



At the Court at Buckingham Palace

THE 14th DAY OF JUNE 2023

PRESENT,

THE KING'S MOST EXCELLENT MAJESTY
IN COUNCIL

The Governing Body of Linacre College, in the University of Oxford, has made a Statute amending the Statutes, in accordance with the Universities of Oxford and Cambridge Act 1923, and in the form set out in the Schedule to this Order.

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

No petition or address has been presented against the Statute.

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

Richard Tilbrook, CVO

SCHEDULE

REVISED STATUTES OF LINACRE COLLEGE, OXFORD

LINACRE COLLEGE

University of Oxford

Statutes

Approved at a Specially Summomed Meeting of the Governing Body on 2nd November 2022

University consent given on 27th January 2023

Signed and sealed at a Specially Summomed Meeting of the Governing Body on 8th February
2023

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LINACRE COLLEGE

STATUTES

STATUTE I: THE COLLEGE

- 1 The College shall be called Linacre College, Oxford, or such other name as may be introduced in accordance with the Charter.
- 2 The members shall comprise the Principal, Fellows and students.

STATUTE II: THE OBJECTS

- 1 The objects for which the College is established are as described in Clause 3 of the Charter (as varied from time to time), which at the date of introduction of these Statutes are "*for the furtherance of learning and education and to be a College wherein men and women may carry out advanced study or research*".

STATUTE III: POWERS

- 1 Further to clause 2 of the Charter, the College has power to do anything which is calculated to further the Objects, or is conducive or incidental to doing so. In particular, and without limiting the foregoing, the College's powers shall be deemed to include power (insofar as it is consistent with the Charter):
 - 1.1 to hold lectures, classes, seminars, courses, exhibitions, or meetings, either alone or with others; to publish or distribute information;
 - 1.2 to cause to be written, printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media;
 - 1.3 to foster and undertake research into any aspect of the Objects and its work and to disseminate and exchange the results of any such research;
 - 1.4 to co-operate, including exchanging information and advice, and enter into arrangements with other bodies, international, national, local or otherwise;
 - 1.5 to make grants to permit the provision of scholarship, exhibition and bursary awards to students at the College and to set aside funds out of the general revenue of the College for the provision of research fellowships and research studentships (which may be in addition to any sum provided by trust funds or other special endowments);

- 1.6 to make grants and loans either from any of the College's trust funds (subject to the terms of the trust), or from general revenue, to members of the College in financial need;
- 1.7 make reasonable donations for educational or cultural objects relative to the purposes of the College (provided that such objects are in law charitable) and for any other charitable objects;
- 1.8 to establish or support any charitable trusts, associations, companies, institutions or other bodies formed for any of the charitable purposes included in the Objects;
- 1.9 to set aside funds for special purposes or as reserves against future expenditure in accordance with a written reserves policy;
- 1.10 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 revenue 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 Colleges to make contributions out of their revenues for University purposes and for the payment of charges imposed thereby;
- 1.11 to deposit or invest funds with all the powers of a beneficial owner, and to vary the terms of said investments, having regard to the suitability of investments and the need for diversification, in furtherance of which:
 - 1.11.1 any funds of the College, other than funds which are held on any specific trust, may be invested in or upon such securities, shares, stocks, funds or other investments (including land) in any part of the world whether involving liability or not;
 - 1.11.2 any College revenues not required for the previously declared purposes of these Statutes may be set apart for investment and accumulation for the purposes deemed necessary or desirable in furtherance of the Objects, and said reserve fund may be expended for the purposes of this paragraph provided that:
 - (a) the interest accruing from the investment of any sums so set apart may be added to and regarded as forming part of the reserve fund; and
 - (b) the sum or sums so set apart in any year shall not be treated as a deduction from the sum upon which the contribution of the College for University purposes in that year is assessed.

