

GREEN TEMPLETON COLLEGE

CHARTER AND STATUTES

Effective from 1 October 2008 with June 11 Amendments

ROYAL CHARTER

1. The Principal, Fellows and Students of Green Templeton College and all such persons who are or may hereafter become members of Green Templeton College under this Our Charter and the Statutes of the College shall for ever hereafter be one Body Politic and Corporate by the name and style of "The Principal, Fellows and Students of Green Templeton College in the University of Oxford" (hereinafter referred to as "the College"), and by the same name shall have perpetual succession and a Common Seal, with power to break, alter and make anew the said Seal from time to time at their will and pleasure, and by the same name shall and may sue and be sued in all Courts and in all manner of actions and proceedings and before all Justices of Us, Our Heirs and Successors.
2. The College shall have full power and capacity to accept, acquire and hold any personal property whatsoever, and shall also, without any further authority, by virtue of this Our Charter, have full power and authority to accept, acquire and hold any lands and hereditaments situate in Our United Kingdom of Great Britain and Northern Ireland or elsewhere and to dispose of, either by way of sale or lease, and to exchange, mortgage, charge, improve, manage, develop, turn to account or otherwise deal with all or any part of such property, real or personal, belonging to the College, upon such terms and in such manner as it shall see fit, and likewise to borrow, lend, give and accept guarantees and to accept mortgages, and also to do all other matters incidental or appertaining to a Body Corporate: provided always that nothing in this Article shall be deemed to empower the College to dispose of, or deal with, its property in the manner mentioned without first obtaining such consent as would otherwise be required by law.
3. The objects of the College shall be to further study, learning, education and research within the University and to be a College wherein men and women may carry out advanced study or research particularly in management studies, medical and life sciences, social sciences and a range of other subject areas as approved by its Governing Body, to which ends it shall have power
 - (a) to acquire and take over all assets held and liabilities incurred by The Chancellor, Masters and Scholars of The University of Oxford for the purposes of the society of the University known as Green College, Oxford and established under Statute V of the University (hereinafter and in the Statutes of the College referred to as Green College);
 - (b) to apply and invest the monies of the College as prescribed in the Statutes of the College;
 - (c) to do all other things as may be incidental or conducive to the carrying out of the above objects.

Provided always that the College shall not be deemed to be a body formed for the purpose of carrying on a business which has for its object the acquisition of gain either by itself or by its individual members.

4. The Governing Body of the College, shall, in furtherance of the objects of the College, continue Green College's historical commitment to the study of medical sciences.
5. The government of the College and the exercise of the powers granted by Article 3 of this Our Charter shall be vested entirely in the Governing Body of the College, which shall have power to order the affixing of the Common Seal to any document which requires to be under seal.
6. The Statutes of the College shall be those set out in the Schedule to this Our Charter.
7. The composition of the Governing Body shall be as determined by the Statutes.
8. The Governing Body of the College shall, subject to the provisions of this Our Charter and in accordance with the procedure laid down in the Universities of Oxford and Cambridge Act 1923, and subject to the approval of Us, Our Heirs or Successors in Council as required by that Act, have full power to make, and when made to alter, the Statutes of the College; provided that no alteration of the Statutes shall have any force or effect if it be repugnant to the provisions of this Our Charter or to the provisions of such Statutes or Regulations of the University as may from time to time be made to govern the relationship of the colleges with the University.
9. The Governing Body of the College may from time to time revoke, amend, or add to the provisions of this Our Charter and of any Supplemental Charter granted to the College by a Special Statute in that behalf, and such revocation, amendment or addition shall, when allowed by Us, Our Heirs or Successors in Council, become effectual so that this Our Charter and any Supplemental Charter shall thenceforward continue and operate as though they had been originally granted and made as so revoked, amended or added to. This Article shall apply to this Our Charter and any Supplemental Charter as revoked, amended or added to in the manner aforesaid. A Special Statute is one made at a Governing Body Meeting held pursuant to the Statutes for the time being of the College. Every proposal for the revocation, amendment of or addition to this Our Charter shall be communicated to the Council of the University and the consent of the University obtained before it is submitted for allowance as aforesaid.
10. There shall be a Visitor of the College who shall be elected by the Governing Body of the College as provided for in the Statutes.
11. The Fellows of the College with effect from the first day of October Two thousand and eight shall be the persons who at that date were Fellows of Green College and the persons who at that date were Fellows of Templeton College.
12. The College shall take over any contracts entered into by The Chancellor, Masters and Scholars of The University of Oxford for the employment of any person as Warden, Fellow, officer or servant of Green College and current on the first day of October Two thousand and eight, on the terms that any persons with whom such contracts were made shall thereafter in respect of such employment (but not otherwise) be deemed to have been employees of the College from the date of commencement of continuous employment under a single contract or successive contracts; and the College shall take such action as may be

necessary to ensure that the pension arrangements of any such persons are continued on the same or an equivalent basis.

13. Notwithstanding the other provisions of this Our Charter, the College shall not dispose of, use or abandon the land known as Green Templeton College at the Radcliffe Observatory, Woodstock Road, Oxford, OX2 6HG as the same was transferred to the Chancellor, Masters and Scholars of the University of Oxford (the “University”) pursuant to section 8 of the National Health Act 1946 and as the same are more particularly described in a Deed dated 27 October 1953 and made between (i) the University and (ii) the Minister of Health (as varied by an agreement made under Seal dated 10 January 1972 and made between (i) the University and (ii) the Secretary of State for Social Services) (the “Main Site”) other than in compliance with the New Restrictive Covenants (as defined therein) contained in Schedule 1 and pursuant to the terms of Schedule 2 of the transfer to be entered into between the University and the College of the Main Site (the “Transfer”), a copy of such Transfer being appended at Annex 11 to the Conditional Sale Agreement entered into on 23rd December 2010 between the University and the College.

