating and reviewing the academic strategy and corporate plan of the University, promoting and overseeing teaching and research and related services, monitoring the selection of undergraduates and graduates, determining the terms of appointment of academic and non-academic staff, overseeing capital planning and budgeting, ensuring the integrity of examinations and assessment, overseeing academic services, university collections, and other services, and reviewing student discipline arrangements.
96. The proposed composition of the Academic Board is intended to ensure the broadest possible representation of constituencies in the collegiate University, and to allow for better interaction between the colleges, the Divisions and the central University administration. It will consist of thirty-five members, with ten members elected by the Conference of Colleges to represent the range of college perspectives,⁸⁷ ten members elected directly by Congregation and two student members. Of the members elected by Congregation, there will be eight members (two from each Division) who will be elected to represent the range of divisional perspectives. In addition, there will be one member of Congregation generally and one will be a contract research member of Congregation. The Academic Board will be chaired by the Vice-Chancellor and will include, *ex officio*, five Pro-Vice-Chancellors, four Heads of Division, and the Proctors and the Assessor.
97. The Working Party considered whether or not to include further members of the collegiate University on the Academic Board. It sought to strike a balance between a broad range of perspectives and the coherence of the decision-making process of the Academic Board. The guiding principle is the inclusion of the broadest possible range of collegiate and University perspectives, having particular regard to disciplinary diversity, and the extent to which the expertise and interests of the committee members match the remit of the Academic Board. It is important that membership of the Academic Board include those actively involved in teaching and research, and is not confined to those who hold high collegiate or University office.

⁸⁷ All references to college governing bodies in this document include the governing bodies of Oxford's Permanent Private Halls.

Recommendation 7: Relationship between Council and the Academic Board

98. The Academic Board is entrusted under the draft statute with the academic administration of the University.⁸⁸ Therefore the relationship between Council and the Academic Board will be crucial to the work of the University. Members of Council must fulfil their role as the University's charitable trustees by ensuring that the University is being run in accordance with its charitable objects. As institutional overseers, members of Council must satisfy themselves that the Academic Board is discharging its own statutory obligations properly, that its decision-making processes are robust, and that the information upon which it makes its decisions is as far as possible complete and accurate; and to this end it should receive appropriate reports and information from the Academic Board. It is however crucial that Council members discharge this obligation without impinging upon the role of the Academic Board in the detailed running of the academic activities of the University. The Academic Board must enjoy the autonomy necessary to the discharge of its own statutory responsibilities, and be able to make its own decisions without constant reference to Council. Experience of numerous other universities shows that the line between the two provinces of institutional and academic governance is clear in practice. Nevertheless, the Working Party has thought carefully about how best to capture this relationship in the University statute. To this end, it now proposes a revision of section 37 of Statute VI (Draft),⁸⁹ in which is expressed the need for an open dialogue between these two bodies based on proper regard for their respective competences.
99. Previous draft statutory provisions allowed Council to make any other decision, or make any direction to the Academic Board, which it saw fit. This was complemented by the requirement, retained in the present proposal, that Council not 'substitute its own judgement for that of Academic Board on any question of academic merit' and give 'proper weight to the expertise of the Academic Board'. The revision of section 37 no longer affords Council the capacity to 'make any other decision it sees fit'. Rather, it allows Council to reject or return a decision of the Academic Board, and requires it to provide reasons where it rejects any decision, or to stipulate explicitly the factors that require further deliberation from the Academic Board where a decision is returned. While preserving Council's ultimate competence as charitable trustees of the University, the revised regulations explicitly require that Council justify its decisions and refrain from substituting its own judgment on matters of academic substance. As a consequence sect. 37 now reads:

Section 37 Statute VI (Draft)

- (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.

Continued

⁸⁸ Statute VI (Draft), section 34 (at annexe E).

⁸⁹ Previously section 33 of Statute VI (Draft) annexed to GP2.

- (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 resubmit 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 resubmitted.
- (6) A decision made by Council under this section shall be binding upon the Academic Board.

100. Section 37 should also be read in the light of Congregation's powers over both Council and the Academic Board. In the very unlikely event that the Academic Board and Council cannot agree, the matter could be referred to Congregation for resolution.

Recommendation 8: Major Committees of the Academic Board

101. The Working Party proposes that the Academic Board would have five major committees:⁹⁰
- (i) Education Committee
 - (ii) General Purposes Committee
 - (iii) Personnel Committee
 - (iv) Planning and Resource Allocation Committee
 - (v) Research Committee
102. The terms of reference state that, in appointing to the major committees of the Academic Board, appointing bodies will keep at the forefront of their mind principles of equality and diversity and the importance of choosing individuals whose expertise and interests closely match the remit of the committee in question. All of the major committees, as with the Academic Board, are required to keep constantly in mind the importance of pursuing policies which are in the interests of the University and its colleges as a whole. This requires, in particular, that the major committees must operate in consultation with each other and that Pro-Vice-Chancellors are able to sit in attendance on committees where they are not voting members.

Education Committee

103. The Education Committee of the Academic Board is responsible for overseeing graduate and undergraduate education. It must establish the University's educational strategy and approve the educational strategies of the Divisions and of Continuing Education. Discharging these responsibilities requires also that the Education Committee keep under continuous review national and international developments in higher education, and in the light of these make recommendations to the Academic Board. The purview of the committee extends to access and admissions; course design and structure; teaching, graduate supervision and assessment; examinations; provision of learning resources and pastoral care; the provision of higher education training and support; ensuring equal opportunities for students; and the review of divisional

⁹⁰ See also Terms of Reference for Major Committees of the Academic Board at annexe G.

education policy. The Education Committee will, in addition, consult PRAC regarding the planning of student numbers across the University.

104. The Pro-Vice-Chancellor (Education) will chair the Education Committee. It will further consist of the Proctors and the Assessor; the chairs of the divisional Education Committees (or equivalent); two members of the Academic Board appointed from among its own members; two persons who are not members of, though appointed by, the Academic Board, such as a Head of Department or Chair of a Faculty Board; the chairs of the Academic Committee and Graduate Committee of the Conference of Colleges; one member of a college governing body with appropriate expertise appointed by the Conference of Colleges; the chair of the Admissions Committee of the Conference of Colleges; the Director of the Department for Continuing Education; the undergraduate student representative of OUSU and the graduate student representative of OUSU. The committee may co-opt up to two additional members.

General Purposes Committee

105. The General Purposes Committee will cover issues which do not fall within the remit of the other major committees of the Academic Board. The committee's remit includes the maintenance of the Strategic Risk Register, keeping under review compliance issues, and relations with external bodies not covered by the remits of other major committees. A number of University committees, whose work falls outside the remit of other major committees of the Academic Board, will report to the Academic Board via the General Purposes Committee. Full details of the reporting relationship of all further University committees are available at annexe H.
106. The General Purposes Committee will be chaired by the Vice-Chancellor. It will further consist of one Pro-Vice-Chancellor appointed by the Academic Board, four Heads of Division, the Chair of the Conference of Colleges, three members of the Academic Board appointed by the Academic Board, and the Proctors and the Assessor.

Personnel Committee

107. The Personnel Committee will be responsible for ensuring the development and implementation of personnel policies for all University staff; determining the University's Human Resources strategy in the context of the Corporate Plan and overseeing the personnel aspects of this planning process; overseeing all centrally organised personnel exercises and ensuring the University's compliance with employment law.
108. The Personnel Committee will be chaired by the Pro-Vice-Chancellor (Personnel and Equal Opportunities), and will further consist of the Proctors and the Assessor, one member with appropriate expertise appointed by each Divisional Board, two members of college governing bodies with expertise in personnel matters appointed by the Conference of Colleges, and three members appointed by the Academic Board from among its own members. The Personnel Committee may co-opt up to six additional members, subject to the approval of the Academic Board, on condition that the range of disciplines, interests and concerns in the collegiate University (including those relating to contract research staff) is as equally and fully reflected in the membership of the committee as is reasonably practicable.

Planning and Resource Allocation Committee (PRAC)

109. PRAC is the body responsible, in conjunction with the other main committees of Academic Board, for drafting the University's Corporate Plan and for making recommendations on these matters to the Academic Board. It is also where the detailed work is undertaken to bring together the individual plans of

the four academic divisions and of the principal services and to ensure that these are consistent with the University's Corporate Plan. PRAC will also formulate recommendations to the Academic Board on the University's capital budget and on its annual operating budget.

