

SPECIAL ORDINANCES UNDER STATUTE A

THE CHANCELLOR AND THE GOVERNMENT OF THE
UNIVERSITY

SPECIAL ORDINANCE A (i):

Membership of the Regent House (Special Ordinance under Statute A III 11)

Amended by Grace 1 of 3 November 2021

The Registry shall inscribe on the Roll of the Regent House the names of the following persons:

- [(a)(i) the Chancellor, the High Steward, the Deputy High Steward, the Commissary, and (ii) the members of the Council in class (e);
- (b) other University officers and persons treated as such under Statute J 7;]¹
- [(a)(i) the Chancellor, the Vice-Chancellor, the High Steward, the Deputy High Steward, the Commissary, the Proctors and Pro-Proctors elected by the Regent House, the Orator, the Registry, the Librarian, the Director of the Fitzwilliam Museum, the Esquire Bedells, the University Advocate, the Deputy University Advocates, and (ii) the members of the Council in class (e);
- (b) University employees in Grade 9 and above as set out in Schedule I to the Ordinance on Stipends, and persons treated as such under Statute J 7;]¹
- (c) Heads of Colleges;
- (d) Fellows of Colleges, provided that they conform to such conditions of residence as may be determined by Ordinance;²
- (e) any person who applies for membership of the Regent House and meets the following criteria: applicants must have retired or be about to retire from an office or appointment in the University which previously qualified them for membership of the Regent House and have provided to the Registry by 15 August prior to the promulgation of the Roll each year written confirmation from their Head of institution³ that they are active participants in the University's affairs;
- (f) such other persons holding appointments in the University or a College in such categories and subject to such qualifying periods of service as shall be determined from time to time by Ordinance.

SPECIAL ORDINANCE A (ii):

*Submission of Graces (Special Ordinance under Statutes A III 4 and
A IV 1(d)), Conduct of business (in the Regent House) (Special Ordinance
under Statute A VIII)*

Amended by Grace 3 of 12 January 2022

1. Reports of the Council, or of any Board, Syndicate, or other body that has the right of reporting to the University, shall be submitted to the University by being published in the *Cambridge University Reporter*. A Report of any body other than the Council shall be sent to the Registry for communication to the Council, who may refer it to the General Board and to any other body or person whom it wishes to consult. Such a Report shall be published not later than six months after the date on which it was first sent to the Registry, unless the reporting body agrees to postpone its publication until a later date. Any comments on the Report which the Council or the General Board may wish to publish to the University shall be published with the Report.

2. (a) Congregations of the Regent House, for the transaction of University business, shall be held in the Senate-House or elsewhere within the Precincts of the University, or exceptionally by any means of communication which permits all those participating simultaneously to hear one another, on such dates and at such times as may be appointed by the Chancellor, Vice-Chancellor or the Council. The manner of holding a Congregation and of transacting business at a Congregation shall be prescribed by Ordinance from time to time.

¹ The sub-paragraphs in angular brackets will replace the sub-paragraphs in square brackets with effect from the promulgation of the Roll of the Regent House in 2022.

² See Statute A III 11(b) and Regulation 2 of the Ordinance on the Roll of the Regent House (p. 110).

³ 'Head of institution' means the Head of a Department, Chair of a Board of a Faculty not organised into Departments, Director or the authorised deputy or designated nominee, as appropriate within that University institution.

(b) Meetings of the Regent House, for the discussion of Reports and other matters, shall be held in accordance with arrangements as prescribed by Ordinance from time to time.

3. Members of the Senate shall have the right to attend and to speak at Discussions of the Regent House. The University may specify by Ordinance other persons or classes of persons, in addition to members of the Regent House and the Senate, who shall be entitled to speak at such Discussions. At the Vice-Chancellor's discretion other persons not so specified may be invited to attend or to speak at any particular Discussion.

4. The Council shall ensure that any remarks made at a Discussion are considered by the appropriate University authority. After any necessary consultation the Council shall publish such response to the remarks as it sees fit.

5. Any fifty members of the Regent House may initiate a Grace for submission to the Regent House, and any twenty-five members may initiate a proposal for the amendment of a Grace already submitted to the Regent House but not yet approved.

