



Exeter College, Oxford

BYLAWS

Bylaws from date 10th October 2021
Approved by Governing Body on 6th October 2021
And revised 1st December 2021, 18th May 2022, 15th June 2022
This version of the Bylaws is the first to refer to the 2021 Statutes

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INTERPRETATION

Unless otherwise specified, all references to members of staff shall apply to those staff who are subject to the Statutes including those non-academic members of staff who are employed at Grade 7 or above.

I. PREAMBLE AND OBJECTS

The relevant section of the Statutes applies.

II. THE COLLEGE

1. Members of College

For the purposes of electing Proctors and Assessors

- 1.1 For the purposes of electing Proctors and Assessors, members of the College are defined as Fellows entitled to membership of GB, Supernumerary Fellows (but not Emeritus or Honorary Fellows), Stipendiary Lecturers (but not Retained Lecturers), and student members of the College enrolled for a higher degree or diploma of the University: in every case they must also be members of congregation.

III. POWERS OF THE COLLEGE

The relevant section of the Statutes applies.

IV. THE CONSTITUTION

1. Delegable and Non Delegable Matters

Delegable

1.1 The following items will *normally* be decided by Governing Body. However, provisions in Bylaw IX.2 allow for these decisions to be taken other than by GB.

- a) Governance
 - (i) Approving changes, additions and deletions to the College's statutes and Bylaws, that will include a scheme for the delegation of powers to the committees and Officers;
 - (ii) Establish/review/amend terms of reference and reporting arrangements of all committees of the Governing Body, including any ad hoc committees. This includes the Remuneration and Benefits Committee;
 - (iii) Ratify urgent decisions taken by the Rector and other College Officers;
 - (iv) Approve arrangements for dealing with complaints.
- b) Appointments
 - (i) Appoint Officers and members of Committees.
- c) Strategic and Budgetary matters
 - (i) Approve/amend the College's policies and procedures for internal control and the management of risk and protection of the College's property (including insurance);
 - (ii) Approve and amend budgets;
 - (iii) Approve/reject proposals for the acquisition/ disposal of land/buildings, or change in their use, following the receipt and consideration of professional guidance;
 - (iv) Approve fundraising and income generation programmes;
 - (v) Approve and appoint the College's professional advisers and consultants and determine their remuneration.
- d) Approval of all College Policies
- e) Audit arrangements: to appoint and review the external auditors, their reappointment or removal, in line with legal and regulatory requirements and those of the College's governing document.

Non delegable

1.2 The following items *must* be decided by the Governing Body and must not be delegated to Committees or Officers. Committees and Officers may consider the matters and make recommendations to Governing

Body, but the final decision always belongs to Governing Body and cannot be taken without reference to Governing Body.

- a) Governance
 - (i) Authorise the use of Seal.
- b) Appointments
 - (i) Elect the Rector;
 - (ii) Elect Fellows of all types; (except as provided in VI.2.1)
 - (iii) Consider and decide on any proposal to remunerate a trustee, subject to the restrictions of the College's governing document and the requirements of the Charities Acts.
- c) Strategic and Budgetary matters
 - (i) Responsibility for the overall management of the College, ensuring compliance with the College's objects and relevant legislation;
 - (ii) Define and agree the strategic aims and objectives of the College;
 - (iii) Approve/amend proposals for the delivery/ cessation of delivery of programmes to further the charitable objects or changes to the College's activities;
 - (iv) Apply charitable property to the furtherance of the College's objects including making social investments. Seek, obtain and consider professional advice;
 - (v) Approve/amend proposals for capital investment or expenditure, including the spending of capital from an endowment fund and making social investments. Seeking, obtaining and considering professional advice;
 - (vi) Approve annual budget;
 - (vii) Authorise delegated powers and limitations to the Rector and other College Officers where appropriate;
 - (viii) Major decisions relating to court proceedings against or on behalf of the College.
- d) Audit arrangements
 - (i) Receive and note the annual management letter from the external auditor and agree the proposed course of action,.
- e) Reporting arrangements
 - (i) Receive the College's annual report and accounts), and that of any subsidiary companies.
 - (ii) Approve the filing of the annual report, accounts with the appropriate regulator(s).
 - (iii) Ensure that appropriate financial reporting arrangements and records are established and maintained and approve any significant changes in accounting policies or practices.

1.3 The arrangements for decisions on items when the Governing Body cannot meet are set out in Bylaw IX.2.2.

2. Conflict of Interest

- 2.1 The College shall have a policy and procedure that sets out how it manages actual or potential conflicts of interest on the Governing Body.
- a) There shall be a Code of Practice governing the management of conflicts of interest. The Code applies to all committees, in addition to the Governing Body. Members of committees must declare material conflicts of interest, as required by the code.
 - b) All Members of Governing Body and/or Committees must complete an annual statement of Declaration of Interests.