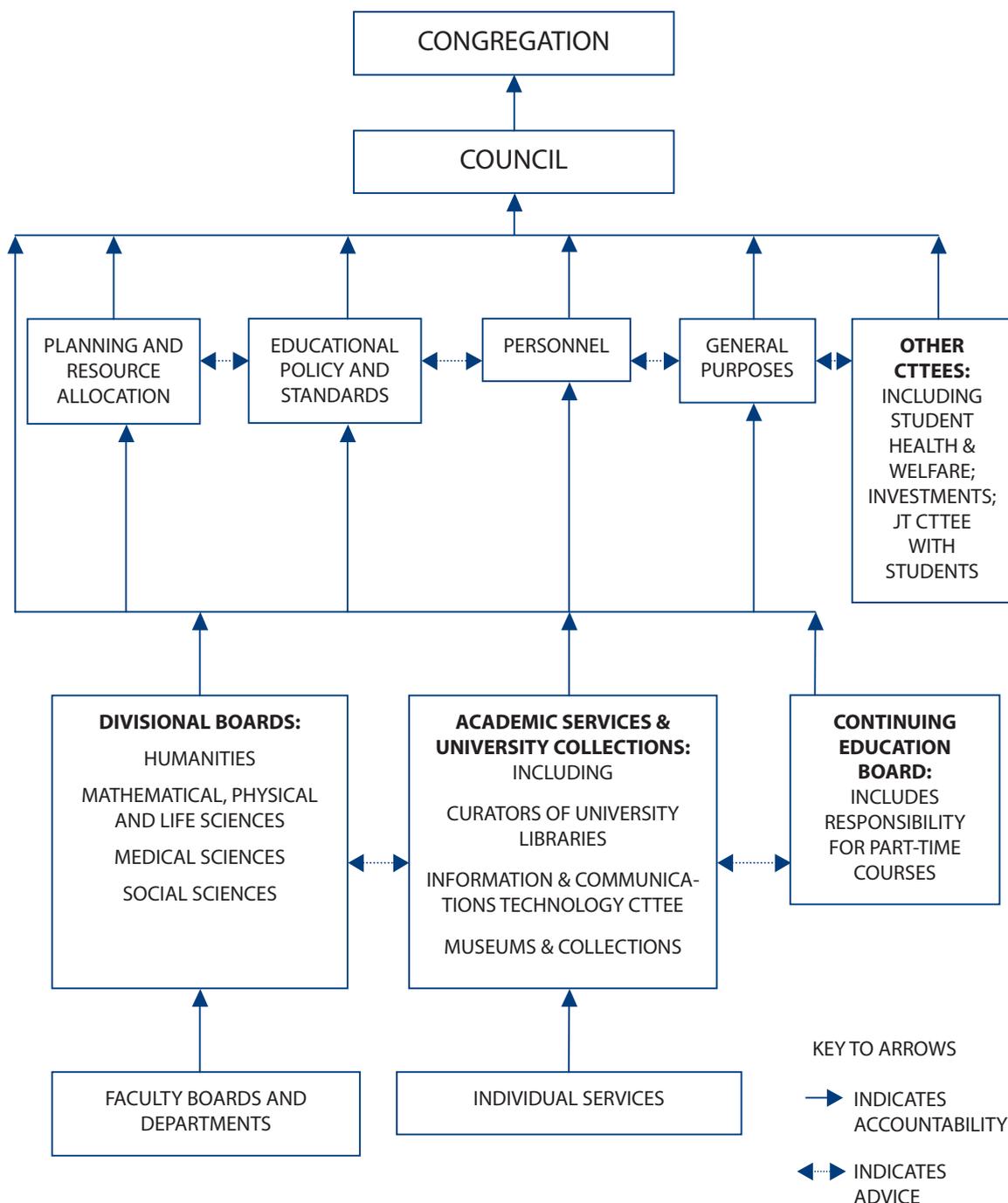
110. PRAC will further be responsible for the general oversight of the financial activities of the divisions and other major spending sectors; the assessment of the University's needs for additional resources; the development, implementation, refinement, and monitoring of resource allocation procedures; review of student numbers, their distribution and student fees; the oversight of the joint-resource procedures within the collegiate University; and for advising the Academic Board on the needs of the University and its financial relationships to HEFCE and other external funding bodies.
111. PRAC will be chaired by the Pro-Vice-Chancellor (Planning and Resources) and will further consist of the Vice-Chancellor, the Proctors and the Assessor, the Chair of the Conference of Colleges, the four Heads of Division, the Chair of the Building and Estates Subcommittee, four members appointed by the Academic Board from among its own members, and two members of college governing bodies appointed by the Conference of Colleges with relevant experience in academic planning and/or finance matters. The Academic Board must seek to ensure that the membership of PRAC reflects a full and balanced range of disciplinary perspectives.

Research Committee

112. The Research Committee will be responsible for promoting and supporting the research excellence of the collegiate University. It will do this by ensuring the sustainable utilisation of the University's research resources, and by overseeing the maintenance of the university's research infrastructure. The Research Committee will determine, in consultation with the Planning and Resource Allocation Committee, aspects of the Corporate Plan which relate to the University's research activities; oversee policies and procedures for full economic cost recovery for externally funded research; identify and foster links with external organisations to further collaboration and support external research bids; review research standards across the University; facilitate preparation and provide support for any external research reviews; promote interdivisional research activities; manage the Research Development Fund and the John Fell OUP Research Fund; oversee the commercialisation of research and the relationship with Isis Innovation; and monitor third stream funding.
113. The Research Committee will be chaired by the Pro-Vice-Chancellor for Research, Academic Services and University Collections. It will consist further of three members appointed by the Academic Board from among its own members, the Proctors and the Assessor, one member with appropriate expertise appointed by each Divisional Board, and two members of college governing bodies with appropriate expertise appointed by the Conference of Colleges. The Research Committee may co-opt up to three additional members, subject to the approval of the Academic Board. In considering the composition of the Research Committee, the Academic Board will respect the principle of institutional and disciplinary diversity (including the interests of contract research staff) and will ensure that the representation of subject areas on the committee is equitable.