6. In respect of Graces and amendments of Graces initiated under Section 5, the Vice-Chancellor shall have power to rule inadmissible any Grace or amendment which directly concerns a particular person, and shall have such further powers as may be specified by Ordinance.

7. (a) Subject to the exercise by the Vice-Chancellor of the powers conferred by Section 6 or by Ordinances made under that Section, the Council shall consider any Grace or amendment initiated under Section 5, and either (i) shall authorize the submission of the Grace or amendment to the Regent House or (ii) shall publish a Report giving reasons for its decision to withhold authorization and recommending the Regent House to approve that decision. If such approval is not given, the Council shall, not later than the end of the term next following, submit the Grace or amendment to the Regent House.

(b) If a Grace or amendment initiated under Section 5 involves expenditure from University funds additional to that already authorized, the Council shall refer the Grace or amendment to the Finance Committee, and to the General Board or another body as appropriate, for their advice; in submitting such Grace or amendment to the Regent House, the Council shall at the same time publish a statement indicating how it is intended to make financial provision for the proposed expenditure.

8. Any proposal to be placed before the Regent House or the Senate for approval shall be in the form of a Grace. Further detailed provision for the initiation, submission and amendment of Graces shall be made by Ordinance.

SPECIAL ORDINANCE A (iii):

Membership of the Council: detailed provisions (Special Ordinance under Statute A IV 3)

References in this Special Ordinance to classes are to the classes prescribed in Statute A IV 2.

1. (a) Members of the Council in classes (a), (b), and (c) shall be elected to serve for four years, an election of half the members in each class being held during Full Michaelmas Term in each alternate year.

(b) Members of the Council in class (d) shall be

(i) the President (Undergraduate) of the University of Cambridge Students' Union;

(ii) the President (Postgraduate) of the University of Cambridge Students' Union;

(iii) one student elected by and from among the students in the University.

Members in categories (i) and (ii) of class (d) shall serve for one year from the commencement of their term of office as President. The member in category (iii) of class (d) shall be elected in each academic year on a date and in a manner determined by or under Ordinance and shall serve for one year from 1 July next following her or his election.

(c) (i) Members of the Council in class (e) shall be appointed to serve for four years from 1 January in a year when the calendar year is odd; the appointment of half the members in this class shall take place in each alternate year.

(ii) Members in class (e) shall serve no more than two full periods of office consecutively; casual periods of office shall not count towards this limit.

2. (a) If a member of the Council in any of classes (a), (b), and (c), or any person nominated for election as a member in one of those classes, ceases to be a member of the Regent House, or suffers suspension or deprivation of her or his University office, degrees, or membership of the University,

that member's seat shall thereupon become vacant, or the nomination shall thereupon become invalid, as the case may be.

(b) If a member of the Council becomes Chancellor or Vice-Chancellor, her or his seat shall thereupon become vacant.

(c) If a member of the Council in class (a) or class (b) ceases to be the Head of a College or a Professor, Reader or Professor (Grade 11) as the case may be, that member's seat shall not thereby become vacant.

(d) If the member of the Council in category (i) of class (d) ceases to be President (Undergraduate), or if the member of the Council in category (ii) of class (d) ceases to be President (Postgraduate), of the University of Cambridge Students' Union, that member's seat shall thereupon become vacant.

(e) If the member of the Council in category (iii) of class (d), or any person nominated for election as the member in that class, ceases to be a student in the University, or suffers deprivation or suspension of her or his degree or membership of the University, or suffers rustication by a University court or disciplinary panel or by a College, that member's seat shall thereupon become vacant, or the nomination shall thereupon become invalid, as the case may be.

3. (a) If any casual vacancy occurs by death, by resignation, or otherwise, among the elected members of the Council during their period of service, or if it is known that such a vacancy will occur by reason of a member's resignation, or if any person elected dies, resigns, or is otherwise disabled from beginning service between the publication of the result of the election and the day upon which such a person is due to begin service, the vacancy shall be filled by the holding of a bye-election; provided that no bye-election shall be held to fill a vacancy that occurs less than sixty days of full term before the end of tenure of the member whose death, resignation, or disablement has created the vacancy.

(b) If at any election the total number of vacancies is not filled, the Vice-Chancellor shall arrange a further election to fill such vacancies as are unfilled.