STATUTES

1. The College

- 1.1 The Corporate name of the College is The Principal, Fellows and Students of Green Templeton College in the University of Oxford.
- 1.2 The members of the College shall comprise:
 - (a) the Principal;
 - (b) Official Fellows, Research Fellows, Honorary Fellows, Emeritus Fellows and Barclay Fellows;
 - (c) such other classes of Fellow as may from time to time be designated by Regulations made by the Governing Body; and
 - (d) the Students.
- 1.3 The College shall be a place of advanced study, learning, education and research particularly in medical and life sciences, management studies, social sciences and a range of other subject areas as approved by its Governing Body.

2. Governing Body

- 2.1 The government of the College shall be vested in the Governing Body which shall have all the powers necessary for and conducive to the maintenance of the College as a place of advanced study, learning, education and research.
- 2.2 The Governing Body shall comprise:
 - (a) all those who were members of the Governing Body of Green College and all those who were members of the Governing Body of Templeton College on 1 October 2008;
 - (b) the Principal from time to time of the College;
 - (c) such Official Fellows and Barclay Fellows as may be elected to its membership by the Governing Body; and
 - (d) four associate members, being two Students duly elected by the Students from amongst their number and two Research Fellows duly elected from amongst their number by the Research Fellows, provided that such associate members shall not participate in Reserved Business (as defined in the Regulations) but shall be entitled to participate in debate and to vote on all other agenda items.
- 2.3 It shall be lawful for the Governing Body from time to time and in such manner as shall be consistent with the Charter of the College and these Statutes:

- (a) to determine the procedures to be used in relation to the alteration of these Statutes pursuant to Article 7 of the Charter or the passing of a Special Statute under Article 8 of the Charter for the amendment of the Charter;
- (b) to make, alter or revoke any Regulations relating to:
 - (i) the holding of Governing Body meetings and the proceedings thereat, including their frequency, duration, quorum, rules of debate, the definition of Reserved Business and voting procedures;
 - (ii) the criteria and procedural rules for the election of members of the Governing Body, of Fellows, of College Officers other than the Principal of the College and of any Fellow to be elected under Statute 6.2 to supervise the election of the Principal;
 - (iii) the terms of office of and conditions of appointment of members of the Governing Body, of Fellows, of College Officers and of the Principal of the College;
 - (iv) the residence, instruction and discipline of Students;
 - (v) the setting of terms and conditions for the employment of academic and other staff of the College; and
 - (vi) the academic, social, financial and administrative affairs of the College and such other aspects of the government and management of the College as the Governing Body may from time to time think fit;

provided always that such Regulations may be made, altered or revoked only by a majority of at least two thirds of those present and voting at a properly constituted meeting of the Governing Body;

- (c) to make, alter or revoke any Special Regulations relating to the annual allocation of resources to student support (including in particular bursaries, scholarships, social and sporting activities and events) and to academic initiatives (including in particular lectures, seminars, conferences, sabbatical visitors, postdoctoral appointments and possible new centres or units), provided always that:
 - (i) such Special Regulations may be made, altered or revoked only by a majority of at least eighty per cent. (80%) of those present and voting at a properly constituted meeting of the Governing Body;
 - (ii) such Special Regulations shall be valid for such period as may be specified by the Governing Body when making or altering it, provided that no such Special Regulation shall be valid after 1 October 2013;
- (d) to delegate such of its powers and responsibilities as it may think fit to committees of the Governing Body on such terms and including such individuals who are not members of the Governing Body as it may from time to time determine, provided always that:

- (i) the Governing Body may not delegate any of the powers and responsibilities relating to the discipline, grievances and dismissal of academic staff of the College; and
 - (ii) a majority of the members of any such committee shall be members of the Governing Body;
- (e) to appoint such College Officers as it may from time to time think fit (who shall be responsible to the Governing Body for the proper performance of their duties and who may each hold one or more offices concurrently) and to make alternative arrangements in cases of vacancy, absence or incapacity of College Officers; and
- (f) to offer such scholarships to Students and prospective Students as it may think fit and to provide Students with such financial assistance as it may think fit.

2.4 All members of the Governing Body shall perform their duties as charity trustees gratuitously but may receive from the College, directly or indirectly:

- (a) proper and reasonable remuneration for the performance of their duties as employees of the College; and
- (b) payment for goods and services supplied to the College, provided always that:
 - (i) the amount of such payment is determined in accordance with a written agreement between the College and the member concerned and is no greater than is reasonable in the circumstances;
 - (ii) before entering into that written agreement, the Governing Body is satisfied that it is in the best interests of the College for the goods or services to be supplied by the member concerned on the terms of that written agreement; and
 - (iii) the total number of members of the Governing Body in respect of whom such a written agreement is in force constitutes a minority of the Governing Body.

2.5 The Governing Body shall be responsible for the regulation and management of remuneration and other payments to its members under Statute 2.4 and of potential conflicts of interest on the Governing Body and shall from time to time make Regulations to set out the policy and procedures it shall follow in order to fulfil this responsibility.