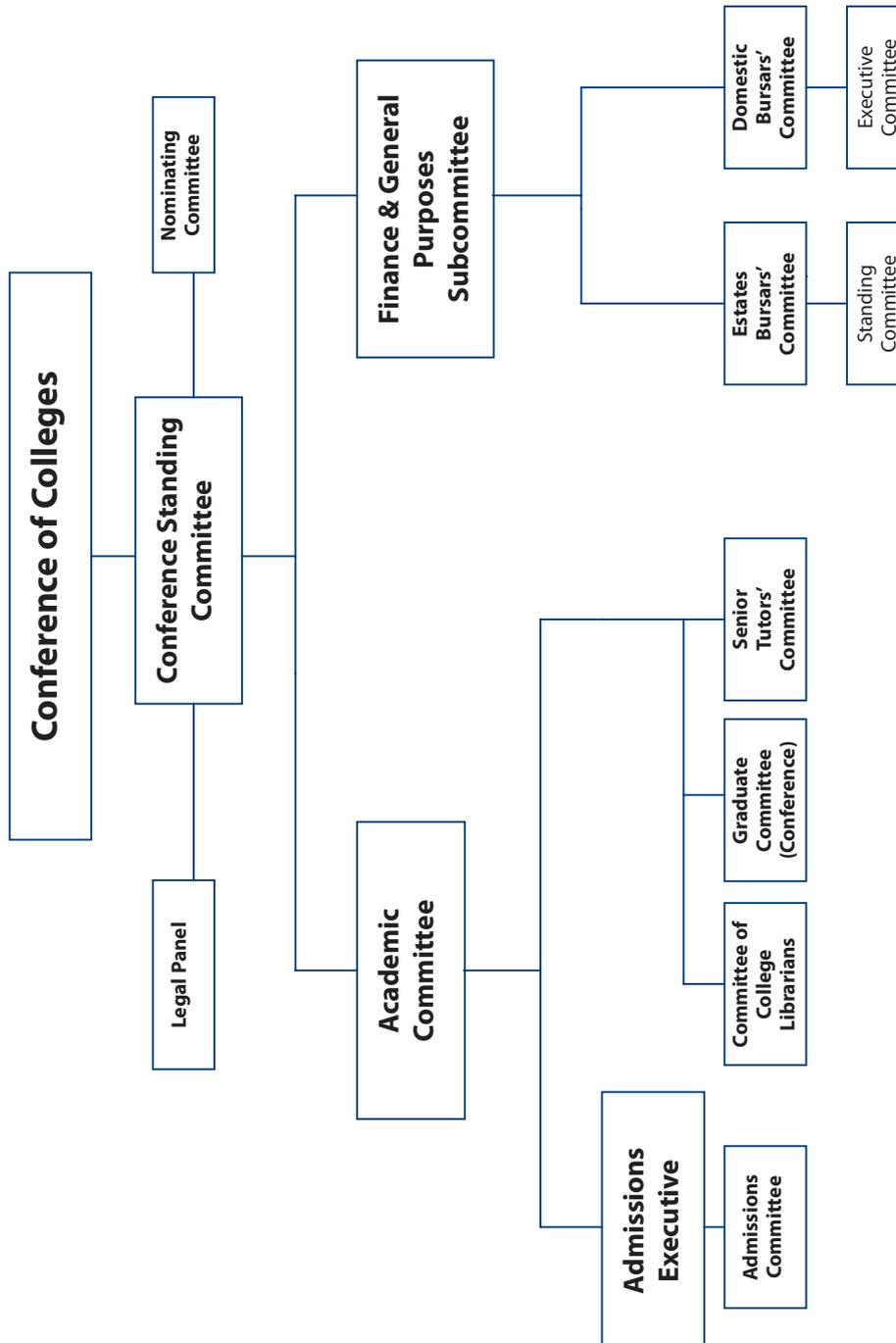
Annexe A1

Outline of the University's current governance structure



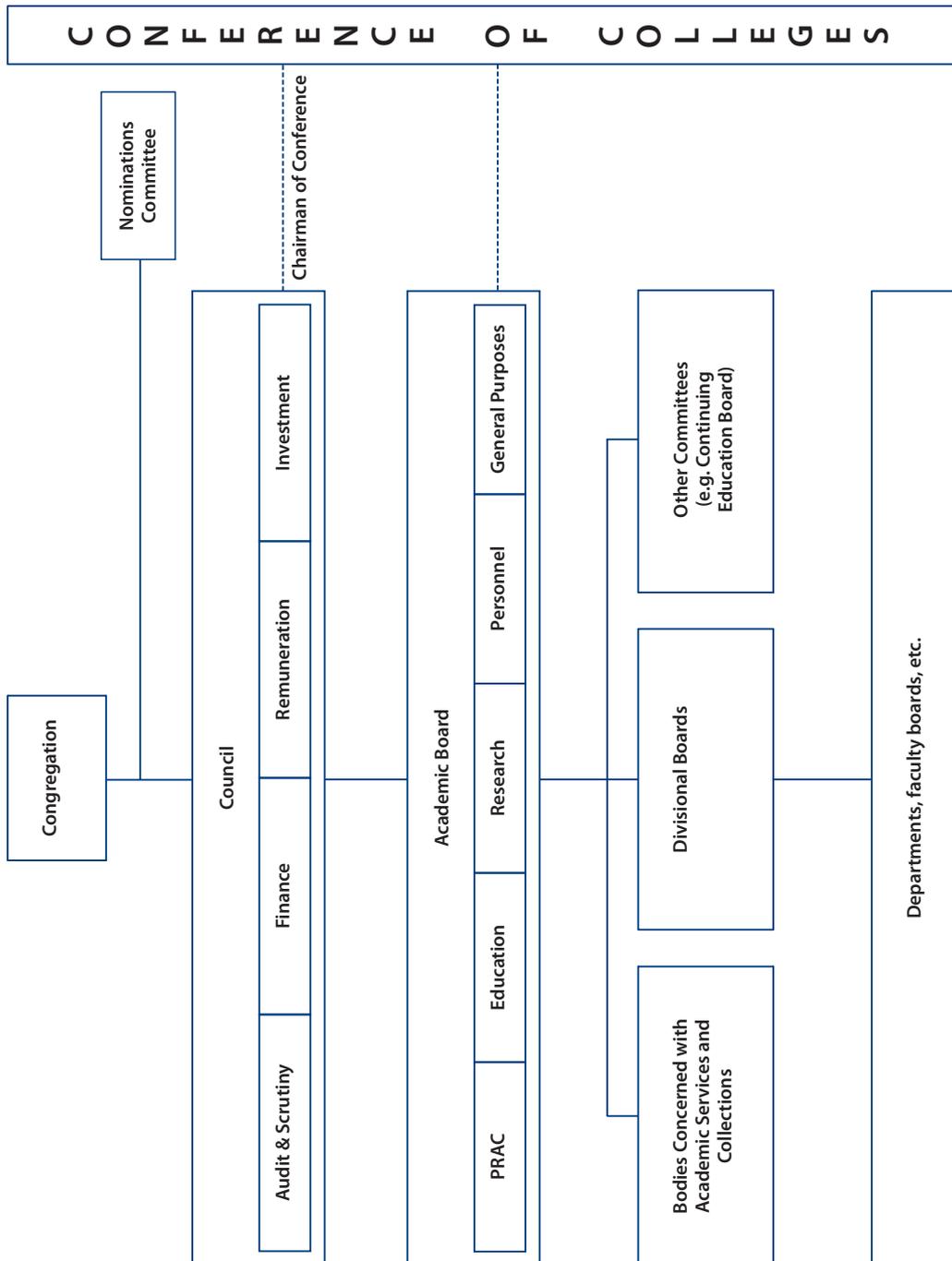
Annexe A2

Outline of Conference of Colleges committee structure



Annexe A3

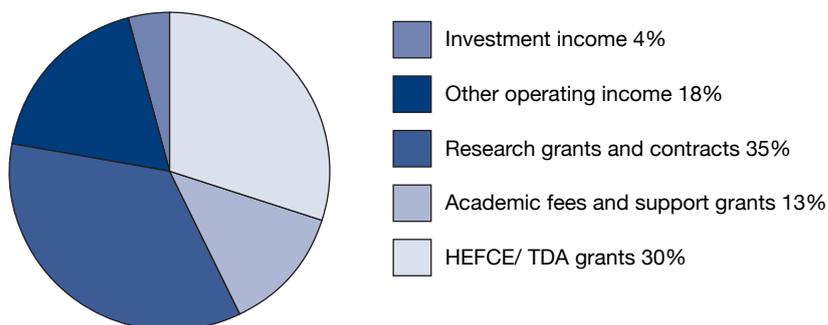
Outline of proposed governance structure



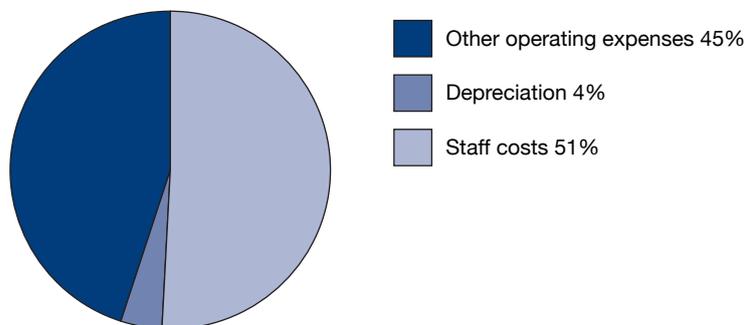
Annexe B

Key statistics on the University of Oxford

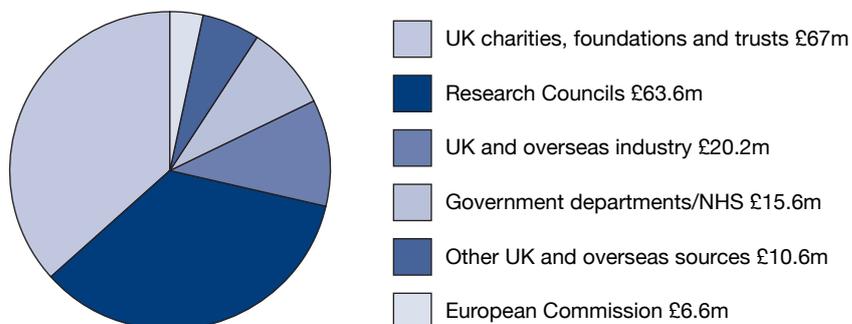
Total University Income 2004–2005: £530 million



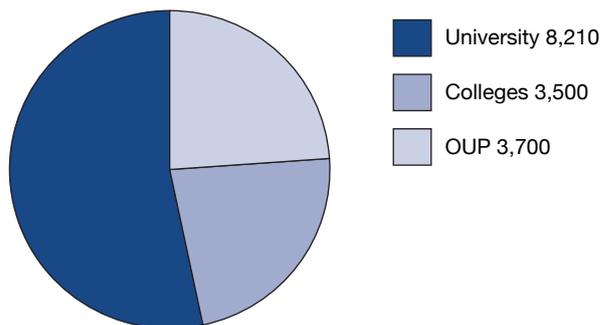
Total University Expenditure 2004–2005: £526 million



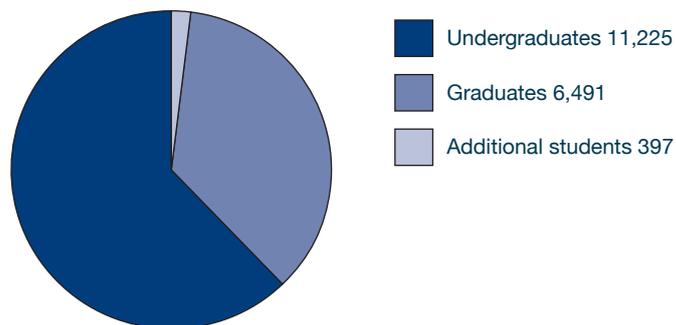
Externally-funded grants and contracts 2004–2005: £183.6 million