(c) If, after the last date for sending in nominations and before the result of the election has been decided, a person nominated for election in any class dies, or is disabled from serving as a member, or if such a person's nomination becomes invalid under the provisions of Section 2(a) or 2(d) above, all nominations for that class shall be deemed to be void, and the Vice-Chancellor shall give notice thereof and shall arrange a new election.

(d) Any bye-election, further election, or new election held under subsection (a), (b), or (c) above shall take place as soon as conveniently may be; the arrangements for the election shall be determined and published by the Vice-Chancellor.

(e) If any casual vacancy occurs by death, by resignation, or otherwise, among the members in class (e), the casual vacancy shall be filled in accordance with the procedure for the appointment of members in class (e) in Statute A IV 2(e).

4. (a) The period of service of members in classes (a), (b), and (c) shall be as follows:

(i) A person elected during the Michaelmas Term (otherwise than to fill a casual vacancy) shall begin service on the first day of January next following the election.

(ii) A person elected in any term other than a Michaelmas Term or elected to fill a casual vacancy which has already occurred shall begin service on the day next following the publication of the result of the election; provided that, if at an election of either such kind the number of persons nominated in any class does not exceed the number of vacancies in that class, the person or persons nominated shall be deemed to be elected and shall begin service on the day following the last day for the receipt of nominations.

(iii) A person elected in any term other than a Michaelmas Term (otherwise than to fill a casual vacancy) shall serve, notwithstanding the provisions of Section 1(a) above, until the end of the calendar year next but two following the year in which the election takes place.

(b) Any person elected a member in class (d) at a bye-election to fill a casual vacancy which has already occurred shall begin service on the day next following the publication of the result of the bye-election, provided, that, if the number of persons nominated in a bye-election does not exceed the number of vacancies, the person or persons nominated shall be deemed to be elected and shall begin service on the day following the last day for the receipt of nominations.

5. For the purpose of this Special Ordinance the term 'student in the University' shall be defined by Ordinance.

SPECIAL ORDINANCE A (iv):

Finance Committee of the Council (Special Ordinance under Statute A IV 8)

1. The Finance Committee of the Council shall consist of:

- (a) the Vice-Chancellor, or a duly appointed deputy, who shall be Chair;
- (b) three members of the Regent House elected by representatives of the Colleges;
- (c) four persons appointed by the Council, at least two of whom shall be members of the Regent House;
- (d) one member of the General Board appointed by the General Board;
- (e) three members of the Regent House appointed by Grace of the Regent House;
- (f) not more than three persons co-opted by the Committee, provided that it shall not be obligatory for the Committee to co-opt any person or persons;

subject always to the requirement that not less than three members of the Committee (including the Vice-Chancellor) shall be members of the Council.

2. Members in classes (b)–(e) shall be appointed or elected in the Michaelmas Term, and shall serve from 1 January next following. Members in classes (b) and (e) shall serve for three years, and members in classes (c) and (d) for four years. Co-opted members shall serve until 31 December of the year in which they are co-opted, or of the year next following, as the Committee shall determine at the time of their co-optation. If a member in class (b) or class (e) ceases to be a member of the Regent House, or if the member in class (d) ceases to be a member of the General Board, such a member's seat shall thereupon become vacant.

3. For the purpose of the election of members of the Committee in class (b), each College shall appoint one representative, whose name shall be communicated to the Registry. The election shall be conducted in accordance with the Single Transferable Vote regulations; voting shall be by ballot. The arrangements for the election shall be determined by the Registry.

4. The Registry or a University officer designated from time to time by the Council shall act as Secretary of the Committee.

5. No business shall be conducted at a meeting of the Finance Committee unless five members at least are present.

SPECIAL ORDINANCE A (v):

Audit Committee of the Council (Special Ordinance under Statute A IV 10)

1. There shall be a standing committee of the Council, called the Audit Committee, which shall consist of:

- (a) a member of the Council in class (e) (as referred to in Statute A IV 2(e)) appointed by the Council to serve as Chair of the Committee,
- (b) two members of the Council appointed by the Council from among its members who are members of the Regent House, provided that neither the Vice-Chancellor, a Pro-Vice-Chancellor, nor the Head of a School shall be eligible to serve,
- (c) four persons, not being members of the Regent House or employees of the University, appointed by the Council with regard to their professional expertise and experience in comparable roles in corporate life, including at least two members with experience of finance, accounting, or auditing,
- (d) not more than three persons co-opted by the Committee, provided that it shall not be obligatory for the Committee to co-opt any person or persons. If there are co-opted members, at least one shall be a member of the Regent House who is not a member of the Council, and, if there is more than one, there shall be either one further member of the Regent House who is not a member of the Council and/or one external member, or two external members, provided that only one of the external members may be a member of the Council in class (e) (as referred to in Statute A IV 2(e)).

