

ST. JOHN'S COLLEGE

MINUTES

A Stated General Meeting of **GOVERNING BODY** was held on Wednesday 13th November 2024 at 2.00 p.m. in the Senior Common Room.

Present: The President, Professor A. R. Weidberg, Professor S. Elston, Professor K. Nation, Professor P. Maini, Revd. Professor W. Whyte, Professor A. Hills, Professor R. M. Harding, Professor H. Bouman, Professor A. Wright, Professor T. Burt de Perera, Professor H. Skoda, Professor N. Lübecker, Professor P. R. Hayes, Professor R. Ekins, Professor J. Obloj, Dr. G. Kantor, Professor B. Murnane, Professor J. Stanyek, Professor J. J. Pandit, Professor Z. Olszewska, Professor G. Rose, Professor S. Kiefer, Professor N. Sugimura, Professor S. Toussaert, Mr. R. Crow, Professor S. White, Dr. M. Nicholls, Professor N. Jones, Ms. Z. Hancock, Dr S. Campbell, Dr. K. Doornik, Professor L. Hunt, Professor T. Qutbuddin, Professor A. Lak, Professor I. Williams, Professor G. Evans, Professor L. Moody, Professor C. Munday, Professor S. Knott

Apologies: Professor Z. Molnár, Professor M. Cannon, Professor D. Martin, Professor S. Myers, Professor A. Starinets, Professor J. Schnell, Professor M. Omri, Professor A. Russell, Professor C. Newton, Professor K. Southwood, Professor I. Klinke, Professor L. Pratt, Professor C. Beem, Professor L. di Mare, Professor R. Slater, Professor E. Greensmith, Professor B. McFarlane, Professor E. Wonnacott, Professor R. Hoye, Professor R. Lall, Professor K. J. Patel

In attendance: Ms. D. Cripps

ACTION

AGENDA 'C'

1. Minutes of Governing Body and matters arising

The minutes of the meeting of Governing Body held on 9th October 2024 were **approved**.

2. Governance Working Party

The minutes of the meeting held on 16th October 2024 were received.

The Governing Body **agreed** in principle the scheme of delegation for its committees (see Appendix One). It was noted that any future changes would be considered by General Purposes Committee for approval by Governing Body.

3. Strategic Plan Working Party

The minutes of the meeting held on 22nd October 2024 were received.

The President reported that the Working Party was aiming to produce an overarching strategic plan with aims and objectives that would guide the production of individual departmental strategies. The Governing Body noted the proposed framework for the plan.

The Governing Body **agreed** the Working Party's recommendation not to create a separate Strategy Committee.

PRESIDENT

4. General Purposes Committee

The minutes of the meeting held on 30th October 2024 were received.

Professor Henry Snaith FRS was **elected** to an Associate Fellowship (without access to research funds and without membership of Governing Body), coterminous with his holding the post of Binks Professor of Renewable Energy in the Department of Physics.

It was **agreed** to seek nominations for Honorary Fellows for 2025.

PRESIDENT

The Prevent Duty Policy, Action Plan and Risk Assessment were **approved**.

5. Finance and Estates Committee

The minutes of the meeting held on 6th November 2024 were received.

The Governing Body **agreed** the Committee's terms of reference.

It was **agreed** to [] undertake a valuation of the College's property [].

The proposed strategy and delegation principles for the different components of the College's holdings was **agreed**.

It was **agreed** to sell the College's land at Southmoor [].

It was also **agreed** to invest [], subject to further due diligence and confirmation that the College's interests were aligned with those of the other investors and that proposed governance structures were appropriate.

PRINCIPAL BURSAR

6. Review of College Officerships

The terms of reference for a review of College Officerships were **approved**.

BELOW THE LINE ITEMS – TO NOTE

7. Serious incident report

A serious incident report to the Charity Commission of an incident on 30th October 2024 was received.

8. Fellows' Housing Committee

The minutes of the meeting held on 11th October 2024 were received.

9. Keeper of the Cellar's Report

The Keeper of the Cellar's Report for the financial year 2023–24 was received.

APPENDIX ONE – SCHEME OF DELEGATION

	RESERVED TO GOVERNING BODY	DELEGATED TO/ RESPONSIBILITY OF COMMITTEE (Chair and Responsible Officer(s) noted where appropriate) (Committee with external members)
1. Corporate Governance	<p>Consideration and approval of the governance framework, including Statutes and By-Laws, scheme of delegation, overall governance structure and policies.</p> <p>Approval of the set-up of any subsidiary companies.</p> <p>Oversight and approval of proposals to set-up committees, together with their chairs, terms of reference, and (should they have delegated powers) their membership.</p>	<p>Review of comprehensive Scheme of Delegation for the organisation – Audit, Risk and Governance Committee (External/President)</p> <p>Review of governance effectiveness – Audit, Risk and Governance Committee (External/President)</p> <p>Scrutiny of proposals for subsidiary companies – Finance & Estates Committee (President/Principal Bursar)</p> <p>Review of committee structure and terms of reference – Audit, Risk and Governance Committee (External/President)</p>
2. Strategy and Policies	<p>Consideration and approval of the College's Strategic Plan.</p> <p>Consideration and approval of sub-strategies which expedite the implementation of the Strategic Plan</p>	<p>Oversee the preparation of the College's 5-year Strategic Plan for consideration and approval of the Governing Body – General Purposes Committee (President)</p> <p>Scrutiny of sub-strategies at relevant Committees (e.g. People strategy at Domestic & Establishment)</p>

