

## Governing Body Standing Orders, St John's College, Oxford\*

### 1 Membership of Governing Body

#### i) Members

- a) The Governing Body consists of the President and Fellows of the College (other than categories of Fellow as specified in [Statute II](#)).
- b) In these Standing Orders, 'the President' includes the President or, in their absence, the Vice-President or, in the absence of both, the Senior Official Fellow present ([Statute XVII](#)).

#### ii) Responsibilities

- a) The members of Governing Body are Trustees of the charity and as such have legal duties and responsibilities. The most important of these are summarised in the Charity Commission's guidance, [The Essential Trustee – What you need to know \(CC3\)](#).
- b) The Secretary of the Governing Body is responsible for ensuring that all members receive a copy of the *Trustee Role Description* and *Trustee Role and Code of Conduct* outlining the legal duties and responsibilities of members of the Governing Body.

#### iii) Admission to Governing Body

New members of Governing Body are sworn in as Fellows ([By-Law XXX](#)). They are introduced by the Vice-President at the start of their first meeting and respond to the following text that is read out by the President (the Latin version is used):

*Tu, [name], in verum socium Collegii Divi Ioannis Baptistae rite iam electus/electa, dabis fidem quod omnia statuta atque ordinationes huius Collegii observabis et, quantum poteris, ab aliis observanda curabis.*

You, [name], whereas you have now been duly elected as a Fellow of St John Baptist College, you are now to give a pledge that you will observe all the Statutes and By-Laws of this College, and, so far as you can, ensure that they are observed by others.

*Do fidem.*

I give this pledge.

#### iv) Removal from membership of Governing Body\*\*

- a) The Governing Body has the power to remove a Fellow from the Governing Body for a defined period of time. The conditions under which this power can be exercised is regulated by By-Laws ([Statute II.3](#)).
- b) A Fellow who ceases to be a member of Governing Body (under the Statutes) will be restored to membership of Governing Body when the defined period comes to an end ([Statute II.3](#)).

### 2 Chair of Governing Body

The President, or in their absence, the Vice-President, or in the absence of both, the Senior Official Fellow present, is the Chair at all meetings of the Governing Body ([Statute XVII](#)).

### **3 Governing Body Meetings**

#### **i) Stated General Meetings**

- a) There are at least four Stated General Meetings of the Governing Body in every year ([Statute XVII](#)).
- b) The Stated General Meetings of the Governing Body are held on, or as nearly as conveniently may be to, (i) the Wednesday before the beginning of Michaelmas Full Term; (ii) the Wednesday before the beginning of Hilary Full Term; (iii) the Wednesday before the beginning of Trinity Full Term; and (iv) the Feast of St. John Baptist ([By-Law XIII](#)).

#### **ii) Week One meetings of Governing Body**

The meetings of Governing Body in Week One of any term might be reserved for discussion of College strategy.

#### **iii) Remote/In-person meetings**

- a) Meetings of Governing Body are held in person without attendance remotely online except during the Long Vacation.
- b) A meeting of Governing Body summoned during the Long Vacation period may meet online and in the alternative members of Governing Body may attend remotely and participate in an in-person meeting by the decision of the President ([By-Law XLII](#)).

#### **iv) Summoning of Meetings**

The President may at any time summon a meeting of the Governing Body, and shall do so at the request in writing of two or more members thereof ([Statute XVII](#)).

#### **v) Adjournment/Cancellation**

- a) Any meeting of the Governing Body may be adjourned, by resolution of the meeting, to a day to be specified in the resolution ([Statute XVII](#)), for example if the meeting becomes inquorate or is disrupted by an event that makes it impossible to continue.
- b) The President may, for any meeting of the Governing Body or its committees, cancel a meeting if no items for the agenda have been received.
- c) Any Stated General Meeting may be adjourned to a date fixed at the time of such adjournment, or to a date to be determined and announced by the President, being a date not more than two weeks after the date of the Stated Meeting concerned. The agenda of the meeting suffices as the notice in writing ([By-Law XIII](#)).

#### **vi) Timing**

- a) Meetings of the Governing Body are normally held at 2.00 pm on a Wednesday.
- b) Normally no Governing Body Meeting will exceed two hours in duration from the scheduled start of the meeting.