- 1.12 to delegate the management of investments to a financial expert but only on terms that:
- 1.12.1 the investment policy is set down in writing for the financial expert by the Trustee Board;
 - 1.12.2 make provision for appropriate and regular reporting obligations to the Trustee Board or to a committee authorised by the Trustee Board to receive such reports in respect of all transactions;
 - 1.12.3 the performance of the investments is reviewed regularly with the Trustee Board;
 - 1.12.4 the Trustee Board shall be entitled to cancel the delegation arrangement at any time;
 - 1.12.5 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 1.12.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustee Board on receipt; and
 - 1.12.7 the financial expert must not do anything outside the powers of the Trustee Board;

and "financial expert" means a person who is reasonably believed by the Trustee Board to be qualified to give advice in relation to investments by reason of their ability in and practical experience of financial and other matters relating to investments;

- 1.13 to arrange for investments or other property of the College to be held in the name of a nominee (being a corporate body registered or having an established place of business in the United Kingdom) under the control of the Trustee Board or of a financial expert (as defined in paragraph 1.12) acting under their instructions and to pay any reasonable fee required;
- 1.14 to accept any gift or transfer of money or any other property whether or not subject to any special trust;
- 1.15 to raise funds, provided that in doing so the College shall not undertake any substantial permanent taxable trading (i.e. on such a scale that some or all of the profits are subject to corporation tax) and shall comply with any relevant statutory regulations;
- 1.16 to purchase or form trading or other subsidiary companies alone or jointly with others, including for purposes to assist or act as agents for the College;

- 1.17 to buy, take on lease or exchange, hire or otherwise acquire and hold any real or personal estate;
- 1.18 subject to such consents as may be required by law to borrow or raise money and to give security for loans or grants;
- 1.19 to make grants or loans of money, to give guarantees and become or give security for the performance of contracts and to grant powers of attorney by way of security for the performance of obligations;
- 1.20 to insure and arrange insurance cover of every kind and nature in respect of the College, its property and assets and take out other insurance policies to protect the College, its employees, volunteers or Members as required;
- 1.21 to provide indemnity insurance to cover the liability of the Trustee Board or any other officer of the College which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the College but not extending to:
 - 1.21.1 any liability resulting from conduct which the Trustee Board knew, or must reasonably be assumed to have known, was not in the interests of the College, or where the Trustee Board did not care whether such conduct was in the best interests of the College or not;
 - 1.21.2 any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Trustee Board;
 - 1.21.3 any liability to pay a fine or regulatory penalty.
- 1.22 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the College;
- 1.23 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or employees for the time being of the College or their dependents (including, where relevant and eligible, as a member of the Universities Superannuation Scheme);
- 1.24 to enter into contracts to provide services to or on behalf of other bodies;
- 1.25 to acquire or merge with any other college or;
- 1.26 to enter into partnership, joint venture or other arrangement with any body with objects similar in whole or part to the Objects;

- 1.27 to affiliate to or accept affiliation from any body with objects similar in whole or part to the Objects;
- 1.28 to act as trustee of any trust;
- 1.29 to obtain any Act of Parliament or other order or authority or to promote, support or oppose legislative or other measures or proceedings or to petition the Crown, Parliament or other public persons or bodies in the United Kingdom in respect of any matter affecting the interests of the College.
- 1.30 to maintain, alter or equip for use any real or personal estate;
- 1.31 to erect, maintain, improve, or alter any buildings in which the College for the time being has an interest; and
- 1.32 subject to such consents as may be required by law to sell, lease or otherwise dispose of all or any part of the real or personal estate belonging to the College;

STATUTE IV: VISITOR

- 1 The Visitor of the College shall be the High Steward of the University for the time being.
- 2 The functions of the Visitor shall be as prescribed by the Trustee Board in Regulations, which may include provisions relating to:
 - 2.1 ensuring the due observance of the Charter and of these Statutes;
 - 2.2 the management of appeals from the Principal, Fellows, officers or students of the College who consider themselves injured by any act, omission or decision of the Governing Body or the Trustee Board;
 - 2.3 the determination of the true construction of these Statutes; and
 - 2.4 the making of orders to enforce the observance of any provision of these Statutes, including where any failure to observe the Statutes has been raised with the College by the Oxford University Council as likely to prejudicially affect the University.

STATUTE V: GOVERNING BODY

- 1 The Governing Body shall have ultimate responsibility for the government of the College as a place of education, learning and research.
- 2 The Governing Body when complete shall comprise:
 - 2.1 the Principal;