3. Meetings of Governing Body

3.1 Meetings of the Governing Body shall be held at least twice in each term and shall be chaired by the Principal or in his or her absence by the Vice-Principal. In the case that neither the Principal nor Vice-Principal is present a Governing Body meeting shall be chaired by a member of the Governing Body elected for this purpose at the meeting.

3.2 Except as otherwise provided in these Statutes or the Regulations, decisions taken at any meeting of Governing Body shall be made by a majority of those present and voting.

4. Fellows

4.1 The Fellows of the College at the date of the adoption of these revised Statutes shall be the persons who at that date were Fellows of Green College and the persons who at that date were Fellows of Templeton College. Such Fellows shall retain their respective designations, titles and privileges for the duration of their Fellowships in accordance with the terms of their appointment as Fellows of Green College or, as the case may be, as Fellows of Templeton College.

4.2 Thereafter Fellows shall be elected by the Governing Body and may be of any of the following classes:

- (a) *Official Fellows* who shall be persons who hold academic posts in the University or, at the discretion of Governing Body, other persons;
- (b) *Barclay Fellows* who shall be persons who are or have been active in the fields of business, government, education, the professions or public affairs;
- (c) *Research Fellows* who shall be persons who undertake research in the collegiate University or (with the approval of Governing Body) elsewhere;
- (d) *Honorary Fellows* who shall be persons of distinction or persons who have rendered signal service to the College. An Honorary Fellow will be elected for life;
- (e) *Emeritus Fellows* who shall normally be persons who were previously members of the Governing Body of the College and/or of Green College for not less than ten years and who have left the University or the College through retirement; and
- (f) such other classes of Fellow as may from time to time be designated by Regulations made by the Governing Body.

5. College Officers

The Officers of the College shall be Fellows who hold the appointments of:

- (a) Principal;
- (b) Vice-Principal;
- (c) Senior Tutor;
- (d) until such time as the Governing Body may determine that the two offices be combined, Bursar and Treasurer; and

- (e) any other offices which the Governing Body may from time to time determine.

6. Principal

- 6.1 The Principal of the College shall promote the best interests of the College as a place of advanced study, learning, education and research. He or she shall be responsible to the Governing Body for providing academic and social leadership, representing the College within the University and exercising general supervision over the affairs and management of the College.
- 6.2 The right of election to the office of Principal shall be vested in the Governing Body excluding any candidate for such office. The election of a Principal shall be supervised by the Vice-Principal (unless he or she is a candidate, in which case the election shall be supervised by a Fellow elected by the Governing Body from among their number excluding any candidate) and shall be conducted in accordance with the following:
 - (a) When the office of the Principal is vacant or is known to be due to fall vacant in the next eighteen months the supervising Fellow shall summon a meeting of the Governing Body for the purpose of electing a new Principal.
 - (b) A meeting summoned for this purpose may be adjourned to another day if the majority of the Governing Body present so determine but if the office of Principal shall not have been filled within a period of three months from the date of the first meeting summoned for this purpose, the Visitor shall appoint the Principal, provided that the Visitor may, if so requested by no less than three-quarters of the members of the Governing Body authorise an extension of that period by up to three months.
 - (c) The election of a Principal shall take effect from such date as the Governing Body may decide at the time the election is made.
- 6.3 The Principal shall reside in the Principal's Lodgings for not less than six weeks in every term and for a total of not less than eight calendar months of each year unless dispensation has been granted in advance by the Governing Body.

7. Students

- 7.1 The Students of the College shall be persons who have been presented by the College for matriculation or have migrated to the College having already matriculated and are engaged in an approved course of study leading to a qualification of the University.
- 7.2 Students of the College shall be required to conform to such Regulations as to residence, instruction and discipline as the Governing Body shall from time to time determine.

8. Visitor

- 8.1 The Visitor of the College with effect from 1 October 2008 is Lord Bingham of Cornhill.
- 8.2 Each subsequent Visitor shall be elected by the Governing Body for such period as determined by the Governing Body.
- 8.3 The Visitor may visit the College and may require an answer of the Governing Body or of any member or members of the College to any enquiry whenever the Visitor deems it expedient for ensuring the due observance of the Charter and Statutes.
- 8.4 The Visitor shall, at the request of the Principal or any six or more members of the Governing Body, determine the true construction of these Statutes or validate or confirm anything done which might be done under these Statutes but which by reason of any irregularity or omission or other matter connected therewith may be invalid or of doubtful validity, provided that in the judgment of the Visitor such irregularity or omission or other matter is not of substantial importance with reference to the thing proposed to be validated or confirmed.
- 8.5 If the Governing Body shall have made a decision to remove a College scholarship from any Student of the College, the Visitor may within one month (or such longer period as the Visitor may consider appropriate in the circumstances) of the decision, entertain and adjudicate on an appeal and may confirm, annul or vary the decision of the Governing Body, provided that the Visitor shall not decide an appeal without giving the Student concerned a fair hearing.
- 8.6 The decision of the Visitor given under these Statutes shall be binding upon every person affected by these Statutes.

9. Financial Powers and responsibilities

- 9.1 The Governing Body shall from time to time appoint a Treasurer who shall, subject to these Statutes and to any resolutions which may be passed by the Governing Body, have the care of the financial well being of the College.
- 9.2 The Governing Body shall have the power to expend the revenues of the College for any purpose within the provisions of the Charter and these Statutes: provided that the application of such revenues shall be subject to any Statute or Statutes made for the University under the powers of the Universities of Oxford and Cambridge Act 1923 for enabling or requiring the College to make contributions to University purposes and for the payment of the charges imposed thereby.
- 9.3 The Governing Body shall have the power to invest as its sees fit any capital monies in the hands of the College (not being capital monies arising under the Universities and College Estates Acts 1925 and 1964) and any monies held by the College on behalf of any Trust funds (subject to any specific investment restrictions applicable to such Trust funds). The Governing Body shall manage the College investments with due prudence having regard to the totality of the assets in its care.