#### **vii) Quorum**

- a) Major decisions, which are decisions reserved to the Governing Body in the Scheme of Delegation, may only be made at meetings of the Governing Body at which at least two-thirds of the Governing Body, who are not conflicted on that matter, have been present and voting ([By-Law XLVI](#)).
- b) The rules on the quorum apply not only at the start of the meeting, but also at any point during the meeting when the numbers present change as a result of members arriving late, leaving early or declaring a conflict of interest. At the start of the meeting the Secretary will confirm with the President that a quorum is present, and

alert the meeting if there is a risk that it may become inquorate. If a meeting becomes inquorate, the Secretary will immediately inform the President.

**viii) Voting**

- a) The President always has a casting vote in addition to their own vote ([Statute XVII](#)).
- b) Only validly appointed Governing Body members may vote on a proposal.
- c) Voting is conducted at the Governing Body Meeting by a show of hands of those present (including members indicating their 'hand' if attending remotely at a meeting during the Long Vacation).
- d) Votes are taken for election to Fellowships and for significant matters, such as those requiring major expenditure by the College.
- e) Two members are entitled to request that a vote should be taken (one as proposer and one as seconder).
- f) A proposal will be carried if it receives a simple majority of votes cast, unless otherwise specified in the College Statutes or By-Laws.

**ix) Notice of meetings**

- a) Except in cases where longer notice is required by Statute, notice is sent in writing to every member of the Governing Body of the business to be transacted at every meeting of the Governing Body, at least four clear days before such meeting is held ([By-Law XIV](#)).
- b) The agenda for the meeting suffices as the notice in writing ([By-Law XIV](#)).
- c) The notice period for a meeting of Governing Body summoned during the Long Vacation is five working days, unless at least six members of the Long Vacation Committee agree that an urgent need for decision requires a shorter notice period ([By-Law XLII](#)).

**4 Attendance at meetings**

**i) Attendance of representatives**

- a) In addition to members of the Governing Body, representatives of Junior Members (the JCR President, JCR Vice-President, JCR Secretary, MCR President, and MCR Vice-President) and two Early Career Researchers are entitled to attend Governing Body meetings for open business (Agenda A). The Early Career Researcher representatives can also attend Agenda B.
- b) Others may attend Agendas A, B and C by the President's invitation, either as observers or to present and participate in discussion.
- c) It is expected that College Officers will attend Governing Body meetings where minutes of committees for which they are ex officio members are being presented in order to answer any questions about business. In their absence another College Officer or the President will take questions.

**ii) Meeting arrangements**

- a) Every effort is made to lay out the room for Governing Body Meetings so that there is good accessibility, visibility, sound and audio equipment, so that all members are able to access the content and participate in the meeting equally.
- b) If a member or attendee has a disability that makes it difficult or impossible for them to take full part in the discussions and decisions at a Governing Body Meeting, they

can ask the President, in advance of the meeting, to make special arrangements so that they can participate.

**iii) Register of attendance**

A record of attendance of members of Governing Body is kept and published annually internally.

**iv) Apologies**

Members of the Governing Body who cannot attend a meeting should send their apologies in writing to the Secretary of the Governing Body before the meeting.

**5 Governing Body business and confidentiality**

**i) Categories and treatment of business**

a) The agenda is divided where appropriate into open and reserved sections as follows:

*Agenda A*

Agenda A includes open items of business that are not sensitive in nature. As much business as possible should be taken under Agenda A. All those entitled to attend Governing Body meetings (including Junior Members and Early Career Researchers) may be present for Agenda A and can speak. Junior Members and Early Career Researchers are not entitled to vote. At the discretion of the President, any other person may be present for and speak but not vote upon such items.

*Agenda B*

Agenda B includes items of business that are not confidential but that might have certain sensitivities. Members of Governing Body and Early Career Researchers may be present for Agenda B and can speak. Early Career Researchers are not entitled to vote. At the discretion of the President, any other person may be present for and speak but not vote upon such items.