- 2.2 the Official Fellows;
 - 2.3 the Professorial Fellows;
 - 2.4 the Senior Research Fellows;
 - 2.5 two Junior Research Fellows;
 - 2.6 the President of the Common Room for the time being;
 - 2.7 up to three further student members of the Common Room;
 - 2.8 the Senior Management Team (insofar as members of the Senior Management Team do not already fall within Statute V 2.1 to 2.7, above); and
 - 2.9 such other members as may be prescribed by Regulations.
- 3 The members of the Governing Body comprising the Principal, the Official Fellows, the Professorial Fellows, the Senior Research Fellows, and the two Junior Research Fellows shall be known as the "actual Fellows" of the Governing Body for the purposes of Article 6 of the Charter.
 - 4 The method of appointment of the members to be appointed further to Statutes V 2.5, 2.7 and 2.9, and their terms of office, shall be prescribed by Regulations.
 - 5 The Governing Body shall exercise the following powers:
 - 5.1 to appoint and remove Trustees in accordance with Statute VII;
 - 5.2 to appoint Fellows in accordance with Statute IX;
 - 5.3 to appoint and remove the Principal in accordance with Statute X;
 - 5.4 to approve the accounts and reports submitted to the Governing Body in accordance with Statute XVIII;
 - 5.5 to make and alter the Statutes in accordance with Articles 6 and 7 of the Charter;
 - 5.6 to revoke, amend or add to the Charter in accordance with Articles 6 and 8 of the Charter;
 - 5.7 to acquire, merge with or enter into any partnership or joint venture arrangement with any other body for the purposes of any of the Objects;

- 5.8 to order the affixing of the College's Common Seal to any document which requires to be under seal (which may include but not be limited to documents for the acquisition or disposal of interests in land);
- 5.9 to introduce Regulations in accordance with these Statutes (including Statutes VII 4, IX 2, and IX 3); and
- 5.10 to consider and provide recommendations to the Trustee Board in relation on matters relating to the business of the College as may be referred to the Governing Body by the Trustee Board or as the Governing Body sees fit.
- 6 Decisions of the Governing Body relating to matters described in Statute V 5.5 to 5.7 shall require a majority of two thirds of those present and eligible to vote. Decisions under Statute V 5.5 and 5.6 are reserved to the actual Fellows in accordance with Article 6 of the Charter.
- 7 The Governing Body shall assign to the Trustee Board responsibility for the exercise of all powers of the College not reserved to the Governing Body by this Statute V or otherwise by operation of the Charter, these Statutes or any Regulation.

STATUTE VI: MEETINGS AND DECISIONS OF THE GOVERNING BODY

- 1 The Governing Body shall hold at least one meeting in every academic term on such days as it shall appoint. The termly meetings shall be termed Ordinary Meetings of the Governing Body. At least fourteen days' notice of an Ordinary Meeting shall be given to all members of the Governing Body. All other meetings of the Governing Body shall be termed Special Meetings.
- 2 The Principal may at any time summon a Special Meeting of the Governing Body and shall do so with all convenient speed if requested by the Trustee Board or on a written request signed by at least eight members of the Governing Body. Such a request for a meeting shall set forth the resolution or resolutions to be brought before the meeting. At least seven days' notice shall be given of any meeting summoned under this section. If the Principal refuses, or fails, to summon such a Special Meeting within ten days of receiving the request, the members signing the request may themselves summon the meeting, giving not less than seven days' notice to all members of the Governing Body.
- 3 In exceptional circumstances the Principal and three members of the Governing Body may summon an emergency meeting with short notice of less than seven days.
- 4 Unless otherwise provided for in these Statutes or in any Regulations, it shall be the responsibility of the Principal to summon meetings of the Governing Body and to indicate the nature of the business to be conducted in the notice to the meetings. If the

Principal cannot summon a meeting owing to absence or incapacity, that meeting shall be summoned by the Vice-Principal, or by any acting Principal if appointed under the Regulations.

- 5 All matters put to the vote at a meeting of the Governing Body shall be decided by a majority of those present and voting except as otherwise provided in these Statutes. In the case of equality of votes, the chair of the meeting shall be entitled to give a casting vote.
- 6 In any vote on the election of any member of the Governing Body to the office of Trustee, such member shall not vote and shall not be counted in the reckoning of any necessary majority.
- 7 Subject to the provisions of this Statute VI, the procedure for the conduct of meetings of the Governing Body shall be laid down in Regulations.