- 9.4 Any investment made under the powers contained in Statute 9.3 shall stand either in the name of the College or in the name of a body corporate selected by the Governing Body as the nominee and trustee of the College for that purpose.
- 9.5 The Governing Body may delegate upon such terms and with such remuneration as it shall think fit to professional investment managers ("the Managers") the exercise of the power of investment contained in Statute 9.3 provided always that:
- (a) the Managers shall be persons who are entitled to carry on investment business under the provisions of the Financial Services and Markets Act 2000 or any statutory modification or re-enactment of the same;
 - (b) the Governing Body shall authorise the Managers to exercise such delegated power as aforesaid only within written investment policy guidelines laid down from time to time by the Governing Body;
 - (c) the Managers shall be under a duty to report promptly to the College any exercise of the power delegated as aforesaid and to report all transactions to the College within 14 days and to report on the performance of any investments managed by them at intervals of no more than 3 months;
 - (d) the Governing Body shall at all times be free forthwith to review alter or determine such delegation and the terms thereof; and
 - (e) the Governing Body shall review such delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Governing Body to undertake such review within the said period of 12 months shall not invalidate the delegation.
- 9.6 The Governing Body shall cause proper accounting records to be kept. The College accounts shall be audited once at least in every year and the Governing Body shall appoint for that purpose an Auditor or Auditors. The Auditor or Auditors shall report in writing to the Governing Body whether the accounts of the College are duly kept in conformity with the provisions of this Statute.
- 9.7 The Governing Body shall in every year cause to be prepared and delivered to the University such information relating to the accounts of the College as may be prescribed from time to time by any Statute or Regulation of the University in force for the time being.

10. Employment Rights

The provisions of the Appendix to these Statutes shall apply, in respect of grievances, discipline, dismissal and removal from office:

- (a) to any person holding a College Office designated by the Governing Body as one to which the Appendix applies;
- (b) to any person employed or appointed by the College to carry out teaching or research save for those holding appointments which have been excluded by the

Governing Body from the scope of the Appendix on the ground that the duties in that regard are only of a limited nature.

Appendix

EMPLOYMENT RIGHTS

Part I. Construction, Application and Interpretation

1. This Appendix and any Regulation made under this Appendix shall be construed in every case to give effect to the following guiding principles, that is to say:
 - (a) to ensure that members of the academic staff of the College have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or privileges;
 - (b) to enable the College to provide education, to promote learning, and to engage in research efficiently and economically; and
 - (c) to apply the principles of justice and fairness.
2. No provision in Part II, Part III, Part IV or Part VII of this Appendix shall enable any member of the academic staff to be dismissed unless the reason for the dismissal may in the circumstances (including the size and administrative resources of the College) reasonably be treated as a sufficient reason for dismissal.
3.
 - (a) This Appendix shall apply:
 - (i) to any person holding a College Office designated by the Governing Body as one to which this Appendix applies:
 - (ii) to any person employed or appointed by the College to carry out teaching or research save for those holding appointments which have been excluded by the Governing Body from the scope of this Appendix on the ground that the duties in that regard are only of a limited nature; and
 - (b) In this Appendix any reference to a “member of the academic staff” is a reference to a person to whom this Appendix applies.
4. In this Appendix “dismissal” shall include removal from office and, in relation to employment under a contract, shall have the same meaning as in section 95 of the Employment Rights Act 1996.
5.
 - (a) For the purposes of this Appendix “good cause” in relation to the dismissal or removal from office or place of a member of the academic staff, being in any case a reason which is related to conduct or to capability of qualifications for performing work of the kind which the member of the academic staff concerned was appointed or employed to do, means:
 - (i) conviction for an offence which may be deemed by an Academic Disciplinary Committee appointed under Part III of this Appendix to be such as to render the person convicted unfit for the performance of the

duties of the office or employment as a member of the academic staff;
or

- (ii) conduct of an immoral, scandalous or disgraceful nature incompatible with the duties of the office or employment; or
- (iii) conduct constituting failure or persistent refusal or neglect or inability to perform the duties or comply with the conditions of the office or employment; or
- (iv) physical or mental incapacity established under Part IV of this Appendix; or
- (v) wilful disruption of the activities of the College; or
- (vi) wilful disobedience of any of the Statutes or Regulations of the College in force for the time being.

(b) In this Clause:

- (i) “capability”, in relation to such a member, means capability assessed by reference to skill, aptitude, health or any other physical or mental quality;
- (ii) “qualification”, in relation to such a member, means any degree, diploma or other academic, technical or professional qualification relevant to the office or position held by that member.

6. For the purposes of this Appendix dismissal shall be taken to be a dismissal by reason of redundancy if it is attributable wholly or mainly to:

- (a) the fact that the College has ceased, or intends to cease, to carry on the activity for the purposes of which the person concerned was appointed or employed or has ceased, or intends to cease, to carry on that activity in the place in which the person concerned worked; or
- (b) the fact that the requirements of that activity for members of the academic staff to carry out work of a particular kind, or for members of the academic staff to carry out work of a particular kind in that place, have ceased or diminished or are expected to cease or diminish.