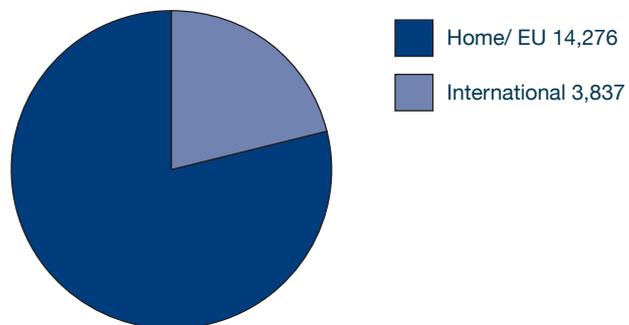
Employees of the University, the Colleges and OUP: over 15,000



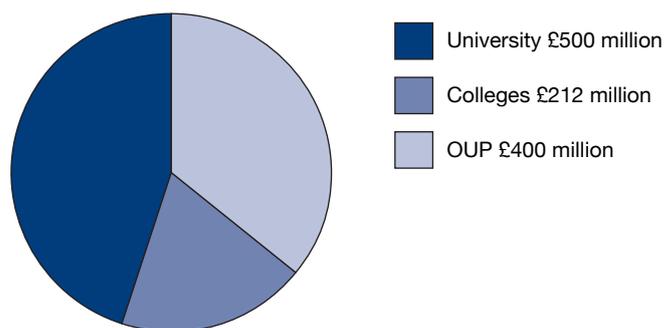
University of Oxford student numbers 2004–2005: total students 18,113



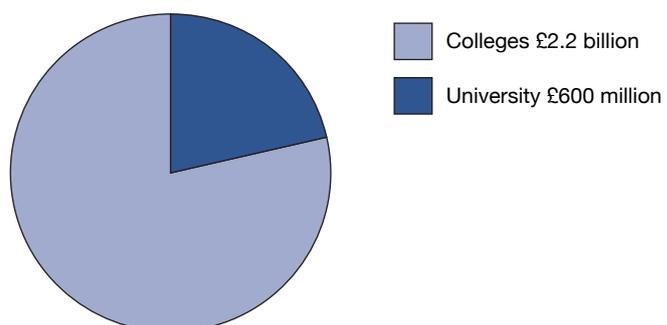
University of Oxford student numbers 2004–2005: total students 18,113



Combined University, Colleges and OUP turnover



Combined University and Colleges endowment



Annexe C

Resolution concerning the Review of Governance

Item 3 on Agenda for Congregation on 12 October 2004

[Published in *University Gazette*, 30 September 2004 (Vol. 135, pp. 83–4); approved by Congregation, *Gazette*, 14 October 2004 (Vol. 135, p. 214).]

Explanatory note

In Trinity Term 1999, Congregation approved thirteen resolutions covering the main points of principle of the changes in university governance which were subsequently implemented with effect from 1 October 2000.

Resolution 13 stated ‘that there should be a review of the operation of the new governance structure after five years with the remit and composition set out in para. 71(*m*) of the report’ [of the Governance Working Party, i.e. the working party which was set up following the report of the Commission of Inquiry chaired by Sir Peter North to pursue the governance changes proposed in that report].

The terms of para. 71 (*m*) were that there should be a review after five years ‘to pay especial attention to [the] transparency, efficiency and democracy of the new governance structure, by a body consisting of members directly elected by Congregation for this purpose (two from each constituency), to be chaired by a retiring or recent Proctor.’

‘Each constituency’ in this context meant the three constituencies for elections by Congregation to Council, namely members of faculties in the natural sciences, in the humanities and social sciences and members of Congregation not nominated in a divisional capacity.

At its meeting on 13 September 2004, Council discussed this decision, bearing in mind developments since 1999, and agreed to seek Congregation’s approval by a new resolution of more comprehensive terms of reference for the review, and for changes from those agreed by Congregation in the arrangements for the chairmanship, timing and method of appointment of the members of the review committee.

1. *Terms of reference.* Council believes that it would be desirable to spell out more fully the terms of reference of the review and the resolution below seeks to do this. It believes that the intention in 1999 was that attention should be focused on how the new system was working and whether relatively modest changes were needed. It does not believe that a root and branch review was intended (unless of course experience had shown that the new system did not work which, in Council’s opinion, is not the case). The scope suggested is thus a review of the operation of the current structure with proposals for changes within the existing broad framework. Council has noted, however, that larger issues might arise. Discussions about university governance are taking place nationally, in the light of the Lambert Review of Business–University Collaboration and the Charities Bill. The review committee may have to take matters such as these into account if firm conclusions have emerged while it is in being, but it should concentrate as far as possible on the detailed workings of the present structure. It is also possible that broader issues will be raised by members of the University during the consultation process which Council believes must include the opportunity for all members of Congregation to make representations and for the report of the review to be put to Congregation for debate (see 4 below). The review committee must be open to these and provision is accordingly made in its terms of reference, but Council’s assumption is that if fundamental questions of structure and organisation seem to the review to require substantive attention, the committee will have to report accordingly and ask Council how it wishes to pursue them.
2. *Chairmanship.* When the arrangements for review were approved by Congregation, it was not known that the next Vice-Chancellor would be appointed from outside the University. Council is clear that, given

the appointment of Dr Hood who has had no part in the governance of the University since 2000, it would be proper for him to chair the review. Indeed, it might be argued that this is essential as part of his familiarisation with the University and to enable him to make an appropriate contribution to the work of the review committee on the basis of his wide-ranging experience. Council therefore asks Congregation to agree that Dr Hood should chair the review.

3. *Timing.* The resolution approved by Congregation in 1999 envisaged a review *after* five years. Council is clear that, given the appointment of Dr Hood with effect from Michaelmas Term 2004, it is essential for the review to take place during his first year of office and not delayed. It therefore proposes that the review should start as soon as possible. It is hoped that it can be completed well within the academic year 2004–5 (say by the beginning of Trinity Term) but time must be allowed for the necessary widespread consultation.
4. *Method of appointment of members of the committee and number of members.* Council acknowledges that the intention of Resolution 13 was to recognise the democratic ethos of the University through the direct election by Congregation of members of the review committee. It thinks it important, however, both to recognise developments since 1999, which seem to suggest that the constituencies agreed in Resolution 13 are not now entirely appropriate, and also to ensure that the committee should largely consist of those with relevant experience of the way in which the system has operated while not having borne significant central functional responsibility over the last four years. Council therefore wishes to propose to Congregation that it should submit names of members of the review to Congregation for approval rather than that they should be directly elected.

The developments since 1999 which should be taken into account are as follows. The first is that the number of external members of Council has been increased from two to four since the governance changes were first introduced. It is important in Council's view that this should be recognised by including one such member in the review committee and Council proposes that this should be Mr B. Taylor. The second is the various developments in university/college relations since 2000. It is arguable that this is one of the most important areas for examination by the review. Although the non-divisional constituency for elections to Council (one of the constituencies proposed for election to the review committee) can be seen to allow for college interests, Council thinks that the review should include the Chairman of the Conference of Colleges (the Principal of Somerville) explicitly to recognise the importance of the collegiate nature of the University.

Council is clear, bearing in mind the decisions made in 1999, that the current Senior Proctor (Dr J.F. Wheater) should serve on the review and that he should continue to serve in his personal capacity if the review had not completed its work by the end of his period of office as Proctor. Council then proposes that there should be two further members, drawn from those elected to Council by Congregation, namely Professor Womersley and Professor Burnett (i.e. one from the humanities and social science community and the other from the natural sciences). Both have extensive experience in various capacities within the University, Professor Womersley being chairman of a faculty board and a former Proctor and Professor Burnett (a new member of Council) being head of a major department.

The committee proposed by Council will thus consist of six people (i.e. the Vice-Chancellor plus five) rather than the seven envisaged under the 1999 Resolution).

In proposing that members should be nominated by Council and approved by Congregation rather than being directly elected by Congregation, Council is clear that it is all the more important that the review committee should consult very widely and in particular must give all members of Congregation the chance to make submissions. The report of the review committee should also be referred by Council to Congregation for discussion. These points are specifically provided for in the resolution below which, on the basis of the above explanatory note, Congregation is asked to approve.

Text of Resolution

That General Resolution 13 of 27 May 1999 (concerning the review of governance arrangements) be repealed and that the review of governance arrangements should take place in 2004–5 with the following membership and terms of reference.