STATUTE VII: TRUSTEE BOARD

- 1 The Trustee Board shall have the general control and management of the administration of the College and its property and funds, and shall have authority to exercise all the powers of the College save those that are reserved to the Governing Body by the Charter, these Statutes or otherwise determined by Regulation.
- 2 The Trustee Board when complete shall comprise:
 - 2.1 up to seven members of the Governing Body;
 - 2.2 the serving President of the College's Common Room (or another current student at the College if the President is unwilling or unable to act as Trustee);
 - 2.3 one Junior Research Fellow;
 - 2.4 up to three independent Trustees, currently unconnected to the College (but who may include emeriti, alumni or those with professional expertise relevant to the business of the College); and
 - 2.5 such other members as may be prescribed by Regulations.
- 3 Members of the College's Senior Management Team may not be appointed to the Trustee Board.
- 4 The Trustees (other than the serving President of the Common Room and the Junior Research Fellow) shall be elected by the Governing Body. The Junior Research Fellow shall be elected by the Common Room from amongst the Junior Research Fellows currently serving on the Governing Body. The process for election of Trustees shall

be prescribed in Regulations which shall be subject to the approval of the Governing Body. The Trustees shall be elected for terms of three years and a Trustee who has served their term must retire at the next Governing Body meeting that occurs nearest to the expiry of their term. A retiring Trustee who remains eligible may be re-elected for a maximum of three consecutive terms of office including their initial term. Trustees who have served their maximum term of office may not be re-elected until a further five years have passed from the end of their last term in office.

5 The Trustees shall be the charity trustees of the College (as the term is understood under the Charities Act 2011).

6 The Governing Body may remove any Trustee before the expiration of their period of office notwithstanding anything in these Statutes or the Regulations by a resolution at a meeting of the Governing Body, provided that:

6.1 the Trustee proposed to be removed shall have received at least 7 clear days' notice in writing of the proposed resolution and the reasons for the proposal;

6.2 the Trustee, or at the option of the Trustee, the Trustee's representative, who need not be a member of the Trustee Board or the Governing Body, has been permitted to make representations to the meeting; and

6.3 the Governing Body determines that it is in the best interests of the College to do so.

7 The office of Trustee shall be vacated if:

7.1 the Trustee is appointed due to the holding of a role at the College (including those identified at Statute VII 2.1 to 2.3), and the Trustee ceases to hold that role at the College;

7.2 the Trustee is disqualified from acting as a charity trustee by virtue of the Charities Act 2011 (as amended from time to time);

7.3 the Trustee resigns their office by written notice to the College, provided at least four Trustees remain in office after the resignation takes effect;

7.4 the Trustee is absent from all meetings of the Trustee Board without leave for three consecutive meetings and the Governing Body resolves that their office is vacated;

7.5 the Trustee becomes bankrupt or makes any arrangement or composition with their creditors generally;

- 7.6 a registered medical practitioner who is treating the Trustee gives a written opinion to the College stating that the Trustee has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- 7.7 the Trustee is directly or indirectly interested in any contract with the College and fails to declare the nature of their interest as required by the Statutes or any Regulations, or otherwise fails to comply with any conflicts of interest policy for the College in place from time to time, and the Governing Body resolves that their office is vacated;
- 7.8 the Trustee is deemed by HM Revenue & Customs not to be a fit and proper person to be a manager of the College and the Governing Body resolves that their office is vacated;
- 7.9 the Trustee fails to agree to a reasonable request by the Trustee Board that the Trustee signs a declaration that they are a fit and proper person to act as such and the Governing Body resolves that their office is vacated;
- 7.10 the Trustee's conduct leads to the Trustee Board deciding to make a serious incident report to the Charity Commission and the Governing Body resolves that their office is vacated; or
- 7.11 the Trustee fails to agree to a reasonable request by the Trustee Board for a Disclosure and Barring Service (DBS) check (or equivalent).

STATUTE VIII: MEETINGS AND DECISIONS OF THE TRUSTEE BOARD

- 1 Subject to the provisions of these Statutes, the Trustee Board may regulate its proceedings as it sees fit.
- 2 The Trustee Board must hold at least four meetings each year and may usually meet every 2 months.
- 3 A Trustee may call a meeting of the Trustee Board which shall be convened by the Bursar.
- 4 Notice of any meeting of the Trustee Board must be given to each Trustee (but need not be in writing) and indicate:
 - 4.1 its proposed date, time and subject matter;
 - 4.2 where it is to take place; and
 - 4.3 if it is anticipated that the Trustees participating in the meeting, or any of them, will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