7. (a) Nothing in any appointment made, or contract entered into, shall be construed as overriding or excluding any provision made by this Appendix concerning the dismissal of a member of the academic staff by reason of redundancy or for good cause: provided that this shall not invalidate any waiver made under section 197 of the Employment Rights Act 1996, any compromise agreement under section 203 of the Employment Rights Act 1996 or any similar waiver or agreement permitted by law.

(b) In any case where an officer of the College or any person is designated to perform any duties or exercise any powers under this Appendix, and that officer or person is involved in the matter in question, the Governing Body

may appoint an alternate to act in place of the person under procedures prescribed by Regulations made under this Appendix.

- (c) Nothing in any other Statute shall enable the Governing Body to delegate its power to reach a decision under Clause 10 of this Appendix.
- (d) No one shall sit as a member of any of the bodies established under this Appendix, and no one shall be present at a meeting of such body when the body is considering its decision or discussing a point or procedure, except as provided by this Appendix or by Regulations made under this Appendix.

Part II. Redundancy

- 8. This Part enables the Governing Body, as the appropriate body, to dismiss any member of the academic staff by reason of redundancy.
- 9. (a) Nothing in this Part shall prejudice, alter or affect any rights, powers or duties of the College or apply in relation to a person unless:
 - (i) the appointment is made, or the contract of employment is entered into, on or after 20th November 1987; or
 - (ii) the person is promoted on or after that date.
- (b) For the purposes of this Clause in relation to a person, a reference to an appointment made or a contract entered into on or after 20th November 1987 or to promotion on or after that date shall be construed in accordance with subsections (3) to (6) of section 204 of the Education Reform Act 1988.
- 10. This Part applies only where the Governing Body has decided that there should be a reduction in the academic staff:
 - (i) of the College as a whole; or
 - (ii) of any area of academic work within the College by way of redundancy.
- 11. Where the Governing Body has reached a decision that there should be a reduction in the academic staff it shall select the requisite member or members of the academic staff for dismissal by reason of redundancy. A member of the academic staff shall not be selected for dismissal under this Clause unless he or she has been afforded a reasonable opportunity to make representations to the Governing Body.
- 12. (a) Where the Governing Body has made a selection it may authorize an officer of the College as its delegate to dismiss any member of the academic staff so selected.
- (b) Each member of the academic staff selected shall be given separate notice of the selection approved by the Governing Body.
- (c) Each separate notice shall sufficiently identify the circumstances which have satisfied the Governing Body that the intended dismissal is reasonable and in particular shall include:

- (i) a summary of the action taken by the Governing Body under this Part;
- (ii) an account of the selection processes it has used;
- (iii) a reference to the rights of the person notified to appeal against the notice and to the time within which any such appeal is to be lodged under Part V of this Appendix; and
- (iv) a statement as to when the intended dismissal is to take effect.

Part III. Discipline, Dismissal and Removal from Office

13. (a) If the conduct or performance of a member of the academic staff does not meet acceptable standards, but does not constitute sufficient cause for dismissal, an oral warning may be given by the Principal who shall keep a note of the matter. The member of the academic staff concerned shall be informed of the reason for the warning; that it constitutes the first stage of the disciplinary procedure; and that a right of appeal exists under this Clause. An oral warning shall be disregarded for disciplinary purposes after twelve months.
- (b) If the offence is a serious one, or if a further offence occurs, a written warning may be given by the Principal, who shall keep a copy of the warning. The member of the academic staff concerned shall be informed of the reason for the warning; the improvement required and the time within which that must be achieved; that charges may be instituted under Clause 14 of this Appendix if there is no satisfactory improvement; and that a right of appeal exists under this Clause. A written warning shall be disregarded for disciplinary purposes after two years.
- (c) A member of the academic staff who wishes to appeal against a disciplinary warning given under this Clause shall inform the Principal within two weeks. A Grievance Committee appointed under Part VI of this Appendix shall hear the appeal and the Committee's decision shall be final.
14. (a) If there has been no satisfactory improvement following a written warning given under Clause 13 of this Appendix, or in any case where it is alleged that the conduct or performance of a member of the academic staff may constitute good cause for dismissal or removal from office, a complaint seeking the institution of charges to be heard by an Academic Disciplinary Committee appointed under Clause 15 of this Appendix may be made to the Principal.
- (b) To enable the Principal to deal fairly with any complaint brought under sub-clause (a) of this Clause, the Principal shall institute such enquiries (if any) as appear to be necessary.
- (c) If it appears to the Principal (whether on receipt of a complaint or otherwise) that there are grounds for believing that the conduct or performance of a member of the academic staff could constitute good cause for dismissal, the Principal shall write to the person concerned inviting comment in writing and may, at this stage or at any stage prior to the conclusion of any hearing by an Academic Disciplinary Committee appointed under Clause 15 of this

Appendix, suspend the person concerned from the performance of his or her duties without loss of emoluments.

