

- (c) the Governing Body may remit a case to be reheard, by the same or an alternatively constituted Committee or Appeal Panel, on the grounds that the provisions of the Statutes or Ordinances have not or may have not been properly applied.

Serious or gross misconduct

4. The Council, or any ten Fellows of the College, may raise a charge against the Master of serious or gross misconduct. A charge raised by ten Fellows shall be stated in writing to the Vice-Master, with grounds and evidence. Any charge raised under this section shall be dealt with in accordance with procedures laid down in Ordinances.
5. Where a charge raised under section [4] is laid before the Governing Body, it shall determine whether the Master has a *prima facie* case to answer; and where the Governing Body so decides, by not less than a two-thirds majority of those members present and voting, it may appoint a Disciplinary or Medical Committee for the Master to conduct a hearing under section [6].
6. Proceedings under section [5] shall be conducted in accordance, *mutatis mutandis*, with sections 10-15 of Chapter I (Academic Staff) and Ordinances made thereunder; provided always that any reference, express or implied, to:
 - (a) conduct of a less serious nature, or proceedings concerning less serious matters, shall be omitted;
 - (b) a member of academic staff shall be read as a reference to the Master;
 - (c) dismissal or removal shall be read as removal from the Mastership during its term;
 - (d) a Disciplinary or Medical Committee for Academic Staff shall be read as a reference to a Disciplinary or Medical Committee for the Master.
7. The members of a Disciplinary or Medical Committee for the Master, or any Disciplinary or Medical Appeal Panel appointed to hear an appeal by the Master, shall be composed of such persons as are prescribed by Ordinances, provided always that:
 - (a) no member shall be a Fellow of or employed by the College; and
 - (b) the Chair of a Disciplinary Committee for the Master shall be legally qualified.

Other grounds for removal

8. In any case where the Governing Body considers that a substantial reason for removal may have arisen which does not reasonably fall under any other provisions of this Chapter, it shall prescribe a process appropriate to the case, which provides for the Master to have a right to:
 - (a) make representations to an appropriately constituted Committee; and
 - (b) appeal from any decision of such committee to an appropriate Appeal Panel.

CHAPTER IV
(see also Ordinance C,IX)

Suspension and Removal of Officers

1. Disciplinary proceedings for the suspension, removal or dismissal of any holder other than the Master of a College Office, or Academic Post, or other post or appointment, shall be conducted under:
 - (a) Chapter I, where removal or dismissal would entail the loss of a Fellowship or a primary employment held by a member of academic staff; or
 - (b) Chapter II, where removal or dismissal would entail the loss of a Fellowship or a primary employment held by a Fellow who is not a member of academic staff; or
 - (c) procedures made for the purpose by the Governing Body, in the case of the removal of the Vice-Master; or
 - (d) procedures made for the purpose by the Council, in accordance with Ordinances made hereunder, in any other case.

CHAPTER V
(see also Ordinance C,X)

Deprivation of Membership of the College

Honorary Fellows

1. At its absolute discretion the Governing Body may, by no less than a two-thirds majority of those members who are present and voting at a meeting specially summoned for the purpose, but excluding any member who is not the Master or a Fellow, deprive an Honorary Fellow of his or her Fellowship.

Other non-foundation Fellows

2. The holder of a non-foundation Fellowship established by Ordinance under Statute B,VII,2 may be deprived of his or her title on such grounds, and in accordance with such procedures, as are laid down in Ordinances.

Members of the College

3. Any member of the College, other than the Master, a Fellow, non-foundation Fellow, or Student, may be deprived of his or her membership in accordance with such procedures as are made in Ordinances.