	<p>Annual Review of progress towards the achievement of Strategic Plan objectives and approval of relevant changes to the Plan</p> <p>Consideration and approval of policies and ensuring compliance therewith, having consulted relevant committees</p>	<p>Review of information and data which allows strategic progress to be reviewed during the plan period – General Purposes Committee (President)</p> <p>Monitoring, reviewing and reporting of compliance of policies directly to Governing Body (Various Committees depending on policy – see policy schedule)</p>
3. Business Plans, Budget & Development	<p>Consideration and approval of the College’s Annual Budget.</p> <p>Review of quarterly performance against plan, and if necessary, approval of significant changes to the Annual Business Plan.</p> <p>Approval of Annual Development Plan. Adequate measures are in place to protect everyone who may come into contact with the Trust’s fundraising activities.</p>	<p>Scrutiny of annual budget in line with financial strategy policy – Finance & Estates Committee (President/Principal/ Finance Bursar).</p> <p>Review of termly performance against budget– Finance & Estates Committee (President/Principal/ Finance Bursar).</p> <p>Scrutiny of Annual Development Plans including prioritisation – Development & Alumni Relations Committee (President/Director of Development).</p>
4. Annual Report & Accounts	<p>Receive and review the approved Trustees Annual Report and Accounts, audit management letter and letter of representation</p>	<p>Approval of the Trustees Annual Report and Accounts, audit management letter and letter of representation – Audit Risk and Governance Committee (External/Principal/ Finance Bursar).</p> <p>Review of auditor effectiveness and appointment of auditors –Audit, Risk and Governance Committee (External/Principal/ Finance Bursar).</p>

<p>5. Cash, Funds and Assets</p>	<p>Ensuring that the Trust remains solvent and ensuring the safe and secure management of all assets</p> <p>Approve Financial Regulations including all financial delegations and controls</p> <p>Approve the equity investment strategy and approach; approve the responsible investment policy; and oversee the execution of the strategy</p> <p>Approve the property investment strategy and approach; and oversee the execution of the strategy. Approve any purchases/spend/disposal over £10m</p>	<p>Review and approve arrangements for insurance cover –Audit, Risk and Governance Committee (External/Principal/ Finance Bursar)</p> <p>Scrutinise Financial Regulations to ensure appropriate and rigorous –Audit, Risk and Governance Committee (External/Principal/ Finance Bursar)</p> <p>Execute the equity investment strategy and approach; authority to approve investments within agreed strategy following recommendation from Investment Sub-Committee – Finance & Estates Committee (President/Principal Bursar)</p> <p>Execute the property investment strategy and approach; approve new purchases/ capital spend/disposals for property investments of up to £10m if in line with property strategy and approach Finance & Estates Committee (President/Principal Bursar)</p>
<p>6. Monitoring and Review of Performance and Impact</p>	<p>Determination and approval of arrangements for performance management and consideration of regular monitoring reports</p> <p>Agreement of the nature of Key Performance Indicators (KPI's) and how they should be best used</p>	<p>Review of progress in achieving performance objectives on a termly basis – General Purposes Committee (President)</p> <p>Monitoring progress towards meeting strategic objectives as indicated by KPI trends – General Purposes Committee (President)</p> <p>Monitoring any significant issues in the operation of the Charity – General Purposes Committee (President)</p>

<p>7. Risk Management</p>	<p>Approval of risk appetite statement and annual review of risk register</p>	<p>Scrutiny of Risk Register on a termly basis, with deep dive into risks as deemed appropriate – Audit, Risk and Governance Committee (External/ Principal/ Finance Bursar)</p> <p>Identification of matters which require ‘audit type’ activity in order to determine the nature and size of any risk to the College brought about by past and/or current practice – Audit, Risk and Governance Committee (External/Principal/ Finance Bursar)</p> <p>Review of action taken against any internal audit reports/recommendations to ensure timely and appropriate action is being taken – Audit, Risk and Governance Committee (External/Principal/ Finance Bursar)</p> <p>Escalation of issues for consideration by Governing Body – Audit, Risk and Governance Committee (External/Principal/ Finance Bursar)</p>
<p>8. Appointments/ Performance Review/ Remuneration</p>	<p>Appointment of the President</p> <p>Annual and five-year review of performance of the President</p> <p>Approval of Remuneration Committee recommendations for award of financial or other benefits allowances privileges and emoluments. For Trustees this must be at recommended or</p>	<p>Make recommendations for the award of financial or other benefits allowances privileges and emoluments whether to members of the Governing Body or to Officers or to staff of the College – Remuneration Committee (External)</p> <p>Scrutiny of significant changes to overall professional staff remuneration strategy and policy, including salary structure, staff terms</p>