- (d) As soon as may be following receipt of the comments (if any), or in any event not later than 28 days after they were invited, the Principal shall consider the matter in the light of all the available material and may dismiss the matter summarily, or issue an oral or written warning to the person concerned, or determine that the matter be considered by an Academic Disciplinary Committee appointed under Clause 15 of this Appendix.
15. If the Principal has determined that the matter is to be considered by an Academic Disciplinary Committee, the Governing Body shall be requested to appoint such a committee to hear the charge or charges and to determine whether the conduct or performance of the person charged constitutes good cause for dismissal or otherwise constitutes a serious complaint relating to the person's appointment or employment, and, if so, to recommend what action should be taken.
16. (a) An Academic Disciplinary Committee shall consist of three persons, one of whom shall be a Barclay Fellow selected by the Governing Body from a panel of seven persons appointed annually by the Governing Body. The members of the panel shall be members of the Governing Body, Honorary Fellows or Emeritus Fellows of the College.
- (b) In selecting members of the panel for appointment as members of an Academic Disciplinary Committee, the Governing Body shall exclude the person charged and any person who has been involved in or associated with the making of the complaint or any part of it, or who has been involved in any preliminary hearing or investigation.
17. (a) When an Academic Disciplinary Committee has been appointed, the Governing Body shall instruct a solicitor or other suitable person to formulate the charge or charges and to present, or arrange for the presentation of, the charges before the Academic Disciplinary Committee.
- (b) It shall be the duty of the person formulating the charge or charges:
- (i) to forward the charge or charges to the Committee and to the member of the academic staff concerned, together with the other documents therein specified; and
 - (ii) to make any necessary administrative arrangements for the summoning of witnesses, the production of documents and generally for the proper presentation of the case before the Committee.
18. The procedure to be followed in respect of the preparation, hearing, and determination of charges by an Academic Disciplinary Committee shall be prescribed by Regulations made under this Appendix. Such Regulations shall ensure:
- (a) that the person charged is entitled to be represented by another person, whether such person is legally qualified or not, in connection with and at any hearing by an Academic Disciplinary Committee;

- (b) that a charge shall not be determined without an oral hearing at which the person charged and any person appointed to represent him or her are entitled to be present;
 - (c) that witnesses may be called, both on behalf of the person charged and by the person presenting the charge, and may be questioned concerning any relevant evidence;
 - (d) that no new witness or documentary evidence may be introduced by the person presenting the charge without the Committee's consent, which shall not be given save for good reason, and that if late introduction is allowed, the member of the academic staff shall be allowed an adjournment sufficient to consider and respond to the new evidence; and
 - (e) that any charge is heard and determined as expeditiously as is reasonably practicable.
19. (a) The Academic Disciplinary Committee shall send its decision on any charge referred to it (together with its findings of fact and the reasons for its decision regarding that charge and its recommendations, if any, as to the appropriate penalty) to the Principal, the person charged, the person presenting the charge and any person who shall have been added as a party by the Academic Disciplinary Committee.
- (b) The Academic Disciplinary Committee shall draw attention to the period of time within which any appeal should be made by ensuring that a copy of Part V of this Appendix accompanies each copy of its decision sent to a party to the proceedings under this Clause.
20. (a) Where any charge is upheld and the Academic Disciplinary Committee finds good cause and recommends dismissal or removal from office, but in no other case, the Principal shall consult the Governing Body and shall decide whether or not to dismiss the person concerned. If the Principal decides to accept the Academic Disciplinary Committee's recommendation the person may forthwith be dismissed.
- (b) Where any charge or charges are upheld, other than where the Principal has decided under sub-clause (a) of this Clause to dismiss the person concerned, the action available to the Principal, after consulting the Governing Body (not comprising a greater penalty than that recommended by the Academic Disciplinary Committee), shall be:
- (i) to discuss the issues raised with the person concerned; or
 - (ii) to advise the person concerned about future conduct; or
 - (iii) to warn the person concerned; or
 - (iv) to suspend the person concerned for such period as the Principal shall think fair and reasonable, not to exceed three months after the date on which the Governing Body shall have considered the Academic

Disciplinary Committee's decision, provided that no suspension without pay may be ordered unless the terms of the contract of employment of the person concerned contain provisions expressly entitling the Principal to impose such a penalty; or

(v) such further or other action under the contract of employment or terms of appointment of the person concerned as appears fair and reasonable in all the circumstances of the case; or

(vi) any combination of any of the above.

21. (a) The Principal shall be the appropriate officer to exercise the powers conferred by Clause 20 of this Appendix but may appoint a delegate to exercise those powers.

(b) Any action taken by the Principal or the delegate shall be confirmed in writing and notified to the Governing Body.

Part IV. Removal for Incapacity on Medical Grounds

22. (a) This Part makes separate provision for the assessment of incapacity on medical grounds as a good cause for dismissal or removal from office.

(b) In this Part references to medical grounds are references to capability assessed by reference to health or any other physical or mental quality.

(c) In this Part the Principal shall be the appropriate officer to perform any duties or exercise any powers, but a delegate may be appointed by the Principal to exercise any of these powers or perform any of these duties.

(d) In this Part references to the member of the academic staff for the purposes of notification, giving consent, agreement, nomination or providing evidence include, in cases where the nature of the alleged disability so requires, a responsible relative or friend or other person with authority to act on behalf of that member in addition to (or instead of) that member.

23. (a) Where it appears to the Principal that the removal of a member of the academic staff on medical grounds should be considered the Principal:

(i) shall inform the member accordingly;

(ii) may, if the member agrees or if the Principal considers that the College might otherwise suffer significant harm, suspend the member from duty without loss of pay; and

(iii) shall notify the member in writing that it is proposed to make an application to the member's medical practitioner for a medical report and shall seek the member's consent in writing in accordance with the requirements of the Access to Medical Reports Act 1988.