CHAPTER VI
(see also Ordinances C,XII-XIV)

Academic Progress, Conduct and Discipline of Students

1. In accordance with Ordinances or Regulations made hereunder, appropriate penalties may be imposed where any student of the College:
 - (a) is unable or unwilling or otherwise fails to comply with Statute B,VIII,4 or 5 (conduct and academic progress), or with Ordinances or Regulations made thereunder; or
 - (b) acts in a manner tending to bring the College into disrepute.
2. Penalties which may be imposed under section [1] shall include, but shall not be limited to:
 - (a) suspension or removal from a Scholarship or Studentship;
 - (b) permanent or temporary exclusion from residence in the College, which may extend to exclusion from residence in the Precincts of the University, such that a student shall or may not be in standing to complete his or her examinations and course of study, or be admitted to any degree.
3. In accordance with procedures made in Ordinances or Regulations:
 - (a) inquiries may be made into the academic progress, or conduct, discipline and behaviour, of students of the College; and, where appropriate,
 - (b) action may be taken, including the imposition of penalties under sections 1-2.
4. Ordinances or Regulations made under sections 1-3 shall provide for a student whose academic progress or other conduct is the subject of formal proceedings:
 - (a) to be given proper notice of any questions or issues to be decided and a fair opportunity to participate in the proceedings;
 - (b) to attend any hearing in person and to be accompanied by a representative or other person;
 - (c) to appeal against an initial decision, by application to an appropriate body.

CHAPTER VII

(see also Ordinances C,XI and C,XV)

Grievances and Complaints

Grievances of the Master and Fellows

1. A fair and expeditious procedure shall be made in Ordinances for settling or redressing any concern, problem, complaint or other grievance of the Master or any foundation Fellow, relating to his or her employment or Fellowship or other Office or position with the College. A grievance may only be raised under this procedure where it affects the person directly, either as an individual or in his or her personal dealings or relationships with other members or employed staff of the College. This procedure may not be invoked where alternative provisions for dealing with the matter are made in the Statutes or Ordinances of the College.
2. The procedure under section [1] shall provide for:
 - (a) an initial process of informal consultation that seeks to resolve a grievance through methods and outcomes acceptable to all parties;

- (b) where informal resolution fails, or is inappropriate, a process of formal determination of the grievance by an appropriate body or Officer;
 - (c) an appeal from that determination to a Grievance Panel composed of at least three persons, which shall determine whether the grievance is well-founded, and, if so, make such proposals for redress as it thinks fit.
3. The Grievance Panel shall conduct a hearing which the complainant, and any person against whom the grievance lies, shall be entitled to attend and be accompanied by a friend or representative, but not by a legal representative.
 4. The Grievance Panel shall inform the Council of its determinations and proposals. In taking any action on the grievance, the Council shall seek to give effect to the guiding principles laid down in Chapter I,1.

Student complaints

5. Fair and expeditious procedures shall be made in Ordinances or Regulations for settling or redressing any complaint raised by a student of the College which affects him or her on any matter of academic or non-academic provision by the College, and which affects the student directly, either as an individual or in his or her personal dealings and relationships with other members or employed staff of the College. This procedure may not be invoked where alternative provisions for dealing with the matter are made in the Statutes, Ordinances or Regulations either of the College or of the University.
6. Subject to any relevant legislation in force from time to time, the procedure under section [5] shall provide for:
 - (a) an informal process for investigating and resolving a complaint at an early stage;
 - (b) a process of formal examination of a complaint by an appropriate body;
 - (c) a final review by an external body comprising persons who are not members of the College.

STATUTE D

FINANCE AND REMUNERATION

CHAPTER I

(see also Ordinance D,V)

Principal Financial Responsibilities

Financial management

1. In accordance with the responsibilities of the College as a charitable institution, it shall establish appropriate bodies and procedures to plan and manage the financial affairs of the College, which shall comply with the Statutes of the University,

national legislation and best practice. In particular, a Remuneration and Benefits Committee and an Audit Committee shall be established under this Statute.

2. In accordance with Statute A,III,4(c), the Governing Body shall have power to make financial Ordinances, and shall exercise such power as necessary or desirable for the good financial management of the College.
3. In accordance with Statute A,IV,4(k), the Council shall have power to make financial Regulations, and shall exercise such power as necessary or desirable for the good financial management of the College.

Accounts

4. The College shall prepare and publish annual accounts, in accordance with applicable accounting standards, such as to provide a true and fair view of the financial position and financial activities of the College.

Auditors

5. The accounts of the College shall be audited annually by an external auditor appointed by the Council. The external auditor shall be a qualified auditor, or a firm of qualified auditors. No person who is a member of the Governing Body may act as an external auditor for the College.
6. The Governing Body shall each year hold an Audit Meeting under Statute A,III,5(a), at which it shall review the final audited accounts for the previous financial year as prescribed in Chapter III,1; and shall make such report to the Council as it sees fit, prior to the formal approval of the accounts by the Council under Statute A,IV,5(e).