	lower level; for Professional Staff Governing Body can agree a higher or lower amount than recommended.	and conditions of employment – Remuneration Committee (External/Principal Bursar/ Head of HR)
9. Health & Safety plus Safeguarding	<p>Overall responsibility for Health & Safety, covering the setting of policy, the appointment of a named senior manager, and annual review of Health & Safety Policy and performance</p> <p>Overall responsibility for ensuring the safeguarding of children and vulnerable adults who are involved in College activities</p>	Ensuring that structures and systems are in place to ensure the Health and Safety Policy are adhered to – Audit, Risk and Governance Committee (External/Principal/ Domestic Bursar via Health and Safety Sub-Committee)
10. Communication Issues	<p>Approval of the College’s Communication Strategy/Policy</p> <p>Review the Annual Complaints Log</p>	<p>Review of the College’s Communication Strategy/ Policy – General Purposes Committee (President)</p> <p>Oversee serious incident reporting – Audit, Risk and Governance Committee (External/Principal Bursar)</p>
11. Education Matters, plus other charitable activity	<p>Approval of any strategic change to overall educational provision (size and shape)</p> <p>Approval of appointment of Fellowships (posts and individual appointments)</p>	<p>Review of academic performance including identifying and acting on attainment gaps – Educational Policy Committee (President/Senior Tutor)</p> <p>Review of student academic feedback; developing and monitoring action plans where any issues identified – Educational Policy Committee (President/Senior Tutor)</p>

	<p>Scrutiny of academic performance, teaching utilisation and student academic feedback on an annual basis</p> <p>Approval of framework for scholarships, grants and subsidies to students; approval of any new scholarships</p> <p>Approving new access and outreach opportunities or subsidies outside of agreed framework</p> <p>Approving framework for research grants and overseeing activity is in line with framework; approval of any grants which are outside of agreed framework.</p>	<p>Developing new initiatives to support academic purposes – Educational Policy Committee (President/Senior Tutor/ Provost for Academic Affairs)</p> <p>Oversee award of scholarships, grants and subsidies in line with agreed framework – Educational Policy Committee (President/Senior Tutor)</p> <p>Ensuring effective utilisation of teaching capacity, approving additional resource or making recommendations to Governing Body for approval in line with agreed framework – Educational Policy Committee (President/Senior Tutor)</p> <p>Consider and make recommendations to the Governing Body as appropriate on matters concerning the appointment of recurrent posts, Fellows, ECR provision and any other matters outside delegated authority. – Educational Policy Committee (President/Senior Tutor/ Provost for Academic Affairs)</p> <p>Approve recruitment of fixed terms contracts of more than one year (Senior Tutor can approve for posts of up to one year) for buyout, sabbatical leave, replacement teaching within approved framework. Approve arrangements for the scheme for Academic Assistants – Educational Policy Committee (President/Senior Tutor/ Provost for Academic Affairs)</p>
--	--	--

		<p>Annual report on undergraduate and graduate admissions process and outcomes – Educational Policy Committee (President/Senior Tutor)</p> <p>Report on access and outreach activities and initiatives – Educational Policy Committee (President/Fellow for Access and Outreach)</p> <p>Approving research grants of up to £25,000 in line with agreed framework – Research Committee (Emeritus Fellow/Fellow for Research)</p> <p>Assessing any research grants outside of agreed framework to make recommendations to Governing Body – Research Committee (Emeritus Fellow/Fellow for Research)</p>
12. Masterplan	Approval of major new activities and projects that will have significant impact on the College's focus irrespective of whether these are externally funded or supported from unrestricted funds.	<p>Preparation of the strategic case, business case and budgets and the pursuance of all necessary partnership-building and advocacy in order for such activities to be successful – Masterplan working party; Finance & Estates Committee (President/Principal/Works Bursar)</p> <p>Oversight of implementation of significant projects, with regular feedback to Governing Body on progress and issues – Masterplan working party; Finance & Estates Committee (President/Principal/Works Bursar)</p>
13. Sustainability	Approve sustainability plan	Review and monitor progress against targets of approved sustainability plan – Domestic & Establishment Committee (President/Principal Bursar)

14. Thomas White Oxford	Appointment of Trustee Directors to the Board of TWO. Approval of delegation of shareholder powers to Oxford North Committee	Ensure all activities of TWO are in line with agreed business plans, and exercise shareholder powers on behalf of Governing Body (see detailed list of powers) – Oxford North Committee (President/Principal Bursar)
15. Emerging Matters outside of Scheme of Delegation	Determination of where any unexpected matters or emerging issues should be considered, updating the approved scheme of delegation where required	

November 2024