V. THE RECTOR

1. The Election of the Rector

- 1.1 The Electoral Officer shall be the Sub-Rector unless the Sub-Rector is a candidate or otherwise unable to act as the Electoral Officer, in which case the election shall be supervised by a Fellow who shall be elected by the Governing Body from among their number but who shall not be a candidate.
- 1.2 If the Sub-Rector is Electoral Officer and demits office during the election period, then the Electoral Officer shall be transferred to the new Sub-Rector, or, if they are a candidate or otherwise unable to act as the Electoral Officer, to a Fellow who shall be elected by the Governing Body from among their number but who shall not be a candidate.
- 1.3 A Selection Committee, chaired by the Electoral Officer, will be appointed by Governing Body. The Committee may take external advice.

Responsibilities of Selection Committee

- 1.4 The Selection Committee will be responsible for setting a timetable for the process of advertisement, interview, and election, subject to the requirements of the College Statutes.
- 1.5 The Selection Committee, in consultation with the HR Officer, shall draft the advertisement and further particulars, for approval or amendment by Governing Body.
- 1.6 The Selection Committee will produce a shortlist of candidates. The Committee may choose to hold a first round of interviews before producing the shortlist.
- 1.7 Shortlisted candidates shall be interviewed by Governing Body. They shall have an opportunity to meet representatives of the wider College Community.
- 1.8 The Selection Committee is responsible for negotiating the terms of the Rector's contract to be approved by Governing Body.
- 1.9 Following Governing Body interviews, the election may be held according to the procedure laid down in the College Statutes
- 1.10 The Selection Committee will write up its own procedures and recommendations for the next election process, including changes to the Bylaws – to be completed, where possible, before the new Rector takes up their post.

2. Terms of Employment of Rector

- 2.1 The Rector shall have an Employment Contract and a job description consistent with the Statutes, which must include a provision for the Rector to be able to raise a grievance, and may include eligibility for a Research Support Allowance.
- 2.2 The Rector shall receive such stipend as the Governing Body shall determine, and in addition shall receive a sum for the expenses of establishment and entertainment, and shall have the use of lodgings free of all rent and exempt from all rates, levies, and charges.

VI. FELLOWS

1. Generally about Fellows

- 1.1 Statute 6 sets out that there are the following types of Fellows: Official Fellows, Professorial Fellows, Fellowships by Special Election, and Research Fellows, who comprise GB: and Supernumerary Fellows, Emeritus Fellows, Honorary Fellows and Visiting Fellows, who are not members of Governing Body.
- 1.2 Where the term "Tutorial Fellows" is used in Bylaws, this is defined to mean all Official Fellows and Lecturers with a defined teaching stint for the College.

Precedence

- 1.3 Fellowships begin on the date stated in the letter of appointment.
- 1.4 The Order of Precedence for Governing Body Fellows, for Fellowships starting after 10th October 2021, shall be calculated as follows
 - a) The Sub-Rector, for the period that he, she or they are Sub-Rector, shall be the most Senior Fellow.
 - b) For the remaining Fellows, precedence will be established firstly, by the date that the election to the Fellowship takes effect;
 - c) Secondly, for two Fellows whose Fellowships start at the same time, the order shall be determined by the order of election by Governing Body. If more than one election takes place at the same meeting of Governing Body, they shall be taken in the same order as the dates of their respective interviews.
- 1.5 Governing Body Fellows shall make the written declaration as soon as practical after the commencement of their Fellowship. The GB Fellows will make the Oral Promise (as described in Statutes 6.4) at the next convenient Governing Body meeting.

2. Election to Fellowships, Tenure and Renewal

- 2.1 Decisions on appointments which relate to Professorial, Official and Research Fellowships and Fellowships by Special Election, which arise from properly-constituted Selection Committees (as described in IX.29), are delegated to the Rector on the advice of the Selection Committee. The decision, including the length of appointment and arrangements, if any, for renewal, must be reported to the next meeting of Governing Body.
- 2.2 All other elections to Fellowships shall be made by GB as set out in IX.1.4.