CHAPTER II

(see also Ordinances D,I-IV)

Principal Financial Powers

Scope of powers

1. The powers conferred by this Statute shall apply to any property, held by or for the College, which is:
 - (a) not held on trust; or
 - (b) held on a trust for a specific purpose of the College (a 'special trust'), of which the College is a trustee, and which exists on the date when these Statutes take effect under Statute A,VIII,6; or
 - (c) held on a special trust created after the date when these Statutes take effect, except to the extent that the application of such powers is not permitted by law.

Property

2. In this Statute 'property' means property of every description, wherever situated, real or personal, including land and any estate or interest in land, intellectual property, money, securities, including financial instruments of any description, things in action, shares, stocks, funds and goods, and also every description of an interest, whether present, future, vested or contingent, arising out of or incidental to such property.

Authority to act

3. The Governing Body or the Council, as appropriate, shall exercise the powers of the College under this Statute, in particular as provided for in Statute A,III,5 (the Governing Body) and Statute A,IV,5-6 (the Council).
4. The Governing Body may make provision in Ordinances or otherwise, and the Council may make provision in Regulations or otherwise, for the delegation and/or exercise of any power or powers held by each body respectively under this Statute.
5. A statement to the effect that any Statute, or any financial Ordinance, or any financial Regulation, has been complied with shall be conclusive in favour of any person having relevant dealings with the College, provided always that such statement is signed or certified by any two persons from among the Statutory College Officers and the Secretary to the Governing Body. Such statement may take the form of a copy minute of the Council or other College committee.

Powers of a natural person

6. The College shall have all the powers which an individual of full legal capacity could exercise over property, so as to acquire, manage, deal with, invest and vary the investment of, sell, mortgage, charge, lease or otherwise dispose of any property; and to enter into and carry out any transaction relating to such property, or otherwise in connection with the management of its affairs, in such manner and upon such terms as the College shall in its absolute discretion think fit; provided always that such powers shall be exercised in accordance with the Statutes of the College.

Power to create funds

7. The College shall have power to create funds for the general or any specific purposes of the College; and may allocate capital and income to such funds in its discretion, subject to the Statutes and Ordinances.

Power to invest

8. The College shall have power to invest any property held by or for the College, whether held collectively with other property or otherwise, and shall lay down in Ordinances such powers and responsibilities for investment as are appropriate to its

charitable purposes. In particular, the College shall have power to treat all or any part or parts of such property, whether held on special trust or otherwise, as one or more amalgamated funds to be invested for the benefit of the constituent funds comprised therein.

Power to expend

9. The College shall have power to appropriate for expenditure such part of the value of its property as is provided for in Ordinances. Any reference to income in the Statute, Ordinances or financial Regulations of the College shall include the total sums appropriated under the powers conferred by this section.

Power to raise debt

10. The College shall have power in furtherance of its charitable purposes to borrow or raise money in any manner, and to secure, guarantee or in any other way support the payment or repayment of such money.

Power to carry on business

11. The College shall have power in furtherance of its charitable purposes to carry on any business which the Council authorises, whether by means of or through the agency of a body corporate or unincorporated, or otherwise.

Power to accept donations

12. The College shall have power to accept gifts and other donations for any charitable purposes in furtherance of the interests of the College as a place of education, religion, learning and research.
13. Pursuant to Chapter I,3, the Council shall have power to make financial Regulations giving effect to wishes or suggestions of donors recorded in writing, whether so expressed as to create a special trust or not, regarding the application of such gifts and any grants or awards supported by them, not being inconsistent with or prejudicial to the charitable purposes of the College. Such Regulations may be inconsistent with the provisions of the Statutes of the College provided that no Regulation shall derogate from any obligation imposed on the College by the Statutes of the University.

College Seal

14. The College shall have power to authorise the sealing of any deed or other document, whether as a single deed or document or as a specified class, by affixing the College Seal thereto.
15. Ordinances which shall be reviewed from time to time shall prescribe:
 - (a) procedures for authorising the fixing of the Seal; and
 - (b) arrangements for the safe-keeping of the Seal.