- 5 In fixing the date and time of any meeting of the Trustee Board, the Trustee calling it shall try to ensure, subject to the urgency of any matter to be decided by the Trustee Board, that as many Trustees as practicable are likely to be available to participate in it.
- 6 Any Trustee may participate in and vote at a meeting of the Trustee Board by means of video conference, telephone or any suitable electronic means agreed by the Trustee Board whereby all persons participating in the meeting can communicate with all the other participants and participation in such a meeting shall constitute presence in person at that meeting.
- 7 The quorum for decision making by the Trustee Board may be fixed from time to time by a decision of the Trustee Board (and published in Regulations), provided that it shall not be less than four, and unless otherwise fixed it is four or at least one third of the current total Trustees, whichever is the higher. A Trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
- 8 Questions arising at a meeting shall be decided by a majority of votes.
- 9 The Trustees shall elect a chair and vice-chair from among their number and determine the period for which they are to hold office, although they may be eligible for re-election.
- 10 If at any meeting neither the chair nor the vice-chair is present within ten minutes after the time appointed for holding the same, or if there is no chair or vice-chair present or willing to act or able to act (including due to any conflict of interest arising), the Trustees present shall choose one of their number to chair the meeting.
- 11 In the case of an equality of votes, the chair shall have a second or casting vote, unless they are not to be counted as participating in the decision-making process for quorum or voting purposes due to the operation of the Statutes or Regulations. No Trustee in any other circumstances shall have more than one vote.
- 12 All acts done by any meeting of the Trustee Board or of a committee, or by any person acting as a Trustee, shall, notwithstanding that it be afterwards discovered that:
 - 12.1 there was some defect in the appointment of any such Trustee or person acting as a Trustee;
 - 12.2 they or any of them were disqualified;
 - 12.3 they or any of them were not entitled to vote on the matter;

be as valid as if every such person had been duly appointed and was qualified to be a Trustee.

- 13 A resolution in writing and signed by all the Trustees entitled to receive notice of a meeting of the Trustee Board and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held and may consist of several documents in like form each signed by one or more Trustees.
- 14 Subject to the Statutes, the Trustee Board may make Regulations about how they take decisions, and about how such rules are to be recorded or communicated to the Trustee Board.

STATUTE IX: FELLOWS

1 Every Fellow shall hold their Fellowship under one or other of the following classes:

1.1 Official Fellowships:

Election to an Official Fellowship shall be confined to:

- 1.1.1 the officers of the College;
- 1.1.2 anyone appointed to an academic post (which may include but not be limited to professor, associate professor, clinical lecturer, university research lecturer, postdoctoral research fellow) at the University of Oxford;
- 1.1.3 holders of other academic posts to which appointment is made by faculty boards, departments, and institutes or committees of the University;
- 1.1.4 other persons at the discretion of the Governing Body, provided always that such persons are eligible for membership of Congregation under the provisions of the Statutes of the University.

Official Fellows shall be elected in the first instance for a period of seven years or for the period of their appointment to the University post by tenure of which they are eligible to hold their Fellowship, whichever period is the shorter; and may be re-elected for one or more terms.

1.2 Professorial Fellowships:

The holder of every professorship allocated to the College by University Council under the terms of any decree of the University shall by virtue of their office be a Professorial Fellow of the College. The Governing Body may elect to a Professorial Fellowship the holder of any office which qualifies them under the terms of any decree of the

University to hold a Professorial Fellowship. A Professorial Fellow shall cease to hold their Fellowship on ceasing to hold the qualifying post by virtue of which they were elected to it.

1.3 Senior Research Fellowships:

The Governing Body may elect to a Senior Research Fellowship any person who has attained distinction in some branch of knowledge, and who shall undertake to engage in research or advanced study in Oxford, or (with the permission of the Governing Body) elsewhere. A Senior Research Fellow shall be elected for such period not exceeding seven years as the Governing Body may determine, and shall be eligible for re-election for such further period or periods as the Governing Body shall determine.

1.4 Junior Research Fellowships:

The Governing Body may elect to a Junior Research Fellowship any person whom it considers qualified to undertake a course of research in the College or University or (with the consent of the Governing Body) elsewhere. A Junior Research Fellow shall be elected for such period or periods not exceeding three years in all as the Governing Body may determine.

1.5 Visiting Fellowships:

The Governing Body may elect to a Visiting Fellowship any person of distinction who shall undertake to carry out a course of study or research within the College or University. A Visiting Fellow shall be elected for such period not exceeding one year as the Governing Body may determine.

1.6 Honorary Fellowships:

Any distinguished person who has at any time been a member of the College, or who has rendered signal service to it, may be elected to an Honorary Fellowship by the Governing Body. An Honorary Fellow shall be elected for life.