*Agenda C*

Members of Governing Body only may normally be present for Agenda C business. Items of business are reserved and designated as confidential. Business might include constitutional changes, matters of strategic or commercial sensitivity, the minutes and recommendations from General Purposes Committee and Estates and Finance Committee, personal matters regarding staff, and any other matters so designated by the President. Only members of the Governing Body may speak and vote upon items of reserved business. At the discretion of the President, any other person may be asked to present but not attend for discussion and decisions.

- b) Reserved business is used as sparingly as possible and business is, as far as possible, covered in Agendas A and B.
- c) In the case of major or complex items (for example, large capital projects), opportunities will be taken for engagement with members of the Governing Body ahead of the agenda being issued, for example through the circulation of background papers, discussion groups, and, where appropriate, the input of independent experts to provide assurance.

**ii) Stated General Meetings**

Some business of Governing Body can only be conducted at Stated General Meetings as follows:

- The election of Honorary Fellows is made at a Stated General Meeting ([Statute IV.11a](#)).
- The election of members of Committees for which provision is made in the By-Laws is made annually at a Stated General Meeting held in Trinity Term ([By-Law XV](#)).
- College Officerships can be regulated at a Stated General Meeting ([Statute V.2](#)).
- The College accounts for the year ending on the preceding 31 July are considered at the Stated General Meeting held on or about the Wednesday of the eighth week of Michaelmas Full Term or at any adjournment of that meeting ([By-Law XXIX](#)).
- Changes to the College's Statutes and By-Laws can only be approved at a Stated General Meeting and require the approval of at least two-thirds of the members of the Governing Body who are present and voting at the meeting concerned.
- The rules for regulating the proceedings at Governing Body Meetings can be varied but changes can only be made and approved at Stated General Meetings ([Statute XVII.4](#)).

### **iii) Confidential business**

- a) All Governing Body papers are confidential to members of the Governing Body.
- b) Items that are defined as confidential include, but are not restricted to:
  - matters concerning individuals including current or prospective staff, students and Fellows;
  - sensitive commercial or business information that it would be disadvantageous to the College to release;
  - legal advice on sensitive or confidential matters.
- c) Confidential information is redacted from the minutes before publication on the College website.

## **6 The Agenda**

### **i) Compilation**

- a) The Agenda for meetings of Governing Body is compiled by the President for that meeting together with the Secretary to Governing Body and in consultation with Senior Officers of the College.
- b) Regular items on the agenda include reports from any Standing Committee of the Governing Body that has met since the previous Governing Body Meeting.

### **ii) Prioritisation of business**

The Agenda is organised so that items requiring decision, and the most strategically important items, are prioritised over more routine business.

### **iii) Items for discussion**

- a) The President should be informed of any items for discussion at least one week before a meeting of Governing Body.
- b) Any member of Governing Body can request that an item be included on the agenda of a Governing Body meeting. Items should normally be submitted to the President (via the Secretary to Governing Body) at least five working days before the date of the

meeting. The President will make the final decision as to inclusion of any item on the agenda.

**iv) Any other business**

‘Any other business’ allows for the inclusion of matters that have arisen since the Agenda and papers have been circulated and is an opportunity to provide minor updates on particular items or to flag issues that need further discussion at a future meeting. ‘Any other business’ should be used sparingly and issues are most effectively dealt with by Governing Body if the President is notified of them beforehand (see 6.iii).

**v) Below the line**

- a) Agenda items that do not require the Governing Body’s active consideration (i.e. that are for information only and without recommendations for approval) are placed ‘below the line’ and are taken without discussion or report unless the President is notified at least twenty-four hours before the meeting.
- b) The minutes of General Purposes Committee, Finance and Estates Committee and Educational Policy Committee are never taken below the line.

**7 Governing Body papers**

**i) Recipients**

Members of Governing Body, representatives and others in attendance receive the full agenda for the Governing Body meeting, including the unconfirmed minutes of the previous meeting and papers to be considered at the meeting.

**ii) Circulation of papers**

- a) Governing Body papers are made available at least four clear days before the meeting of Governing Body.
- b) The full Agenda and papers are published on SharePoint.
- c) Certain papers may be the subject of a supplementary issue due to pressure of time, ordinarily no later than the Monday immediately preceding the meeting.

**iii) Schedule of regular items**

A schedule of the regular items of Governing Body business for the academic year will be made available on SharePoint.