- (b) A member who elects to apply for early retirement on medical grounds shall be allowed to do so and the College shall meet the reasonable costs of any medical opinion required.
 - (c) If the member does not elect to apply for early retirement on medical grounds the Principal may refer the case in confidence, with any medical and other evidence (including any such evidence submitted by the member), to a Board comprising one person nominated by the Governing Body; one person nominated by the member concerned or, in default of the latter nomination, by the Principal; and (to chair the Board) a medically qualified person jointly agreed by the Governing Body and the member or, in default of agreement, to be nominated by the President of the Royal College of Physicians.
 - (d) The procedure to be followed in respect of the preparation, hearing, and determination of a case by a Medical Board under this Part shall be prescribed by Regulations made under this sub-clause. Such Regulations shall ensure:
 - (i) that the member concerned is entitled to be represented by another person, whether such person is legally qualified or not, in connection with and at any hearing by the Board;
 - (ii) that a case shall not be determined without an oral hearing at which the person concerned and any person representing the member are entitled to be present;
 - (iii) that witnesses may be called and may be questioned concerning any relevant evidence; and
 - (iv) that the case is heard and determined as expeditiously as is reasonably practicable.
 - (e) The Board may require the member concerned to undergo medical examination at the College's expense.
24. (a) If the Board determines that the member should be required to retire on medical grounds, the Principal shall consult the Governing Body, and may terminate the employment of the member concerned on those medical grounds.
- (b) Any action taken by the Principal shall be confirmed in writing and notified to the Governing Body.

Part V. Appeals

25. This Part establishes procedures for hearing and determining appeals by members of the academic staff who are dismissed or under notice of dismissal or who are otherwise disciplined.
- 26 (a) This Part applies:
- (i) to appeals against any decision of the Governing Body to dismiss in the exercise of its powers under Part II of this Appendix;

- (ii) to appeals arising in any proceedings, or out of any decision reached, under Part III of this Appendix other than appeals against disciplinary warnings under Clause 13 of this Appendix;
 - (iii) to appeals against any dismissal otherwise than in pursuance of Part II, Part III, Part IV or Part VII of this Appendix.
 - (iv) to appeals against any disciplinary decision otherwise than in pursuance of Part III of this Appendix;
 - (v) to appeals against any decision reached under Part IV of this Appendix; and
 - (vi) to appeals against any decision reached under Part VII of this Appendix
- and “appeal” and “appellant” shall be construed accordingly.
- (b) No appeal shall however lie against:
 - (i) a decision of the Governing Body under Clause 10 of this Appendix;
 - (ii) any finding of fact of an Academic Disciplinary Committee under Clause 19(a) of this Appendix save where, with the consent of the person or persons hearing the appeal, fresh evidence is called on behalf of the appellant at that hearing;
 - (iii) any medical findings by a Board set up under Clause 23(c) of this Appendix save where, with the consent of the person or persons appointed, fresh evidence is called on behalf of the appellant at that hearing.
 - (c) In this Part references to “the person appointed” are references to the person appointed by the Governing Body under Clause 29 of this Appendix to hear and determine the relevant appeal.
 - (d) The parties to an appeal shall be the appellant and the Principal and any other person added as a party at the direction of the person appointed.
27. A member of the academic staff shall institute an appeal by serving on the Principal, within the time allowed under Clause 28 of this Appendix, notice in writing setting out the grounds of the appeal.
28. (a) A notice of appeal shall be served within 28 days of the date on which the document recording the decision appealed from was sent to the appellant or such longer period, if any, as the person appointed may determine under sub-clause (c) of this Clause.
- (b) The Principal shall bring any notice of appeal received (and the date when it was served) to the attention of the Governing Body and shall inform the appellant that this has been done.
 - (c) Where the notice of appeal is served on the Principal outside the 28 day period the person appointed under Clause 29 of this Appendix shall not permit the

appeal to proceed unless justice and fairness so require in the circumstances of the case.

29. (a) Where an appeal is instituted under this Part the Governing Body shall appoint a person described in sub-clause (b) of this Clause to hear and determine that appeal subject to sub-clause (c) of this Clause.
- (b) The persons described in this sub-clause are:
- (i) the person who is the Visitor, or
 - (ii) persons not employed by the College holding, or having held, judicial office or being barristers or solicitors of at least ten years' standing.
- (c) The person appointed shall sit alone unless he or she considers that justice and fairness will best be served by sitting as an Appeal Tribunal with two other persons.
- (d) The other persons who may sit with the person appointed, and who shall be appointed by the Governing Body, shall be:
- (i) one member chosen from amongst members of the Governing Body to whom this Appendix does not apply; and
 - (ii) one member chosen from amongst members of the Governing Body to whom this Appendix applies.
30. (a) The procedure to be followed in respect of the preparation, consolidation, hearing and determination of appeals shall be that set out in Regulations made under this Clause.
- (b) Without prejudice to the generality of the foregoing, such Regulations shall ensure:
- (i) that an appellant is entitled to be represented by another person, whether such person is legally qualified or not, in connection with and at any appeal hearing;
 - (ii) that an appeal shall not be determined without an oral hearing at which the appellant and the appellant's appointed representative are entitled to be present and, with the consent of the person or persons hearing the appeal, to call witnesses;
 - (iii) that full and sufficient provision is made for postponements, adjournments, dismissal of the appeal for want of prosecution and for the correction of accidental errors; and
 - (iv) that the person appointed may set appropriate time limits for each stage (including the hearing itself) to the intent that any appeal shall be heard and determined as expeditiously as is reasonably practicable.
- (c) The person or persons hearing the appeal may allow or dismiss an appeal in whole or in part and, without prejudice to the foregoing, may:

- (i) remit an appeal from a decision under Part II of this Appendix (or any issue arising in the course of such an appeal) to the Governing Body for further consideration as the person or persons hearing the appeal may direct; or
 - (ii) remit an appeal arising under Part III of this Appendix for re-hearing or reconsideration by the same or by a differently constituted Academic Disciplinary Committee to be appointed under that Part; or
 - (iii) remit an appeal from a decision under Part IV of this Appendix for further consideration as the person or persons hearing the appeal may direct; or
 - (iv) remit an appeal by the Principal arising under Part VII of this Appendix for re-hearing or reconsideration by the same or by a differently constituted Tribunal to be appointed under that Part; or
 - (v) substitute any lesser alternative penalty that would have been open to the Principal following the finding by the Academic Disciplinary Committee which heard and determined the original charge or charges.
31. The person appointed shall send a reasoned decision, including any decision reached in exercise of the powers listed under Clause 30 (c) (i), (ii), (iii) or (iv) of this Appendix, on any appeal and a statement of any findings of fact different from those of the Governing Body under Part II of this Appendix or of the Academic Disciplinary Committee under Part III of this Appendix or of the Board under Part IV of this Appendix or the Tribunal appointed under Part VII of this Appendix, as the case may be, to the Principal and to the parties to the appeal.

Part VI Grievance Procedures

32. The aim of this Part is to settle or redress individual grievances promptly, fairly and, so far as may be, within the relevant area by methods acceptable to all parties.
33. The grievances to which this Part applies are ones by members of the academic staff concerning their appointments or employment where those grievances relate:
- (a) to matters affecting themselves as individuals; or
 - (b) to matters affecting their personal dealings or relationships with other staff of the College,
- not being matters for which express provision is made elsewhere in this Appendix.
34. (a) If other remedies within the relevant area have been exhausted the member of the academic staff may raise the matter with the Principal.
- (b) If it appears that the matter has been finally determined under Part III, IV or V of this Appendix or that the grievance is trivial or invalid, the Principal may dismiss it summarily, or take no action upon it. If it so appears the Principal shall inform the member and may inform the Governing Body accordingly.

- (c) If the Principal is satisfied that the subject matter of the grievance could properly be considered with (or form the whole or any part of):
 - (i) a complaint under Part III of this Appendix; or
 - (ii) a determination under Part IV of this Appendix; or
 - (iii) an appeal under Part V of this Appendix
then action relevant to the grievance shall be deferred until the relevant complaint, determination or appeal has been heard or the time for instituting it has passed and the Principal shall notify the member accordingly.
 - (d) If the grievance has not been rejected under sub-clause (b) of this Clause or if action has not been deferred under sub-clause (c) of this Clause the Principal shall decide whether it would be appropriate, having regard to the interests of justice and fairness, to seek to dispose of it informally. If the Principal so decides the member shall be notified and the Principal shall proceed accordingly.
35. If the grievance has not been disposed of informally under Clause 34(d) of this Appendix, the Principal shall refer the matter to a Grievance Committee for consideration.
36. A Grievance Committee shall comprise three Fellows of the College, including one Barclay Fellow, appointed by the Governing Body.
37. The procedure in connection with the consideration and determination of grievances shall be determined in Regulations in such a way as to ensure that the aggrieved person and any person against whom the grievance lies shall have the right to be heard at a hearing and to be accompanied by a friend or representative.
38. The Committee shall inform the Governing Body whether the grievance is or is not well-founded, and if it is well-founded the Committee shall make such proposals to the Governing Body for the redress of the grievance as it sees fit.

Part VII. Removal of the Principal from Office

39. Any five members of the Governing Body may make a complaint to the Vice-Principal seeking the removal of the Principal from office for good cause.
40. The Vice-Principal shall refer such a complaint to the Governing Body, exclusive of the Principal and the members making the complaint. If it appears to the Governing Body that the complaint does not raise a *prima facie* case or that it is trivial or invalid or unjustified or is not supported by sufficient evidence of good cause for the removal of the Principal from office, it may determine that no further action shall be taken upon it.
41. If it appears to the Governing Body on the available material that the complaint raises a *prima facie* case and that this could, if proved, constitute good cause for the removal of the Principal from office, it shall appoint a Tribunal to hear and determine the matter.

42. The Tribunal appointed by the Governing Body shall comprise:
 - (a) an independent person to chair the proceedings; and
 - (b) one Barclay Fellow; and
 - (c) one member chosen from amongst other members of the Governing Body to whom this Appendix applies.
43. A charge referred to the Tribunal shall be dealt with in accordance with the procedure prescribed in Clauses 17 to 19 of this Appendix, provided:
 - (a) that the Vice-Principal shall perform any duty and exercise any power there assigned to the Principal; and
 - (b) that the only recommendation the Tribunal may make is whether or not the Principal should be removed from office.
44. Where a charge or charges have been upheld and the Tribunal finds good cause and recommends dismissal, but in no other case, the Vice-Principal shall consult the Governing Body and may then dismiss the Principal.
45. Where a complaint is to be referred to a Tribunal under Clause 41, the Vice-Principal may if he or she considers that the College might otherwise suffer significant harm suspend the Principal from duty in all matters relating to the government and discipline of the College without loss of salary.
46. For the purpose of the removal of the Principal from office for incapacity on medical grounds, the provisions of Part IV of this Appendix shall have effect, provided that the Vice-Principal shall perform any duty or exercise any power there assigned to the Principal.
47. For the purpose of appeals by the Principal against removal from office, the provisions of Part V of this Appendix shall have effect, provided that the Vice-Principal shall perform any duty or exercise any power there assigned to the Principal.