1. *Membership*

Vice-Chancellor
Principal of Somerville
Senior Proctor (Dr J.F. Wheeler)
Professor K. Burnett
Mr B. Taylor
Professor D.J. Womersley

2. *Terms of reference*

- (a) Bearing in mind that the aims of the changes made in the University's governance arrangements in 2000 included
 - (i) the establishment of more effective decision-making;
 - (ii) the provision of an integrated approach to strategy in areas such as planning, resource allocation, educational policy and standards, and personnel, so that the University could respond swiftly, clearly and appropriately to new opportunities and new issues;
 - (iii) the devolution of more power and operational responsibility to subject areas, in line with the general principle of subsidiarity;
 - (iv) the enhancement of institutional accountability and transparency in decision-making; and
 - (v) the improvement of coordination and communications between the University and the colleges,

the committee should review the operation since 2000 of the governance machinery of the University to determine whether these aims have been achieved and to make recommendations to Council in the first instance for changes where necessary.
- (b) The committee should pay particular attention
 - (i) to the terms of reference and constitution of Council, its major committees, the divisional boards, the Continuing Education Board and to the arrangements for Academic Services and University Collections;
 - (ii) to the links and relationship between these various bodies;
 - (iii) to the provision for college representation on university bodies and to the general arrangements for consultation between the University and the colleges and for the conduct of business where agreement between the University and the colleges is necessary.
- (c) The committee should keep in mind as far as is possible broader issues which may arise (whether from internal comment or externally) about university governance, while giving priority to its work under (a) and (b) above.
- (d) Bearing in mind the University's tradition of democratic accountability
 - (i) the committee should consult widely and in particular should offer all members of Congregation the opportunity to make submissions to it;
 - (ii) Council should refer the report of the committee to Congregation for debate.

Annexe D

Extract from the Report on the HEFCE Assurance Visit January 2006

Observations and Recommendations on Governance

1. The recently updated HEFCE Code stresses the importance of effective corporate governance in enabling an organisation to operate well. Our review has accordingly considered the University's governance arrangements in comparison with good practice in the sector, including that laid out in guidance produced by the Committee of University Chairmen (the CUC Guide, issued in November 2004), HEFCE's Financial Memorandum, the HEFCE Accountability and Audit Code and Accounts Direction, and other sources.
2. It is our current policy to derive assurance on governance arrangements, wherever possible, from governing bodies' own assessments of their effectiveness. The Governance Code of Practice in the CUC Guide states (on page 7) that the governing body should "undertake a formal and rigorous evaluation of its own effectiveness, and that of its committees" at least every five years, and also should ensure that a parallel review is undertaken of academic governance.
3. Following a fundamental review and consultation within the University, significant changes to its governance arrangements were implemented with effect from October 2000, shortly prior to our last visit in March 2001. The present structure includes a Council of 25 members, plus up to three co-opted members and three student observers. There are four external members.
4. Whilst the changes instigated five years ago were significant, the present governance arrangements still differ markedly from the sector norm (in part because the University is self governing) or that which HEFCE would consider good practice. The main differences include not having an external majority on Council and that Council is Chaired by the Vice Chancellor, rather than by an external member.
5. The University is currently undertaking another fundamental review of its governance arrangements. An alternative governance structure involving substantial change, outlined in a University Green Paper was published in March 2005. After consultation, different proposals, also entailing substantial change, have been developed. These are detailed in a University Discussion Paper (Oxford University Gazette, September 2005).
6. The new proposals have been considered and discussed widely both within and beyond the University. It is expected that a decision on this will be made by Congregation in October 2006. These proposals include a Council of seven external members and seven staff members, to be chaired initially by Lord Patten (currently the University's Chancellor) and subsequently by an eighth external member giving an external majority. It is also proposed that there will be an Academic Board of 36 members.
7. If the University's governance arrangements are settled substantially in the form currently under consideration then we would expect them to cease to be anomalous on points which we consider to be good practice, whilst still being distinctive within the higher education sector.
8. As noted above, due to the significant change anticipated, we do not consider it appropriate to make recommendations relating to the current governance structure at this time. We do however ask that we be provided with assurance from the governing body and Designated Officer when the governance changes have been implemented, that the resultant structure accords with good practice and enables the discharge of the responsibilities set out in the Financial Memorandum. We ask that this includes an update on the proposed amendments to the University's Audit Committee, referred to below. We seek this assurance as an explicit element in the accountability returns to be submitted to HEFCE for the year 2005-06.

Annexe E

STATUTE VI (DRAFT)

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)–(8) Eight 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 8 below.

Transitional provisions

8. (1) During the first five years after this Statute comes into force the Right Honourable Lord Patten of Barnes shall be a member of and chair of Council.
- (2) For so long as the Right Honourable Lord Patten of Barnes is a member of Council the number of lay members shall be reduced from eight to seven.
- (3) 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.
- (4) 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.
- (5) After the expiration of their first term of office the members referred to in sub-sections (3) and (4) above may be re-elected in accordance with section 6(1) or (2) above as the case may be.

Expenses remuneration and benefit

9. (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.

Chair

10. (1) There shall be a chair and deputy chair of Council.
- (2) Except where section 8(1) applies the chair and deputy chair shall be lay members of Council proposed by Council and elected by Congregation.

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 internal members 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 Officer 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 sub-section (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 remuneration 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 8(3) and (4) 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 of each of the Mathematical, Physical and Life Sciences, Medical Sciences, Humanities and Social Sciences Divisions not more than one head of college and two other members of Congregation.
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 readvertising 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 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)–(10) the Heads of the Divisions;
 - (11)–(13) the Proctors and the Assessor;
 - (14)–(23) ten members elected by the Conference of Colleges;
 - (24)–(33) ten members elected by Congregation;
 - (34), (35) two student members.
- (3) The ten members of Congregation referred to in sub-section (2) above shall be elected from the following:
- two members of the Mathematical, Physical and Life Sciences Division;
 - two members of the Medical Sciences Division;
 - two members of the Humanities Division;
 - two members of the Social Sciences Division;
 - one member of Congregation generally;
 - 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.

Explanatory Notes

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' (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 which will replace the existing Council. Part B is concerned with the new Nominations Committee which will have responsibility for nominating to Congregation candidates for election and re-election as lay members of the new Council. Part B also deals with the election and re-election of internal members and the removal of

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 spirit but not in 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, to 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 with a lay majority, subject to the transitional provisions set out in 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.

Sections 7 and 8

During a transitional period of five years Lord Patten will chair Council in his personal capacity, reducing the lay membership by one. The lay and internal members of Council first elected to serve will serve unequal periods of office initially, to ensure that there will be a regular turnover in membership, subject to their right to be re-elected.

Section 9

The inclusion of a majority of lay members makes it necessary to ensure that they are paid their out-of-pocket expenses and any loss of earnings (in cases of hardship). Sub-section (3) 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.

Section 10

The chair and the deputy chair, after the expiry of the transitional period, will be nominated by Council and elected by Congregation.

Sections 11–13

These sections are self-explanatory. Section 12(4) is the equivalent of section 19 of the existing Statute. Section 13 reproduces 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 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 accept and 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 and 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. Not only would this undermine Council's claim to be the statutory charity trustees but it would also 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 their 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 the principal statutory standing committee of the new Council.

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 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.

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 as the new Council's delegate. Its special authority and influence are reflected in section 37.

The new Council will have four standing committees, in addition to the Academic Board. There will be five standing committees of the new Academic Board. Both the new Council and the Board can appoint additional committees and subcommittees.

Annexe F

TERMS OF REFERENCE OF MAJOR COMMITTEES OF COUNCIL

Part 1

General

- 1.1 (1) All members of the committees shall serve for five years and shall be re-eligible for reappointment for one further and final period of five years.

Part 2

1. AUDIT AND SCRUTINY COMMITTEE¹

- 1.1 The Audit and Scrutiny Committee shall consist of:
- (1) a member of Council appointed by Council who shall not be the holder of any teaching or administrative post in the University, or in any college, society, or Permanent Private Hall, and shall not be a member of any other body, or hold any other position, which in the view of Council involves executive authority within the University, who shall chair the committee;
 - (2)–(5) four persons appointed by Council who shall not be the holders of teaching or administrative posts in the University, or in any college, society, or Permanent Private Hall, and at least two of whom shall have experience at a senior level in the non-public sector and all of whom shall bring relevant expertise to the working of the committee; [if and when there are more lay members on Council changes may be required to meet the HEFCE requirement that at least three of these members are lay members of Council];
 - (6) the Chair of the Conference of Colleges *ex officio*;
 - (7) one member of Congregation elected by Congregation from among members of the faculties in the Divisions of Mathematical, Physical and Life Sciences and of Medical Sciences who shall not serve on Council or the Finance Committee or on any committee which in the view of Council has main line executive authority within the University, or hold any office in the University or any college which involves executive authority;
 - (8) one member of Congregation elected by Congregation from among members of the faculties in the Divisions of Humanities and Social Sciences who shall not serve on Council or the Finance Committee or on any committee which in the view of Council has main line executive authority within the University, or hold any office in the University or any college which involves executive authority;
 - (9) one member of Congregation, not necessarily being a member of any division and not in any case being nominated in a divisional capacity, who shall be elected by Congregation who shall not serve on Council or the Finance Committee or on any committee which in the view of Council has main line executive authority within the University, or hold any office in the University or any college which involves executive authority.
- 1.2 The quorum for the committee shall be not less than four members of the committee.

