

# MURRAY EDWARDS COLLEGE PROCEDURAL RULES

Procedural Rules of the Governing Body .....	66
<i>Rule 1 – Management of Conflicts of Interest</i> .....	66
Procedural Rules of the Council .....	68
<i>Rule 1- Urgent Decision Procedure</i> .....	68
<i>Rule 2 – Management of Conflicts of Interest</i> .....	69

# Procedural Rules of the Governing Body

## Rule 1 – Management of Conflicts of Interest

### Statute IV 3(ii)

#### 1. Material interests

- 1.1. A material interest is any matter which may influence the judgment of the person possessing it, or may reasonably appear as capable of influencing that person's judgment, so that the judgment may not be, or may not appear to be, exercised wholly and exclusively in the interests of the College.
- 1.2. But an interest shall not be a material interest unless the person having the interest either knew about it or should reasonably have been aware of it.
- 1.3. Any position as a company director or charity trustee shall not constitute a material interest unless there is a reasonable possibility that the company or the charity, as the case may be, may be engaged in some business, appeal, or transaction involving the College.
- 1.4. If the President considers that any member of the Governing Body may have a material interest in an item of business, then the President may refer the matter to the Governing Body, who shall, in the member's absence but after hearing his or her views, determine the matter. The determination of the Governing Body shall be binding on the member concerned.

#### 2. Declaration of Interests

- 2.1. Each agenda for a meeting of the Governing Body shall contain an early item "Declaration of Interests".
- 2.2. A member of the Governing Body who has a material interest in an item of business before the Governing Body shall declare that fact on each occasion that the business is under consideration. But that shall not be required
  - a. for business solely for report which is not discussed by the Governing Body; or
  - b. where the interest arises from the holding of an office or position in the College, where the other persons holding such an office or position in the College have a similar interest; or
  - c. where the interest arises from membership of a Faculty or Department in the University, or the holding of an office or position in the University, where the other members of the Faculty or Department or the other persons holding such an office or position in the University, as the case may be, have a similar interest.
- 2.3. Where such a declaration is made or is otherwise identified by the President or other chairman of the meeting, the President or other chairman (as the case may be) shall propose a course of action to deal with the member's conflict of interest which may, *inter alia*, involve:
  - a. The member of the Governing Body declaring an interest withdrawing from any part of a meeting at which the business is under consideration, and not speaking or voting on the matter; or
  - b. The member remaining present, and being permitted (or not) to speak or to vote on the matter

and the Governing Body shall vote on the course of action proposed by the President or chairman.

2.4. Where a member withdraws from a meeting in accordance with clause 2.3, that fact shall be recorded in the minutes of the meeting. Any resolution of the Governing Body under clause 2.3 shall be recorded in the minutes of the meeting at which it is made.

3. Special decisions

3.1. A “special” decision of the Governing Body is one in which a majority of the decision-makers have a material interest but does not imply that it is a necessarily significant decision for the college, only that the decision-makers themselves have a personal interest in the outcome of the decision.

3.2. For this purpose the decision-makers shall be taken to comprise the members of the Governing Body present when the decision is made, except for any member who is not entitled to vote in consequence of these rules or for any other reason.

3.3. Before the Governing Body makes a “special” decision it will consider, having taken full regard of all the circumstances of the matter,

- a. whether the nature of the conflict of interest is so pervasive throughout the Governing Body that it should take external advice on the fairness and reasonableness of the action proposed before taking any decision; or
- b. whether, notwithstanding the conflict of interest, it is nevertheless able fairly and reasonably to take the decision.

# Procedural Rules of the Council

## *Rule 1- Urgent Decision Procedure*

### **Statute IV 3(iii)**

1. In the event that a decision of the Council is required between meetings of the Council, a decision may be made using the following procedure (the Urgent Decision Procedure).
2. The Urgent Decision Procedure may only be followed with the agreement of the President or Acting President, if one be appointed at the time, on the grounds that the business is too urgent to await the next meeting of the Council. In the absence of the President or Acting President the agreement of the Vice-President shall suffice.
3. Any proposal under the Urgent Decision Procedure shall be circulated to every member of the Council or of the Council for reserved business, as the case may be, by hard copy or by email to the individual's usual cam.ac.uk email address. If the Urgent Decision Procedure is invoked outside Full Term, the proposal shall be circulated to and decided upon by Reserved Council only.
4. Any proposal under the Urgent Decision Procedure shall be accompanied by the following information:
  - a. A briefing paper to explain the background to the proposal and the reason for its urgency;
  - b. In the case of a proposal with a direct impact on the finances of the College, an explanation on the source or application of the funds required or arising; and
  - c. A draft of the decision or resolution of Council which is sought.
5. A proposal shall only be approved if:
  - a. Two-thirds of the Council members eligible to vote for the decision or resolution proposed; and
  - b. No more than two members of Council eligible to vote require the matter to be considered at a meeting of the Council.
6. A vote of a Council member shall qualify only if it is communicated to the College Administrator or, in her absence, the Bursar in writing or by email and received within two clear days of the circulation of the proposal.
7. The Urgent Decision Procedure may not be used in relation to any matter which is a Significant Proposal as defined in the Amended and Restated Funding Agreement between the College and the Trustees of the Lancaster-Taylor Charitable Trust.
8. Any decision taken under the Urgent Decision Procedure shall be formally ratified and recorded at the next meeting of the Council.