1.7 Emeritus Fellowships:

Any person who has vacated the office of Principal or a Professorial Fellowship, or an Official Fellowship, or a Senior Research Fellowship, either by retirement or after a significant period of distinguished service to the College shall be eligible for election to an Emeritus Fellowship for such period as the Governing Body shall determine, and at the expiry of this period may be re-elected for such further period or periods as Governing Body shall determine.

1.8 Adjunct Fellowships:

The Governing Body may elect to an Adjunct Fellowship any person whose election would in its opinion be of benefit to the College. An Adjunct Fellow shall be elected for such period as the Governing Body shall determine, and at the expiry of this period may be re-elected for such period or periods as the Governing Body shall determine.

1.9 Benefactor Fellowship:

The Governing Body may elect to a Benefactor Fellowship any major donor to College as defined in Regulations introduced in accordance with Statute IX 2. A Benefactor Fellow is elected for life.

1.10 Other categories of Fellowship:

Additional categories of Fellowship may be established from time to time by the Governing Body by the introduction of Regulations, if deemed to be beneficial to the academic or other interests of the College.

2 The Governing Body shall introduce Regulations to establish the criteria and procedure for appointment to each category of Fellowship including any applicable terms of tenure and residency at the College and the setting of stipends and allowances.

3 Regulations may also be introduced by the Governing Body to determine the procedure by which the discipline of Fellows may be managed, and if necessary, by which Fellows may be sanctioned or removed from office, including due to ill-health. Such Regulations may conform with any equivalent provisions introduced for the management of staff in accordance with Statute XI, subject to such amendments as may be necessary, if any, to account for the roles under review.

4 The number of Fellowships under each class shall be determined from time to time by the Trustee Board.

5 Elections and re-elections to Fellowships shall be made by the Governing Body.

6 Every Fellow shall conform to these Statutes and Regulations and shall promote the good government, discipline and interests of the College as a place of education, learning and research, and shall co-operate in all administrative and academic matters relating to the College.

STATUTE X: PRINCIPAL AND OFFICERS

- 1 The Principal shall be the Head of the College, and shall seek to promote the best interests of the College as a place of advanced study, learning, education and research, and shall exercise a general supervision over the affairs and management of the College, and over the academic progress, well-being, and discipline of its students.
- 2 The Principal shall be elected by the Governing Body.
- 3 The Principal may not hold any other office or engage in any occupation which in the view of the Trustee Board is incompatible with the performance of their duties as Principal.
- 4 The Governing Body may appoint such officers of the College as it may from time to time deem desirable, including but not limited to a Vice-Principal, each of whom shall be responsible to the Trustee Board for the proper discharge of their duties.
- 5 The Trustee Board shall make Regulations to govern the appointment of, terms of reference (including any conditions of service) and setting of stipends and allowances for, and any limitations on the authority of the Principal and the officers, together with such alternative arrangements as may be necessary for each of them in cases of vacancy, absence, or incapacity.

STATUTE XI: STAFF

- 1 The Trustee Board shall introduce Regulations to govern the procedure for the appointment, management and removal of staff of the College, including without limitation any of the Principal, the Senior Management Team, any academic staff and other employees of the College.
- 2 Regulations introduced under this Statute may include policies or procedures to be followed in relation to:
 - 2.1 discipline;
 - 2.2 the raising of grievances;
 - 2.3 whistleblowing;
 - 2.4 the dismissal or removal from office of staff including due to redundancy, breach of discipline, or incapacity on medical grounds;
 - 2.5 the removal of the Principal or any other officers from office;
 - 2.6 the hearing and determination of any appeals by staff who are dismissed or under notice of dismissal or who are otherwise disciplined.

STATUTE XII: STUDENTS

- 1 The Trustee Board shall introduce Regulations to govern:
 - 1.1 the admission of students to the College to undertake advanced study or research;
 - 1.2 the offering of scholarships, bursaries and other awards or financial assistance to students and prospective student; and
 - 1.3 the discipline of students of the College in cases of misconduct and on the grounds of neglect of a student's studies. Such Regulations may establish the procedure for assessing any breaches of discipline, the manner by which decisions may be appealed, and the consequences for students on any adverse findings.