¹ The wording of the terms of reference of the Audit and Scrutiny Committee set out above will shortly be published in the *Gazette* as a proposed change in Council Regulations 15 of 2002 and if approved will replace the current regulation governing the Audit Committee with effect from 16 June 2006.

- 1.3 The committee shall expect to receive full co-operation from all staff and students of the University and shall:
- (1) call for any investigation that it considers necessary and to call any individual or call for any document or documents relevant to any such investigation that it considers necessary;
 - (2) receive regular reports from the Value for Money Committee regarding satisfactory arrangements in place to promote economy, efficiency and effectiveness;
 - (3) receive any relevant reports from the National Audit Office, HEFCE and other organisations;
 - (4) receive the minutes and annual internal audit programme of the Oxford University Press Audit Committee as well as regular reports from the chairman of that committee; consider any matters arising out of those minutes or reports which are of concern to the Audit Committee of the University and ask for further investigation and reporting as necessary;
 - (5) receive an annual report from the Oxford University Press Audit Committee in preparation for the drafting of the Annual Report of the Audit Committee of the University for submission to Council and Congregation;
 - (6) receive and consider requests for internal audit reviews submitted by twenty or more members of Congregation via the Proctors and Assessor;
 - (7) keep under review the effectiveness of the risk management, control and governance arrangements, including reviewing the external auditors' management letter, the internal auditors' annual report, and all management responses;
 - (8) undertake audit reviews, including project reviews, at the request of Council;
 - (9) oversee the institution's policy on fraud and irregularity, including being notified of any action taken under that policy;
 - (10) satisfy itself (a) as to the proper use and control of the public funds transferred from the University to the colleges and (b) that appropriate arrangements are in place concerning the delivery of value for money in relation to those funds; and report annually on these matters to Council;
 - (11) review the internal auditors' audit risk assessment, strategy and audit plan; consider major findings of internal audit investigations and the management responses; and promote co-ordination between the internal and external auditors, ensuring that the resources made available for internal audit are sufficient to meet the institution's needs;
 - (12) monitor the implementation of agreed audit-based recommendations, from whatever source;
 - (13) ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate the HEFCE accounting officer, have been informed;
 - (14) consider and recommend to Council the appointment of the external auditors, the audit fee, the provision of any non-audit services by the external auditors and any questions of resignation or dismissal of the external auditors;
 - (15) agree with the external auditors, before the audit begins, the nature and scope of the audit;
 - (16) discuss with the external auditors problems and reservations arising from the interim and final audits, including a review of the management letter incorporating management responses, and any other matters the external or internal auditors may wish to discuss (in the absence of management where necessary);

- (17) consider and decide on the appointment and terms of engagement of the internal audit service (and the head of internal audit, if applicable), the audit fee, the provision of any non-audit services by the internal auditors and any questions of resignation or dismissal of the internal auditors;
- (18) monitor annually the performance and effectiveness of external and internal auditors, including any matters affecting their objectivity, and to make recommendations to Council concerning their reappointment, where appropriate;
- (19) consider the annual financial statements in the presence of the external auditors, including the auditors' formal opinion, the statement of members' responsibilities and the statement of internal control, in accordance with HEFCE's Accounts Directions;
- (20) report annually to Council and thereafter to Congregation on activity for the year, drawing attention to significant issues and providing the committee's opinion on the adequacy and effectiveness of the institution's arrangements for the following:
 - (a) risk management, control and governance (the risk management element includes the accuracy of the statement of internal control included with the annual statement of accounts);
 - (b) economy, efficiency and effectiveness (value for money);
- (21) request to Council that any matter, which in the view of the committee merits special and immediate consideration, be brought to Congregation's attention at any time during the academic year;
- (22) publish on the Oxford intranet within one month of acceptance by the committee the full opinion in each internal audit report save for the opinion in any report that the committee considers requires immediate reference to Council.

2. FINANCE COMMITTEE

- 2.1 The Finance Committee shall consist of:
 - (1) A lay member of Council appointed by Council who shall chair the committee;
 - (2)–(3) two other lay members of Council appointed by Council;
 - (4) the Vice-Chancellor;
 - (5)–(7) three internal members of Council appointed by Council.
- 2.2 Council may co-opt up to two additional members with appropriate expertise to this committee, either internal or lay, who need not be members of Council.
- 2.3 No member of the Finance Committee may be a member of the Audit Committee.
- 2.4 The Finance Committee shall meet at least three times a year to consider and make recommendations to Council on the following matters:
 - (1) the annual pre-budget overview of the University's financial position;
 - (2) the recommendations from the Academic Board on the annual capital planning and revenue budget;
 - (3) the University's annual financial statements;
 - (4) the University's long-term financial and capital strategy, paying particular attention to recommendations of the Academic Board;
 - (5) the annual report and accounts of the Delegates of the University Press;

- (6) the University's financial regulations and approval of any necessary changes;
 - (7) the University's banking arrangements;
 - (8) such other action on behalf of Council in relation to the University's financial business as may be required from time to time;
 - (9) reports from the following bodies, which shall be passed on to Council in their entirety:
 - (a) College Accounts Committee;
 - (b) College Contributions Committee;
 - (c) Managing Trustees of the Oxford Staff Pensions Scheme.
- 2.5 The committee shall meet further as necessary to consider and make recommendations to Council on any of the following matters:
- (1) any special request by the Academic Board to go outside the University's approved annual revenue budget;
 - (2) any additional capital expenditure plans;
 - (3) any adverse financial information.
- 2.6 In reviewing the University's annual financial statements the Finance Committee shall liaise with the Audit and Scrutiny Committee before making recommendations to Council.
- 2.7 In considering the allocation of funds for capital expenditure, the committee shall ensure:
- (1) that all necessary and appropriate assessments have been undertaken of the costs and benefits of each proposed capital project and of its recurrent consequences, and
 - (2) that the appropriate structure is in place for the management of each project and its associated capital expenditure.

3. INVESTMENT COMMITTEE

- 3.1 The Investment Committee shall consist of:
- (1) One member of Council appointed by Council from amongst its members, internal and lay, who shall chair the committee;
 - (2), (3) two members of Council appointed by Council from amongst its own members, internal and lay;
 - (4)–(7) four further members appointed by Council who may be persons not being resident holders of teaching, research, or administrative posts in the University or in any college, society, or Permanent Private Hall; who shall have appropriate expertise in financial and investment matters.
- 3.2 The committee shall be responsible for:
- (1) making recommendations to Council concerning investment policies for the funds under the committee's management, taking due account of the University's financial strategy and cash needs as determined from time to time by Council taking account of any recommendations of the Academic Board;
 - (2) overseeing the management of the endowed funds of the University, both general and those for specific purposes, and the review and monitoring of investment policy and performance in respect of all such funds;

- (3) establishing and reviewing guidelines for the investment of the University's cash deposits and reserve funds;
 - (4) overseeing the management of any funds placed with the University by external bodies.
- 3.3 The committee shall report to Council at least twice a year on its activities and on the performance of the funds under its management.

4. REMUNERATION COMMITTEE

- 4.1 The Remuneration Committee shall consist of:
- (1) the Chair of Council who shall chair the committee;
 - (2)–(5) four lay members of Council appointed by Council.
- 4.2 The Registrar and Pro-Vice-Chancellor (Personnel and Equal Opportunities) shall be in attendance, except for discussion of their own salaries.
- 4.3 The committee shall determine at the beginning of their appointments, and keep under regular review, the salaries of:
- (1) the Vice-Chancellor;
 - (2) the Pro-Vice-Chancellors who have special responsibility for designated functions as agreed by Council on the recommendation of the Vice-Chancellor;
 - (3) the Heads of the Divisions;
 - (4) the Registrar;
 - (5) the Director of Finance.

Annexe G

TERMS OF REFERENCE AND MEMBERSHIP OF MAJOR COMMITTEES OF THE ACADEMIC BOARD

Part 1

General

- 1.1 (1) All appointed members of committees of the Academic Board, other than student members, shall, in the absence of provisions in these regulations, or in the General regulations of Council for committees, to the contrary serve for three years and shall be re-eligible for reappointment for one further and final period of three years.
- (2) Student members shall, in the absence of provision in these or those regulations to the contrary, serve for one year and shall be re-eligible for reappointment for one further and final year.
- (3) All co-opted members shall, in the absence of provision in these or those regulations to the contrary, serve for two years and shall be re-eligible for one further and final period of co-optation of two years.
- 1.2 (1) In making appointments to committees of the Academic Board, appointing bodies shall keep in mind:
 - (2) principles of equality and diversity;
 - (3) the importance of choosing individuals whose expertise and interests closely match the remit of the committee in question.
- 1.3 The Academic Board and its committees must keep constantly in mind the importance of pursuing policies which are in the interests of the University and its colleges as a whole.