## **Rule 2 – Management of Conflicts of Interest**

### **Statute IV 3(iii)**

#### **1. Material interests**

- 3.4. A material interest is any matter which may influence the judgment of the person possessing it, or may reasonably appear as capable of influencing that person's judgment, so that the judgment may not be, or may not appear to be, exercised wholly and exclusively in the interests of the College.
- 3.5. But an interest shall not be a material interest unless the person having the interest either knew about it or should reasonably have been aware of it.
- 3.6. Any position as a company director or charity trustee shall not constitute a material interest unless there is a reasonable possibility that the company or the charity, as the case may be, may be engaged in some business, appeal, or transaction involving the College.
- 3.7. If the President considers that any member of the Council may have a material interest in an item of business, then the President may refer the matter to the Council, who shall, in the member's absence but after hearing his or her views, determine the matter. The determination of the Council shall be binding on the member concerned.

#### **2. Register of Interests**

- 2.1. The College Administrator shall maintain a Register of Interests of members of the Council, into which shall be entered such information as may be required by Ordinance or as may reasonably be requested by the Bursar.
- 2.2. The Register of Interests shall include a statement of membership of any Faculty or Department in the University, and the holding of any office or position in the University. It shall also include any other matters as may be specified by the Council by Ordinance.
- 2.3. The Responsible Officer shall seek information for entry into the Register of Interests from members of the Council when they become members, and also annually. Members of the Council shall notify the Responsible Officer of changes in their information relevant to the Register of Interests as they occur.
- 2.4. The Register of Interests shall be available for inspection in the Bursary by any Fellow of the college.

#### **3. Declaration of Interests**

- 3.1. Each agenda for a meeting of the Council shall contain an early item "Declaration of Interests".
- 3.2. A member of the Council who has a material interest in an item of business before the Council shall declare that fact on each occasion that the business is under consideration. But that shall not be required
  - a. for business solely for report which is not discussed by the Council; or
  - b. where the interest arises from the holding of an office or position in the College, where the other persons holding such an office or position in the College have a similar interest; or
  - c. where the interest arises from membership of a Faculty or Department in the University, or the holding of an office or position in the University, where the other members of the Faculty or Department or the other persons holding such an office or position in the University, as the case may be, have a similar interest.

- 3.3. Where such a declaration is made or is otherwise identified by the President or other chairman of the meeting, the President or other chairman (as the case may be) shall propose a course of action to deal with the member's conflict of interest which may, *inter alia*, involve:
  - a. The member of the Council declaring an interest withdrawing from any part of a meeting at which the business is under consideration, and not speaking or voting on the matter; or
  - b. If the interest is not a pecuniary interest, the member remaining present, and being permitted (or not) to speak or to vote on the matterand Council shall vote on the course of action proposed by the President or chairman.
- 3.4. Where a member withdraws from a meeting in accordance with clause 11, that fact shall be recorded in the minutes of the meeting. Any resolution of the Council under clause 12 shall be recorded in the minutes of the meeting at which it is made.
4. Special decisions
  - 4.1. A "special" decision of the Council is one in which a majority of the decision-makers have a material interest but does not imply that it is a necessarily significant decision for the college, only that the decision-makers themselves have a personal interest in the outcome of the decision.
  - 4.2. For this purpose the decision-makers shall be taken to comprise the members of the Council present when the decision is made, except for any member who is not entitled to vote in consequence of these rules or for any other reason.
  - 4.3. Before the Council make a "special" decision they will consider, having taken full regard of all the circumstances of the matter,
    - a. whether the nature of the conflict of interest is so pervasive throughout the Council that they have no alternative but to surrender their discretion by seeking the direction of the Charity Commission in the matter; or
    - b. whether, notwithstanding the conflict of interest, they are nevertheless able fairly and reasonably to take the decision; and, in that case,
    - c. whether, before making their decision, they should seek the advice of the Charity Commission in the matter.
5. Committees and other bodies
  - 5.1. The above rules shall apply with necessary modifications to committees, working parties and other bodies within the College, as they apply to the Council.
  - 5.2. But Rules 1.4, 2 and 4 shall not apply, and any other rule may be disapplied either generally or for specified items of business by decision of the Council.