Official Fellowships

- 2.3 An Official Fellow may be elected for any period, as the Governing Body may at the time of the Fellow's first election determine. At the time of the Fellow's first election the Governing Body may make any of the following determinations namely,
- a) that the Fellow shall be elected until his, her or their retirement; subject to the successful completion of an initial period of office, or equivalent probationary period;
 - b) that the Fellow shall not be eligible for re-election at all without the express written permission of the Governing Body which the Governing Body shall have an absolute discretion to give or withhold; or
 - c) that the Fellow shall be eligible for re-election but only for a specified number of years to be fixed at the time of his, her or their first election and that after the expiration of that specified period the Fellow shall not again be eligible for re-election without the express written permission of the Governing Body as aforesaid;
- The Fellow shall at the time of his, her or their election be given written notice of which of the foregoing determinations the Governing Body intend to make.
- 2.4 Any re-election of an Official Fellow shall be decided by the Governing Body at least one year before the expiration of his, her or their term of Fellowship.
- 2.5 At the Meeting of the Governing Body at which the re-election of a Fellow is in question the Fellow shall not be present during the time when the question is taken.
- 2.6 The Bylaws setting out the entitlement of an Official Fellow to Leave of Absence are set out in Bylaw XVIII.
- 2.7 An Official Fellowship shall be vacated when the appointment expires and in particular if an Official Fellow shall have received notice at the time of his, her or their first election that he, she or they shall not be eligible for re-election or that he, she or they shall only be eligible for re-election for a specified fixed period then he, she or they shall vacate his, her or their Fellowship at the expiration of the period for which he, she or they was first elected or at the expiration of the specified fixed period (as the case may require) unless the Governing Body determines otherwise.

Professorial Fellowships

- 2.8 Every Professorial Fellow shall continue to hold their Fellowship until he, she or they resigns or otherwise vacates their qualifying office.
- 2.9 A Professorial Fellow, whose Professorship is not permanently attached to the College or allocated to the College by any University

Statute is elected *ad hominem*, and may resign from his her or their Fellowship at any time.

- 2.10 A Professorial Fellow, whose Professorship is permanently attached to the College or allocated to the College by any University Statute and whose election is made by an Electoral Board, shall become *ex officio* a member of the Governing Body if and when the College has the right to be represented on the Board of Electors to that Professorship.

Fellowships by Special Election

- 2.11 A Fellow by Special Election may be elected for such period as the Governing Body may at the time of the Fellow's first election determine.

- 2.12 At the time of the Fellow's first election the Governing Body may make any of the following determinations namely,

- a) that the Fellow shall be elected until his, her or their retirement;
- b) that the Fellow shall not be eligible for re-election at all without the express written permission of the Governing Body which the Governing Body shall have an absolute discretion to give or withhold; or
- c) that the Fellow shall be eligible for re-election but only for a specified number of years to be fixed at the time of his, her or their first election and that after the expiration of that specified period the Fellow shall not again be eligible for re-election without the express written permission of the Governing Body as aforesaid;

The Fellow shall at the time of his election be given written notice of which of the foregoing determinations the Governing Body intend to make.

- 2.13 Any re-election of a Fellow by Special Election shall be decided by the Governing Body at least one year before the expiration of his term of Fellowship.

- 2.14 At the Meeting of the Governing Body at which the re-election of a Fellow by Special Election is in question the Fellow shall not be present during the time when the question is taken.

- 2.15 A Fellow by Special Election shall vacate his, her or their Fellowship:

- a) on accepting any office whether paid or unpaid or engaging in any occupation either of which, in the opinion of the Governing Body, interferes with the satisfactory discharge of his, her or their duties to the College.
- b) on ceasing to hold any University or College office in virtue of which he, she or they was elected to the Fellowship, or on ceasing to undertake the educational or administrative work specified under 6.2 (c) of the Statutes.

Research Fellowships

- 2.16 A Senior Research Fellow shall be elected for a fixed period, and shall be eligible for re-election.
- 2.17 A Junior Research Fellow shall be elected for a period of three or four years, subject only to the successful completion of a probationary period, which will normally terminate after four terms. The Governing Body shall have the power to extend this where leave has been granted. Junior Research Fellows will not normally be eligible for re-election.
- 2.18 A Research Fellow shall vacate his, her or their Fellowship on accepting any office whether paid or unpaid or engaging in any occupation either of which, in the opinion of the Governing Body, interferes with the satisfactory discharge of his, her or their duties to the College.

Emeritus Fellowships

- 2.19 Any GB Fellow with ten or more years' service to the College is eligible to be elected as an Emeritus Fellow for life.
- 2.20 An Emeritus Fellow shall not be a member of the Governing Body.

Honorary Fellowships

- 2.21 An Honorary Fellow shall be elected for life by Governing Body.
- 2.22 An Honorary Fellow shall not be a member of the Governing Body.

Visiting Fellowships

- 2.23 A Visiting Fellow shall be elected for a period not exceeding one year and shall not be re-eligible. Each Visiting Fellow shall be elected upon the condition of the Fellow undertaking during the term of the Fellowship to engage in academic activity which in the opinion of the Governing Body is likely to produce valuable results.
- 2.24 A Visiting Fellow shall not be a member of the Governing Body.

Supernumerary Fellow

- 2.25 Recommendations to Governing Body for election of Supernumerary Fellows would normally be made by the Fellowships Committee, either at the suggestion of individual members of Governing Body, or after an annual competition for up to three Supernumerary Fellowships per year.
- 2.26 The Governing Body may elect such Supernumerary Fellows as it sees fit, provided that the election does not bring the total number of Supernumerary Fellows to be greater than one third of the number of members of Governing Body.