STATUTE XIII: COMMON ROOM

- 1 The Common Room shall comprise:
 - 1.1 the Principal and Fellows;
 - 1.2 the Students for the time being of the College;
 - 1.3 other persons at the discretion of the Trustee Board on conditions approved by it.
- 2 The purpose of the Common Room shall be to promote the social, cultural, sporting, and recreational life of the College.
- 3 The constitution of the Common Room shall be determined by the Common Room, subject to the provisions of paragraph 4 below, and shall make provision for:
 - 3.1 a President, who shall be a student member of the College, and such other officers as may be required;
 - 3.2 committees of the Common Room;
 - 3.3 meetings of the Common Room, provided that not less than one meeting shall be summoned in each term;
 - 3.4 the delegation of such powers as the Common Room shall think fit to its officers and committees; and
 - 3.5 election of three student members to the Governing Body.
- 4 The procedure for making amendments to the constitution of the Common Room and for the election of the officers shall be subject to the approval of the Trustee Board and may not be amended without its consent.

STATUTE XIV: APPLICATION OF INCOME AND ASSETS

- 1 The income and property of the College shall be applied solely towards the promotion of the Objects.
- 2 Except as authorised by these Statutes, no member of the Trustee Board or the Governing Body shall receive any remuneration, or any other benefit from the income or assets of the College, for acting as a Trustee or member of the Governing Body, other than:
 - 2.1 any reasonable out-of-pocket expenses incurred in the course of carrying out their duties as a Trustee or member of the Governing Body;
 - 2.2 insurance cover, including indemnity insurance, purchased at the expense of the College.
- 3 A person who is a Trustee or member of the Governing Body may, in some other capacity, receive remuneration or other benefits from the College, provided that they are authorised by Statute or by Regulation, and are either:
 - 3.1 incidental to carrying out the Objects for the public benefit; or
 - 3.2 received by that person as a beneficiary of the Objects.
- 4 Trustees and members of the Governing Body may receive such remuneration or benefits as the Trustee Board shall think reasonable, in order to fulfil the College's purposes as a place of education, learning and research, provided always that Trustees and members of the Governing Body must be absent from any part of a meeting at which their remuneration, or a contract relating to it, is discussed, and must not vote on any decision relating to their remuneration or be counted towards the quorum for making the decision.

STATUTE XV: CONFLICTS OF INTEREST AND LOYALTY

- 1 The Trustee Board shall introduce Regulations to govern the identification and management of direct and indirect conflicts of interest and loyalty that may impact on the College's operations, which shall be drafted by reference to the prevailing best practice and principles of good governance for charities and higher education institutions from time to time in place.
- 2 Such Regulations shall be applicable to the proceedings of the Trustee Board, the Governing Body, and any committees established by either of them.

STATUTE XVI: DELEGATION AND COMMITTEES

- 1 The Trustee Board may delegate the day-to-day management and administration of the College to the Senior Management Team.
- 2 In respect of each member of the Senior Management Team, the Trustee Board shall:
 - 2.1 provide a description of the member's role; and
 - 2.2 set the limits of the member's authority.
- 3 The Senior Management Team shall report regularly and promptly to the Trustee Board on the activities undertaken in accordance with their roles.
- 4 The Trustee Board may delegate any other of its powers to any committee consisting of one or more Trustees.
- 5 The Trustee Board shall determine the terms of any delegation to such a committee and may impose conditions, including that:
 - 5.1 the relevant powers are to be exercised exclusively by the committee to whom the Trustees delegate;
 - 5.2 no expenditure may be incurred on behalf of the College except in accordance with a budget previously agreed with the Trustee Board.
- 6 Subject to and in default of any other terms imposed by the Trustee Board:
 - 6.1 the chair and vice-chair of the Trustee Board from time to time shall be ex-officio member of every committee appointed by the Trustee Board;
 - 6.2 the members of a committee may, with the approval of the Trustee Board, appoint such persons, not being Trustees, as they think fit to be members of that committee;
 - 6.3 a committee may elect a chair of its meetings; if no such chair is elected, or, if at any meeting the chair is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting;
 - 6.4 a committee may meet and adjourn as it thinks proper;
 - 6.5 questions arising at any meeting shall be determined by a majority of votes of the committee members present; and
 - 6.6 in the case of any equality of votes the chairman of the committee shall have a second or casting vote;

and subject thereto committees to which the Trustee Board delegates any of its powers shall follow procedures which are based as far as they are applicable on those provisions of the Statutes or Regulations which govern the taking of decisions by the Trustee Board.