Part 2

1. EDUCATION COMMITTEE

- 1.1 The Education Committee shall consist of:
 - (1) the Pro-Vice-Chancellor (Education), who shall chair the committee;
 - (2)–(5) the chairs of the Education Committees (or the equivalent) of each division;
 - (6), (7) two members appointed by the Academic Board from among its own members;
 - (8), (9) two persons appointed by the Academic Board, not necessarily being members of the Academic Board, who hold office either as a head of department or chair of a faculty board;
 - (10)–(12) the chairs of the Academic Committee, Graduate Committee and Admissions Committee of the Conference of Colleges;
 - (13) one member of a college governing body with appropriate expertise appointed by the Conference of Colleges;
 - (14) the Director of the Department for Continuing Education;
 - (15), (16) two student members elected by the Council of the Oxford Student Union, of whom one shall be a representative of undergraduates and one a representative of graduate students;
 - (17)–(19) the Proctors and the Assessor.

- 1.2 Subject to the approval of the Academic Board on each occasion, the committee may co-opt up to two additional members on condition that the committee shall always ensure by the use of its power of co-optation that the range of interests in the collegiate University is as fully reflected within the total membership of the committee as is reasonably practicable.
- 1.3 The Education Committee shall be responsible for:
- (1) overseeing the pursuit of the collegiate University's objective of providing an exceptional education for both undergraduates and graduate students;
 - (2) determining the University's educational strategy to form part of the Corporate Plan and approving the educational strategy of the divisions and of Continuing Education within the overall strategy;
 - (3) considering educational issues arising from national or international developments on a continuing basis and making recommendations to Academic Board on them as appropriate;
 - (4) defining and keeping under review policy and standards of the collegiate University in respect of:
 - (a) access and admissions ;
 - (b) curriculum design and course structure;
 - (c) teaching, learning and assessment (including all practical aspects for examination, in consultation with the Proctors);
 - (d) provision and use of learning resources;
 - (e) academic and pastoral support and guidance;
 bearing in mind in particular:
 - (f) the arrangements for the pursuit of graduate studies;
 - (g) the arrangements for part-time study (including Continuing Education).
 - (5) establishing mechanisms to improve the academic environment through monitoring and reviewing:
 - (a) the implementation of agreed teaching and learning policies and activities;
 - (b) the impact of policies and activities on the different areas of the University;
 - (c) the quality of education provision ;
 - (d) the provision of staff development activities;
 - (6) ensuring equal opportunities for students through the definition, implementation and monitoring of equal opportunity policies;
 - (7) reviewing student numbers, their distribution and student fees in consultation with the Planning and Resource Allocation Committee of the Academic Board;
 - (8) co-ordinating and controlling the review processes for Divisions;
 - (9) considering and reaching decisions on requests for individual dispensations;
 - (10) assessing and monitoring the effectiveness of the committee in reaching decisions, in overseeing their implementation and in monitoring their outcomes.
- 1.4 (1) The committee shall have power to make, amend and repeal regulations concerning the courses and examinations for undergraduates and graduate and other students (including Recognised and Visiting

Students), and to approve regulations of that kind which the divisional boards and other bodies responsible for such courses propose to make under the relevant provisions.

- (2) Subject to paragraph (3) below, the committee shall have power to grant (or reject) applications in individual cases in respect of any of the following matters in regard to the statutes and regulations concerning the courses and examinations for undergraduates and graduate and other students (including Recognised and Visiting Students):
- (a) dispensation from matriculation requirements;
 - (b) admission to the status and privileges of a Senior Student;
 - (c) extension of standing for honours, or for a university prize or other award;
 - (d) taking deleted options, forbidden combinations of subjects, subjects not provided for in regulations, or examinations under old regulations;
 - (e) entering examinations earlier or later than prescribed;
 - (f) antedating of admission and of residence;
 - (g) viva voce and other oral examinations;
 - (h) practical work;
 - (i) dispensation from the requirement to sit an examination or part of an examination, or from a prerequisite for an examination;
 - (j) subjects for the First BM Examination;
 - (k) extension of time within which to supplicate (beyond that which divisional boards, faculty boards, and other bodies are empowered to grant);
 - (l) reinstatement out of time;
 - (m) permission to transfer from one status to another out of time;
 - (n) extension of time within which a student is allowed to hold Probationer Research Student status;
 - (o) questions relating to the direct admission to D.Phil. status of suitably qualified candidates from outside Oxford;
 - (p) dispensation from the prescribed period of study in Oxford (beyond that which divisional boards, faculty boards, and other bodies are empowered to grant);
 - (q) regulations governing graduate students and second or higher degrees;
 - (r) questions arising from the reference back by divisional boards, faculty boards, and other bodies of students' applications for leave to supplicate for research degrees;
 - (s) deeming fees paid by graduate students to another university in respect of terms covered by the antedating of admission to have been fees paid at Oxford, on condition that students who have pursued a graduate course elsewhere for more than a year shall be granted the concession only in exceptional circumstances.
- (3) Applications for the remission of university fees, other than those specified in paragraph (2) above and university tuition fees, shall be determined jointly by the Assessor and the Assessor-elect, and applications for dispensation from residence requirements, other than those specified above, shall be determined by the Proctors, on condition that if the Assessor and the Assessor-elect or the Proctors, as

the case may be, are unable to agree on how to deal with any individual application, they shall refer that application to the committee for decision.

2. GENERAL PURPOSES COMMITTEE

2.1 The General Purposes Committee shall consist of:

- (1) the Vice-Chancellor;
- (2) one of the Pro-Vice-Chancellors with special responsibility for designated functions appointed by the Academic Board;
- (3)–(6) the heads of each of the Divisions;
- (7) the Chair of the Conference of Colleges;
- (8)–(10) three members of the Academic Board appointed by the Academic Board;
- (11)–(13) the Proctors and the Assessor.

2.2 The committee shall be responsible for:

- (1) the maintenance of the Strategic Risk Register;
- (2) relations with local, regional and national government and with other external bodies which do not fall within the remit of other committees of Council or the Academic Board;
- (3) keeping under review compliance issues including those relating to Freedom of Information and Data Protection;
- (4) making recommendations to the Academic Board for membership of University committees other than the major committees of Council or the Academic Board;
- (5) recommending to the Academic Board on questions and policy issues not falling within the terms of reference of any other committee of Council or the Academic Board.

2.3 The committee shall make recommendations to the Academic Board on amendments, or any repeal, of regulations concerning any of the following matters:

- (1) the allocation of a statutory post to a college or society, or the association of a statutory post with a college or society, and any changes in such allocations or associations (in cases in which a regulation is necessary);
- (2) the establishment of a new trust or other special fund for grants, lectures, prizes, fellowships, scholarships, collections, or similar matters, and any changes in existing regulations governing such funds (in cases in which the making of such provisions by regulation is permissible in law);
- (3) the establishment of a new committee, and any changes in regulations governing committees, except (in either category) in regard to committees which report, or which it is proposed should report, directly to Council or the Academic Board;
- (4) the removal of anomalies in existing regulations, and the making of consequential amendments to existing regulations which have been overlooked in earlier legislation.