CHAPTER III
(see also Ordinances D,V-VII)

Financial Management

Accounts

1. The College shall close its accounts each year on the date specified in Ordinances, and shall prepare and publish annual accounts in such form, and at such time, as the Council shall determine; provided always that the College shall comply with such Statutes of the University as govern college accounts and with such relevant financial reporting standards as are established or authorised by law.

Contribution to the University

2. The College shall make such financial contribution to, and for the purposes of, the University as may be required under the Statutes of the University from time to time. Any trust of the College which is required to be taken into account in the calculation of any contribution shall bear its own share thereof, paid out of income attributable to such trust.

Planning and resources

3. The Council shall establish appropriate committees and processes for:
 - (a) determining financial policies, practices and management;
 - (b) planning and resource allocation within the College; and
 - (c) the management, maintenance and development of College buildings.
4. In accordance with Statute A,III,5(c), any decision, or series of connected decisions, which affects or may reasonably be expected to affect more than 5% of the value of the total net assets of the College, as reported in the latest set of College accounts at the relevant time, and whether held on trust or otherwise, shall require the express approval of the Governing Body. The exercise of a power of reinvestment under a general policy adopted by the Governing Body shall not require such approval.
5. The erection, demolition or reconstruction, or any addition to or other alteration, of a building or buildings or part of a building situated on the historical site of the College on Sidney Street, Cambridge shall require the express approval of the Governing Body if, but only if, the projected expenditure on such changes either:
 - a) falls within section [4], above; or
 - b) exceeds 5% of the replacement value, such as, where applicable, the insurance value, of any building or buildings which are subject to the proposed changes.

Fees, charges and fines

6. In accordance with Statute A,IV,5(k), the Council shall have power to levy fees and other charges, and to impose fines, on any member of the College, in connection with any purpose or purposes or activity of the College. A fine may only be

imposed in accordance with a relevant Ordinance or Regulation which specifies the maximum amount of the fine.

Special trusts

7. The financial powers under Statute D may be exercised in respect of any special trust of the College; provided that:
 - (a) any trustee other than the College consents; and
 - (b) where the will or deed or other trust instrument was created after the date upon which Statute D takes effect, it contains no contrary intention.
8. The Council may at any time apply the income of a trust for the purpose of increasing the value of any financial benefit charged upon the fund, or for otherwise improving the position of any holder of such benefit, or for creating additional grants or awards consonant with the original purposes of the trust.
9. Where the College is the sole trustee of a trust, the surplus income may, at the discretion of the Council, be:
 - (a) retained as cash and expended for the purposes of the trust in any subsequent year; or
 - (b) invested and added to the capital of the fund; or
 - (c) applied within the general educational purposes of the College.
10. In exercising the power under section 9(c), the Council shall have regard to the duty of the College, as trustee of any fund concerned, to:
 - (a) consider and apply as appropriate the principles embodied in the doctrine of *cy-près*; and
 - (b) be satisfied that an application of the doctrine is necessary in order to secure the effective use of the fund concerned.
11. In sections 9 and 10, surplus income means income unexpended in any year after the purposes of the trust have been fully provided for in that year (whether wholly by income from the trust or partly by income from the trust and partly by other moneys).

Grants and awards

12. In accordance with procedures made in Ordinances, the Council may award such Scholarships, Bursaries, Prizes or other financial grants or awards from any funds created under Chapter II,7 or from any special trusts as it thinks fit, save where any trust governing a particular fund, or any Regulation made under Chapter D,II,13 or Statute E,I, provides otherwise.

Audit Committee

13. Pursuant to Chapter I,1, there shall be an Audit Committee of the College, which shall be a standing committee appointed by the Governing Body in accordance with

Ordinances; provided that no person who carries out substantial executive functions for the College shall be a member of the Committee.

14. In accordance with procedures made in Ordinances, the Audit Committee shall be responsible for providing independent and objective regulation of College governance and activities in regard to:
 - (a) accounting policy and practice;
 - (b) internal systems of financial and other control, including procedures for risk management;
 - (c) compliance with relevant external legal and regulatory requirements;
 - (d) compliance with the Statutes and Ordinances.
15. The Audit Committee shall also be responsible for ensuring and overseeing:
 - (a) the conduct of the annual audit of the College Accounts by the external Auditors, under Chapter I,4-6; and
 - (b) the independent investigation of any internal disclosure which is made in the public interest alleging malpractice by the College in the conduct of its activities ('whistle-blowing').