- 7 The terms of any delegation to a committee shall be recorded as Regulations.
- 8 The Trustee Board may revoke or alter a delegation.
- 9 All acts and proceedings of committees shall be reported to the Trustee Board fully and promptly.

STATUTE XVII: REGULATIONS

- 1 The Trustee Board shall from time to time make such Regulations (which may in practice be referred to as regulations, bylaws, standing orders, ordinances, policies or any other relevant term) as they may deem necessary or convenient for the proper conduct and management of the College, including as required by these Statutes, provided nevertheless that no Regulation shall be inconsistent with, or shall affect or repeal anything contained in the Charter or Statutes.
- 2 The Trustee Board shall adopt such means as it deems sufficient to bring to the notice of members of the College all such Regulations which, so long as they shall be in force, shall be binding on all members of the College.
- 3 The Trustee Board shall arrange for all current Regulations to be published on the College's website from time to time in operation and otherwise to be made available to members on request, save only where the Trustee Board reasonably consider that the nature of the Regulations require that a duty of confidentiality (whether to the College or to anyone that is subject to the Regulations in question) must override any duty of transparency, in which case such Regulation may remain confidential.

STATUTE XVIII: ADMINISTRATIVE PROVISIONS

- 1 The Trustee Board must comply with the requirements of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Charity Commission of information required by law including:
 - 1.1 annual returns;
 - 1.2 annual reports; and
 - 1.3 annual statements of account.

- 2 The annual accounts and report in each year shall be submitted to the Governing Body for approval before filing with the Charity Commission and the University.
- 3 The Trustee Board must also keep records of:
 - 3.1 all proceedings at meetings of the Trustee Board and Governing Body;
 - 3.2 all resolutions in writing;
 - 3.3 all reports of committees; and
 - 3.4 all professional advice obtained.
- 4 Accounting records relating to the College must be made available for inspection by any Trustee at any time during normal office hours.
- 5 Copies of the latest accounts must also be supplied in accordance with the Charities Act 2011 to any person who makes a written request and pays the College's reasonable costs.
- 6 Notices and other documents to be served on members of the Governing Body or the Trustee Board under the Statutes may be served:
 - 6.1.1 by hand;
 - 6.1.2 by post; or
 - 6.1.3 by suitable electronic means.
- 7 The only address at which a member is entitled to receive notices sent by post is an address in the U.K. shown in any register of members maintained by the College from time to time.
- 8 Any notice given in accordance with these Statutes is to be treated for all purposes as having been received:
 - 8.1.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 8.1.2 two clear days after being sent by first class post to that address;
 - 8.1.3 three clear days after being sent by second class or overseas post to that address;
 - 8.1.4 immediately on being handed to the recipient personally; or, if earlier,

8.1.5 as soon as the recipient acknowledges actual receipt.

STATUTE XIX: INTERPRETATION

1 These Statutes shall be read subject to and with the Charter and, unless the context otherwise requires, words and expressions used in the Charter shall have the same meaning herein.

2 Unless the context otherwise requires, in these Statutes:

2.1 "actual Fellows" has the meaning set out in Statute V paragraph 3;

2.2 "Charter" means the Royal Charter (and any Supplemental Charter) of the College from time to time;

2.3 "College" means Linacre College;

2.4 "Common Room" has the meaning set out in Statute XIII;

2.5 "Fellows" means the individuals holding the classes of fellowship described in Statute IX paragraph 1;

2.6 "Governing Body" has the meaning set out in Statute V paragraph 2;

2.7 "Objects" has the meaning set out in Statute II;

2.8 "Regulations" has the meaning set out in Statute XVII paragraph 1;

2.9 "Senior Management Team" means the Principal, the Vice-Principal, the Senior Tutor, the Bursar, the Domestic Estates, the Dean for Equality and Diversity, and the Dean of Discipline, or such other combination of officer as may be determined by Regulations from time to time;

2.10 "Trustee Board" has the meaning defined in Statute VII paragraph 1, and "Trustee" means a member of the Trustee Board; and

2.11 "University" means the University of Oxford.

3 All words importing the singular number shall include the plural and vice versa.

4 Headings in the Statutes are used for convenience only and shall not affect the construction or interpretation of the Statutes.

The Common Seal of the Master
Fellows and Scholars of Linacre College
in the University of Oxford was
hereunto affixed this eight day of
February Two thousand and twenty
three in the presence of:

Dr Nick Leimu-Brown

PRINCIPAL

Dr Heath Rose
VICE-PRINCIPAL

