



## **ROLES AND RESPONSIBILITIES OF THE GOVERNING BODY AND COLLEGE OFFICERS**

1. The College is an Educational Charity. As a result of the Charities Act 2006, it is regulated by the Charity Commission. Therefore, the guidance provided by the Charity Commission on Governance of Charities is relevant to the College. The members of the Governing Body are, in effect, the Trustees of the Charity.
2. This document sets out, in summary form, the roles and responsibilities of members of the Governing Body, the Principal and the College Officers.

### **A. THE GOVERNING BODY**

3. The Governing Body consists of the Principal, Official Fellows, Welsh Supernumerary Fellows and certain other Fellows, including Professorial Fellows.
4. The Governing Body is responsible for the operation of all aspects of the College including its finance, educational and research functions, and domestic arrangements.
5. The Governing Body may delegate certain functions to Executive Officers and to Committees (see Sections B and C), but it still retains ultimate responsibility for the running of the College.
6. The principal duties of Governing Body members (who are in the position of Trustees) are established by the Charity Commission and the College's own statutes and by-laws.

The Charity Commission identifies six main duties for trustees of a charity, [www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3](http://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3), which are to:

- (i) Ensure that the College is carrying out its charitable purpose for public benefit;
- (ii) Comply with the College's governing document, ie our statutes and by-laws, and the law
- (iii) Act in the College's best interests;
- (iv) Ensure the College is accountable;
- (v) Manage the College's resources responsibly; and

- (vi) Act with reasonable care and skill.

Given these duties, the College expects Governing Body members to:

- (i) Always act in the best interests of the College, rather than of the individual, and to avoid conflicts of interest or misuse of funds (see Section D);
  - (ii) As part of using reasonable care and skill in their work as members of the Governing Body, to seek professional advice where appropriate;
  - (iii) Regularly attend meetings of the Governing Body and the Committees on which they serve, and to acquire appropriate knowledge to contribute effectively to decision making;
  - (iv) Ensure that the finances are used appropriately, prudently and in accordance with the objectives of the College; and
  - (v) Take overall responsibility for student welfare.
7. Members of the Governing Body are not personally liable for College debts, but could be held personally responsible for negligence or a breach of any duty to the College.
8. A person convicted of any offence involving dishonesty or deception, or who has been adjudged bankrupt, would be disqualified from acting as a Trustee.

## **B. THE PRINCIPAL**

9. The Principal's authority is defined by the overall responsibility of the Governing Body for the operation of the College. The Principal's role is more akin to that of a non-executive Chairman than to that of a Chief Executive.
10. According to the Statutes of the College, the Principal has authority over all members of the College and is charged with superintendence of all affairs of the College, including its educational and research roles, discipline and domestic arrangements. In effect, this responsibility is exercised by the Principal's role in chairing all the major College Committees and the Governing Body.
11. The Principal, together with the College Officers, is charged by the Governing Body with the day-to-day running of the College, within the agreed policies and decisions of the Governing Body. All significant policy decisions are made by the Governing Body, and the Principal is expected to obtain the agreement of the Governing Body either at a Governing Body meeting or by written communication. It is a matter of judgement for the Principal and the main college officers to determine whether or not a particular decision is "significant".

## **C. THE COLLEGE OFFICERS AND COMMITTEES**

12. The College Officers are the Estates Bursar, Academic Director, Director of Accommodation, Catering, & Conferences, Property Director, Development Director and HR Director. Their responsibilities are set out in their terms of employment.
13. The Governing Body normally delegates to the main officers the executive role of implementing agreed policies and programmes of work on a day-to-day basis. The normal route by which officers seek Governing Body agreement is through the main College committees: Estates Committee, Academic Committee, Accommodation, Catering, & Conferences Committee, Property Committee, HR Committee, and Equality & Diversity Committee. Where an officer makes an urgent decision, they may seek retrospective approval from the Governing Body.
14. The Estates Bursar is the College's Finance Officer, and reports to the Governing Body through the Estates Committee. Their remit is to ensure, on behalf of the Governing Body, that the College's finances, including both the income and expenditure, are appropriately managed in line with the purposes of the College.
15. The Academic Director reports through the Academic Committee to the Governing Body and has responsibility for the administration of all aspects of the academic work of the College, including student admissions, examinations, academic performance, and academic appointments.
16. The Director of Accommodation, Catering, & Conferences reports through the Accommodation, Catering, & Conferences Committee to the Governing Body and has responsibility for all the domestic functions of the College and its infrastructure, as well as regulatory compliance in areas such as health and safety and licensing.
17. The Property Director reports through the Property Committee to the Governing Body and has responsibility for all of the College's property endowments and building and land used for College purposes as well as their maintenance and repair.
18. The Development Director reports through the Development Committee to Governing Body and has responsibility for developing and maintaining contact with College alumni and raising funds for the College consistent with the practices established by the Fundraising Regulator.
19. The Director of Human Resources reports through the HR Committee to the Governing Body and has responsibility for developing and implementing the College's policy as regards human resources, including regulatory compliance, and for support staff recruitment, job descriptions and personal development.

## **D. CONFLICTS OF INTEREST**

20. Trustees of a Charity should ensure that they avoid conflicts of interest. A conflict of interest would arise when a member of the Governing Body may directly or indirectly benefit from his or her position as a Governing Body member. Conflicts of interest could be financial or non-financial.
21. A financial conflict might arise, for example, if the College were to wish to purchase property owned by a Governing Body member, or invest in a company in which a Governing Body member has a significant shareholding. An obvious potential conflict of interest for Governing Body members relates to their remuneration, and this is dealt with separately below (see Section E).
22. A non-financial conflict might arise, for instance, if the College were to consider setting up a research centre or appoint a research fellow in an area closely related to a Fellow's own interest. Also, a Fellow's role in the University could conflict with their role as a trustee of the College.
23. See the guidance on Conflicts of Interest:  
([www.gov.uk/government/publications/conflicts-of-interest-a-guide-for-charity-trustees-cc29](http://www.gov.uk/government/publications/conflicts-of-interest-a-guide-for-charity-trustees-cc29))
24. The main points are as follows:
  - (i) Trustees should establish a register of interests. This is standard practice for Charities
  - (ii) A trustee who is subject to a conflict of interest should not take part in making the decision under consideration
  - (iii) Trustees should always declare any conflict of interest before an item is discussed by the Governing Body
25. The detailed application of these guidelines to the College is a matter of judgement, but at the very least, Governing Body Members should withdraw from any decision in which they have a personal material (financial) interest, and should declare any significant personal non-financial interest, even if they do not withdraw from the discussion. The Principal is responsible for deciding whether or not a Governing Body member should withdraw in the case of non-financial conflicts of interest.

## **E. REMUNERATION**

26. Charity trustees are not normally remunerated, but the Charities Act 2006 does make special provision in certain circumstances, which includes members of the College's Governing Body.
27. However, it is important, in the context of conflicts of interest, that trustees do not determine their own level of remuneration, although they do have

responsibility for ensuring that whatever remuneration is paid to them does not adversely affect the financial health of the College.

28. Therefore, recommendations concerning remuneration, both of individual fellows and in general, are made by an independent Remuneration Committee, the membership of which, agreed by the Governing Body, includes a non-remunerated Fellow, an Old Member and a retired Estates Bursar from another college.

For further information, please read the Charity Commission's Guidance Note, **The Essential Trustee: What you need to know**

<https://charitycommission.blog.gov.uk/2017/07/13/the-new-charity-governance-code-essential-reading-for-all-trustees/>

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