CHAPTER IV (see also Ordinance D,IX-XII)

Remuneration and Benefits

College Trustees

1. In accordance with Statute A,V,6, no Trustee shall receive any remuneration, or any other benefit, for acting as a Trustee of the College, other than any reasonable out-of-pocket expenses incurred in the course of carrying out his or her duties as Trustee.

Authorisation of private benefits

2. Subject to section [1], the Master and any Fellow of the College, including any Trustee, may receive such remuneration and any other benefits in respect of any employment or College Office or Academic Post or other post or appointment, as this Chapter and Ordinances made hereunder authorise.
3. The Council shall have power under section [2] to authorise the payment or award of such remuneration and other benefits to Fellows of the College as it thinks reasonable for fulfilling the purposes of the College as a place of education; religion, learning and research; provided that such remuneration or benefit shall either be:
 - (a) incidental to, and arise from, the carrying out of such purposes; or
 - (b) received by a person as a beneficiary of those purposes;

and, in all cases, it shall be paid or awarded in accordance with the powers and procedures under sections [5] and [6], respecting the Remuneration and Benefits Committee.

4. As provided for in Statute A,III,5(e) and Statute B,I,6, the Governing Body shall have power under section [2] to authorise the payment or award of remuneration and other benefits to the Master, in accordance with section [3], *mutatis mutandis*.

Remuneration and Benefits Committee

5. Pursuant to Chapter I,1, there shall be a Remuneration and Benefits Committee, which shall be a standing committee appointed by the Governing Body in accordance with Ordinances. The Committee shall include an appropriate number of independent members, each of whom is either:
 - (a) an external member, being a person who holds no employment or any Office or Academic Post or other post or appointment with the College, and is not in law a related party to any person who holds such employment or other position; or
 - (b) a person who receives, and any party connected to him or her receives, only such remuneration or other benefit from the College, in nature or amount, as is not material to his or her functions as a member of the Committee.
6. The Remuneration and Benefits Committee shall, in accordance with procedures made in Ordinances:
 - (a) be charged with the scrutiny and management of College policies on remuneration and benefits payable to the Master and Fellows of the College, including the Trustees;
 - (b) have power to set limits binding on the Council and, in the case of the Master, the Governing Body, concerning the remuneration or benefits payable under such policies.

CHAPTER V

Commemoration of Benefactors

1. At least once a year a special service shall be held in the College Chapel in commemoration of the Foundress and other Benefactors of the College, at which a sermon shall be preached by a suitable person appointed by the Council.

STATUTE E

TRUST FUNDS

CHAPTER I

The Taylor, Elmore and Thomson Funds

Application of Statute D

1. The duties and powers of the College laid down in Statute D, Chapters II and III shall apply to the trust funds comprised in this Chapter. In particular:
 - (a) the powers respecting the surplus income of trusts, under Chapter D,III,9-11, shall apply to these trusts; provided that surplus income shall normally be retained as cash and expended for the purposes of the relevant trust in any subsequent year, in accordance with section 9(a);
 - (b) the Council shall have power under Statute D,III,12, and Ordinances made thereunder to apply the income from these trusts in accordance with this Chapter.

The Samuel Taylor Lectureships

2. One or more of the Fellows in Class 1 who are elected to undertake teaching and research in Mathematics, and one or more of the Fellows in Class 1 who are elected to undertake teaching and research in Natural Sciences, Medical Sciences or Engineering, shall receive such remuneration out of the Taylor Lectureship Estate as the Council shall determine from time to time, in accordance with Regulations or otherwise. Fellows who receive such remuneration shall be known as Taylor Fellows.