**iv) Publication of minutes**

The minutes of Governing Body are published on the College website during the Vacation after each academic term.

**v) Retention and disposal**

All those in receipt of Governing Body papers, whether in hard copy or electronically, must ensure that all copies of the Agenda, minutes and papers and any related papers are:

- retained in a confidential manner whilst they are required for reference and in accordance with guidance provided by the College’s IT policies;
- disposed of in a confidential manner when no longer required by the recipient.

## **8 Conduct of business**

### **i) Meeting etiquette**

- a) It is expected that members of Governing Body, representatives and attendees will be respectful of the opinion of others and will wait to speak until called on by the President.
- b) It is also expected that any debate will be mindful of an individual's freedom of speech and of academic freedom in accordance with the *Trustee Role and Code of Conduct* and the [Freedom of Speech policy](#).
- c) Comments and information about items on the agenda that are sent to the President before a Governing Body by a member who cannot attend in person will be communicated (or not) at the President's discretion.
- d) Members are expected to respect the confidentiality of discussions at Governing Body meetings and not to disclose views expressed by others to people outside the meeting.

### **ii) Conflicts of interest/Public Sector Equality Duty**

At the first meeting of each term, the President will remind members of Governing body of:

- the need to report any personal conflict of interest in the business under consideration; and
- the College's obligation to meet the Public Sector Equality Duty.

### **iii) Members' obligations**

No member of the Governing Body will be present for, or participate in, the discussion or disposal of any matter on which their personal or professional interests raise or may appear to raise the possibility of conflict with their duties as a Trustee. It is the duty of each member of the Governing Body to observe this principle, and in the case of doubt to seek the opinion of the Governing Body. If the matter is not settled by agreement, the Governing Body may require a member to leave the room for the duration of the discussion or disposal of such matter.

### **iv) Discussion about an individual member of Governing Body**

Where an item of business discusses matters relating to an individual member of Governing Body, that individual will leave the meeting and be called back at the end of the particular agenda item.

### **v) Remuneration Committee**

- a) In receiving the recommendations of this Committee, the Governing Body may choose to accept recommendations without modification or, subject to information about the financial circumstances of the College or other good cause, to determine levels of such remuneration lower than those recommended by the Committee ([By-Law XIX](#)).
- b) Members of Governing Body may vote on recommendations of Remuneration Committee, notwithstanding that the matter concerns that member's own remuneration (including any stipend, allowance or benefit) unless it concerns the remuneration of that member alone.

### **vi) President's ruling**

The ruling of the President on any question of procedure at a Governing Body meeting is final unless challenged by not fewer than five members of the Governing Body. Such a

challenge will be put to a vote and will succeed only if supported by a majority of the members present.

**vii) Controversial business**

**Unless the Governing Body resolves to the contrary:**

- a) business on the agenda that the President rules to be controversial will not be voted on more than two hours after the beginning of the meeting;
- b) business that is not on the agenda and that is controversial will not be voted on.

**viii) Alteration of Standing Orders**

- a) The Governing Body may from time to time, subject to the provisions of the Statutes and By-Laws, make and vary rules for regulating the proceedings at meetings of the Governing Body, and for determining what business will be transacted there, and for fixing, if it thinks fit, the notice to be given before holding any meeting or before bringing forward any question, as it deems expedient ([Statute XVII](#)).
- b) Such rules can be made and varied at Stated General Meetings only ([Statute XVII](#)).

**9 Reviews of Governing Body**

**i) Self-effectiveness reviews**

The Governing Body reviews its own performance and that of the President annually.

**ii) External reviews**

The Governing Body conducts an external evaluation every three years.\*\*\* Such evaluation typically considers the Governing Body's balance of skills, experience and knowledge, its diversity in the widest sense, how the Governing Body works together and other factors relevant to its effectiveness.

**10 Delegations by Governing Body**

The Governing Body delegates power to take decisions on particular matters as specified in the Scheme of Delegation.

\* Where there is any conflict between these Standing Orders and the Statutes or By-Laws, the Statutes or By-Laws take precedence.

\*\* Subject to revised Statutes being approved.

\*\*\* External reviews will commence from academic year 2026/27.