3. PERSONNEL COMMITTEE

- 3.1 The Personnel Committee shall consist of
- (1) the Pro-Vice-Chancellor (Personnel and Equal Opportunities) who shall chair the committee;
 - (2)–(5) one member with appropriate expertise appointed by each divisional board;
 - (6), (7) two members of college governing bodies with expertise in personnel matters appointed by the Conference of Colleges;
 - (8)–(10) three members appointed by the Academic Board from among its own members;
 - (11)–(13) the Proctors and the Assessor.
- 3.2 The committee may co-opt up to six additional members, on condition that the committee shall always ensure by the use of its power of co-optation that the range of interests and concerns, in the faculties, departments and academic services of the University, including those relating to contract research staff, and in the colleges, societies and Permanent Private Halls, is as fully reflected in the membership of the committee as is reasonably practical.
- 3.3 The Personnel Committee shall be responsible for:
- (1) ensuring the development and implementation of personnel policies for all University employees, in support of the overall strategy of the collegiate University;
 - (2) determining the University’s Human Resources strategy in the context of the Corporate Plan;
 - (3) ensuring the University’s compliance with employment legislation;
 - (4) overseeing the personnel aspects of the planning process;
 - (5) monitoring the effectiveness of, and compliance with, the University’s personnel policies;
 - (6) overseeing all centrally organised personnel exercises;
 - (7) having responsibility for, and making recommendations to the Academic Board on, policy and practice with regard to joint appointments;
 - (8) overseeing relations between the University and its employees;
 - (9) overseeing equal opportunities policies and practices for employees of the University;
 - (10) assessing and monitoring the effectiveness of the committee in reaching decisions, in overseeing their implementation and in monitoring their outcomes.
- 3.4 The committee shall have power to make, amend, repeal regulations concerning any of the following matters, on condition that it shall bring forward to the Academic Board for decision any case which it considers to raise particular difficulties:
- (1) the appointment of individual members of boards of electors for the duration of proceedings to fill a particular vacancy (in cases in which a regulation is necessary);
 - (2) the conferment of the title of Visiting Professor or Visiting Lecturer (in cases in which a regulation is necessary);

- (3) the amendment of the regulations governing the payment of special allowances to certain heads of departments, subject to the approval of the Planning and Resource Allocation Committee of the Academic Board as to the financial implications of each such proposed amendment;
- (4) the creation of a fixed-term university lecturership when a divisional board or the body responsible for another spending sector proposes to set up such a post in a situation other than that of replacing a member of staff on leave or covering emergency teaching needs (in cases in which a regulation is necessary).

4. PLANNING AND RESOURCE ALLOCATION COMMITTEE

- 4.1 The Planning and Resource Allocation Committee shall consist of:
- (1) the Vice-Chancellor;
 - (2) the Pro-Vice-Chancellor (Planning and Resources), who shall normally chair the committee;
 - (3) the chair of the Conference of Colleges;
 - (4), (5) two members of college governing bodies with relevant experience in finance and/or planning matters appointed by the Conference of Colleges;
 - (6)–(9) the heads of each of the divisions;
 - (10)–(13) four members of the Academic Board appointed by the Academic Board;
 - (14) the chair of the Buildings and Estates Subcommittee;
 - (15)–(17) the Proctors and the Assessor.
- 4.2 Subject to the approval of the Academic Board on each occasion, the committee may co-opt up to two additional members, on condition that the committee shall always ensure by the use of its power of co-optation that the range of interests in the collegiate University is as fully reflected within the total membership of the committee as is reasonably practicable.
- 4.3 In appointing the members at regulation 4.1 (10) –(13) above, the Academic Board shall always ensure that there is within the total membership of the committee as appropriate a balance between the science divisions, the humanities and social sciences divisions, and the non-divisional constituency as is reasonably practicable.
- 4.4 The committee shall be responsible for:
- (1) completing, after general consultation and in conjunction with the other main committees of the Academic Board, the University's Corporate Plan and making recommendations on them to the Academic Board;
 - (2) ensuring that the five-year rolling plans of the four academic divisions, the Department for Continuing Education and the services sector are consistent with the University's overall Academic Strategy;
 - (3) formulating recommendations to the Academic Board on the University's annual operating budget and rolling capital budget; and demonstrating their relationship to the University's Corporate Plan;
 - (3) making assessments and consequent recommendations to the Academic Board and as appropriate to Council in relation to major capital projects where these fall outside the annual capital plan, or where these capital projects are included in the annual plan and are greater than £10m in aggregate value;
 - (4) general oversight of the financial activities of the academic divisions and other major spending sectors; and making appropriate reports and recommendations on these matters to the Academic Board;

- (5) monitoring capital expenditure and making reports on such expenditure to the Academic Board;
 - (6) assessing the University's needs for additional resources and providing consequent advice to the Academic Board;
 - (7) developing, implementing, refining, and monitoring resource allocation procedures to enable annual budgets to be set and making recommendations to the Academic Board as appropriate;
 - (8) reviewing student numbers, their distribution and student fees in consultation with the Education Committee of the Academic Board;
 - (9) overseeing the financial arrangements between the University and the colleges, societies and Permanent Private Halls;
 - (10) advising the Academic Board on the needs of the University and its financial relationships to HEFCE and other external funding bodies;
 - (11) making recommendations to the Academic Board on other financial, investment and development matters as necessary;
 - (12) the consideration of, and the giving of advice to Academic Board on, the use of any resources which are not delegated or allocated to the academic divisions, academic services sector, or other bodies (whether trust funds, university reserves, unearmarked benefactions, capital funds, or reserves of any other description);
 - (13) assessing and monitoring the effectiveness of the committee in reaching decisions, in overseeing their implementation and in monitoring their outcomes.
- 4.5 (1) The committee shall have power to make, amend, and repeal regulations concerning any of the following matters, on condition that it shall bring forward to the Academic Board for decision any case which it considers to raise particular difficulties:
- (a) the university fees payable by Home/EU students and by overseas students, within such policy in that regard as may be laid down by Council from time to time;
 - (b) the fees, other than fees under (a) above, payable by candidates for examinations, and related fees (such as the matriculation fee and fees in respect of degree certificates);
 - (c) the establishment of a new statutory post, and any changes in regulations governing existing statutory posts (in cases in which the making of such provisions by regulation is permissible in law).
- (2) The committee shall also have power to delegate to the divisional boards, at its discretion and within such guidelines as it may agree from time to time with the boards, authority to make regulations under (c) above.

5. RESEARCH COMMITTEE

5.1 The Research Committee shall consist of:

- (1) the Pro-Vice-Chancellor (Research, Academic Services and University Collections) who shall chair the committee;
- (2)–(5) one person with appropriate expertise appointed by each divisional Board;
- (6), (7) two members of college governing bodies with appropriate expertise appointed by the Conference of Colleges;

- (8)–(10) three members appointed by the Academic Board from among its own members;
 - (11)–(13) the Proctors and the Assessor.
- 5.2 Subject to the approval of the Academic Board in each case, the committee may co-opt up to three additional members, on condition that the committee shall always ensure by the use of its power of co-optation that the range of interests in the collegiate University (including those relating to contract research staff) is as fully reflected within the total membership of the committee as is reasonably practicable.
- 5.3 The Research Committee shall be responsible for:
- (1) ensuring an innovative and supportive environment to promote research excellence throughout the collegiate University;
 - (2) determining, in consultation with the Planning and Resource Allocation Committee, aspects of the Corporate Plan which relate to the University's research activities;
 - (3) advising on the effective utilisation of university resources in the maintenance and development of the research infrastructure;
 - (4) overseeing the policies and procedures for full economic cost recovery for all externally funded research;
 - (5) identifying and fostering links with external organisations to further collaboration and support external research bids;
 - (6) reviewing research standards across divisions and departments and facilitating preparation for external reviews including Research Assessment Exercises;
 - (7) overseeing interdivisional research activities including joint bids and joint initiatives;
 - (8) managing the Research Development Fund and the John Fell OUP Research Fund;
 - (9) overseeing the commercialisation of research and the relationship with Isis Innovation;
 - (10) overseeing and monitoring all matters related to third-stream funding, including the preparation of submissions or reports as may be required by HEFCE;
 - (11) overseeing, assessing and monitoring the effectiveness of the committee in reaching decisions, in overseeing their implementation and in monitoring their outcome.

Annexe H

REPORTING RELATIONSHIPS OF UNIVERSITY COMMITTEES

COMMITTEES REPORTING TO COUNCIL

Major committees

Audit and Scrutiny

Finance

Investment

Remuneration

Other committees reporting directly to Council

Committee on Statutes before the Privy Council

Committees reporting to the Audit and Scrutiny Committee of Council

Value for Money

Committees reporting to the Finance Committee of Council

College Accounts Committee

College Contributions Committee

Managing Trustees of the Oxford Staff Pension Scheme

COMMITTEES REPORTING TO THE ACADEMIC BOARD

Major Committees

Education Committee

General Purposes Committee

Personnel Committee

Planning and Resource Allocation Committee

Research Committee

Other committees reporting directly to the Academic Board

Committee for the Careers Service

Committee for the Museums and Scientific Collections

Committee on Animal Care and Ethical Review

Committee on Student Health and Welfare

Continuing Education Board
Curators of University Libraries
Health and Safety Management Committee
Honorary Degrees
Information and Communications Technology Committee
Joint Committee with Student Members

Committees reporting to the Planning and Resource Allocation Committee of the Academic Board

Buildings and Estates Subcommittee

Committees reporting to the Education Committee of the Academic Board

Committee for the Language Centre

Committees reporting to the General Purposes Committee of the Academic Board

Benefices Delegacy
Central University Research Ethics Committee
Clubs Committee
Committee for the Archives
Committee for the Proctors' Office
Committee for the University Club
Committee on University Statutes and Regulations
Conflict of Interest Committee
Curators of the Parks
Curators of the Sheldonian
Delegacy for Military Instruction
Joint Committee for the Co-ordination of Recognised Independent Centres
Oxford University Society
Sports Strategy Committee