The Samuel Taylor Scholarships

3. Income from the Taylor Scholarship Estate shall be applied for the advancement of study and research in the College in mathematical and scientific subjects, in such manner as the Council shall determine from time to time, in accordance with Regulations or otherwise. In particular, income may be applied for the payment of Scholarships or Studentships, grants for Fellowships in Class 2, or support for library facilities.
4. So far as practicable, at least twelve Scholarships under Statute B,VIII,7 shall be awarded under section [3]. The holders of such Scholarships shall be known as Samuel Taylor Scholars.
5. The holder of any Fellowship in Class 2 awarded a grant under section [3] shall be known as a Samuel Taylor Research Fellow.

The Stanley Elmore Fund

6. The Stanley Elmore Fund shall comprise the investments and monies transferred and paid to the College by the Trustees of the Will of Alexander Stanley Elmore in pursuance of a Trust Deed dated the 22nd April 1964, or any investments or property from time to time representing the same.
7. The Stanley Elmore Fund shall be used to support one or more Fellowships in Class 2, or one or more postgraduate Studentships, for the purposes of undertaking research in medical or cognate sciences. Grants from the Fund shall be awarded as

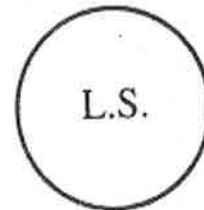
the Council shall determine from time to time, in accordance with section [8]. Such Fellowships and Studentships shall be known as Stanley Elmore Research Fellowships and Stanley Elmore Research Studentships, respectively.

8. Grants under section [7] shall be awarded in accordance with the trusts and powers of the Trust Deed, and with the Regulations scheduled thereto. In accordance with the Trust Deed, the College may from time to time by College Order duly approved by the Council vary or modify the said Regulations, in any manner not inconsistent with the provisions of the Deed and Regulations, as the Council may in its discretion think fit.

The David Thomson Fund

9. The David Thomson Fund shall comprise the monies paid and subscribed to the College in memory of David Thomson, Master of the College 1957-70, and any additions thereto or any investments or property from time to time representing the same.
10. One or more Fellows in Class 2 shall receive such grants from the David Thomson Funds as the Council shall determine from time to time, in accordance with Regulations or otherwise. Such Fellows shall be known as David Thomson Research Fellows.

The seal of The Master Fellow)
and Scholars of The College of)
The Lady Frances Sidney Sussex in)
The University of Cambridge)
was hereunto affixed in the presence of:)



Nick Allen
Bursar

XXXXXXXXXXXX



At the Court at Buckingham Palace

THE 8th DAY OF FEBRUARY 2018

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL

The Governing Body of St Hilda's College, in the University of Oxford has made a Statute amending the existing Statute III, in accordance with the Universities of Oxford and Cambridge Act 1923, and in the form set out in the Schedule to this Order.

The Statute has been submitted to Her Majesty in Council, and the provisions of the Act relating to publication in the London Gazette and laying before both Houses of Parliament have been complied with.

No petition or address has been presented against the Statute.

Now, therefore, Her Majesty, having taken the Statute into consideration, is pleased, by and with the advice of Her Privy Council, to approve it.

Richard Tilbrook

SCHEDULE

AMENDMENTS TO THE EXISTING STATUTES OF ST HILDA'S COLLEGE IN THE UNIVERSITY OF OXFORD, PASSED AT A MEETING OF THE GOVERNING BODY SPECIALLY SUMMONED FOR THE PURPOSE ON 8 MARCH, 2017 BY THE VOTES OF TWO-THIRDS OF THE NUMBER OF PERSONS PRESENT AND VOTING; DULY MADE ON 22 MAY, 2017 UNDER THE PROVISIONS OF THE UNIVERSITIES OF OXFORD AND CAMBRIDGE ACT, 1923, AND SUBMITTED TO HER MAJESTY THE QUEEN IN COUNCIL.

Statute III

1. Delete the word "seven" from the introductory statement in clause 1.
2. Add clause 1 (viii) to read as follows:

(viii) Such other classes of Fellowship as the Governing Body shall from to time determine.

3. Amend clause 2 to read as follows:

The conditions of the tenure of Fellowships in classes (iv), (v) and (viii) above shall be determined by the Governing Body at the time of election.

THE COMMON SEAL of St Hilda's College in the
University of Oxford)
was hereunto affixed this 22 May 2017)
in the presence of:)

Sir Gordon Duff
Principal

Frank Gargent
Bursar