2. Members in classes (a), (b), and (c) shall be appointed in the Michaelmas Term to serve for four years from 1 January next following their appointment or for the same period plus the remainder of the term of the departing member if that remainder is less than one year. In the event that Council membership ceases, Audit Committee membership will expire simultaneously. No member may serve for more than two consecutive periods of appointment or eight consecutive years, whichever is the longer. Co-opted members shall serve for such period as the Committee shall determine at the time of their co-optation.

3. No person may be a member of the Audit Committee who is a member of the Finance Committee. If a member of the Audit Committee becomes a member of the Finance Committee, her or his place shall thereupon become vacant.

4. No decision of the Audit Committee shall have any binding effect unless there are at least five members, three at least of these being external members, present at a meeting of the Audit Committee. If a decision is the subject of a vote and there is an equality of votes cast, the Chair, or Acting Chair, as the case may be, shall be entitled to give a second or casting vote.

5. In the absence of the Chair of the Committee, the Audit Committee shall elect an acting Chair from the external members present.

SPECIAL ORDINANCE A (vi):

The General Board, the Schools, and the assignment of Faculties, Departments etc. (Special Ordinance under Statute A V)

1. Members of the General Board in classes (b) and (c) pursuant to Statute A V 2 shall serve for four years, half the members in each class being appointed at the same time as, or shortly after, each biennial election of members of the Council. Changes of membership shall take effect from 1 January next following. Further arrangements for the election of members in class (b) shall be made by Ordinance.

2. The members of the General Board in class (d) shall be

- (i) the sabbatical officer of the University of Cambridge Students' Union with responsibility for matters concerning undergraduate education;
- (ii) the sabbatical officer of the University of Cambridge Students' Union with responsibility for matters concerning postgraduate education.

The members in class (d) shall serve for one year from the commencement of their term of office as sabbatical officers of the Union. If the member in category (i) of class (d) or the member in category (ii) of class (d) ceases to be a sabbatical officer of the Union, that member's seat shall thereupon become vacant.

3. These Schools are established by this Special Ordinance. They comprise the following faculties (and the departments contained in them) and other institutions, which are assigned by Ordinance:

ARTS AND HUMANITIES: Faculties of Architecture and History of Art, of Asian and Middle Eastern Studies, of Classics, of Divinity, of English, of Modern and Medieval Languages and Linguistics, of Music, and of Philosophy, the Centre for Research in the Arts, Social Sciences, and Humanities, and the Language Centre.

HUMANITIES AND SOCIAL SCIENCES: Faculties of Economics, of Education, of History, of Human, Social, and Political Science, and of Law, the Departments of History and Philosophy of Science and of Land Economy.

BIOLOGICAL SCIENCES: Faculties of Biology, and of Veterinary Medicine, the Wellcome Trust/Cancer Research UK Gurdon Institute, and the Sainsbury Laboratory.

CLINICAL MEDICINE: Faculty of Clinical Medicine.

PHYSICAL SCIENCES: Faculties of Earth Sciences and Geography, of Mathematics, and of Physics and Chemistry, and the Isaac Newton Institute for Mathematical Sciences.

TECHNOLOGY: Faculties of Business and Management, of Computer Science and Technology, and of Engineering, the Department of Chemical Engineering and Biotechnology, and the University of Cambridge Institute for Sustainability Leadership.

SPECIAL ORDINANCE A (vii):

Boards and Syndicates (Special Ordinance under Statute A VI 1(a))

Amended by Grace 1 of 31 March 2021

The following Boards and Syndicates are established by this Special Ordinance. The composition and responsibilities of each are to be determined by Ordinance:

- (i) Fitzwilliam Museum Syndicate;
- (ii) Library Syndicate.

SPECIAL ORDINANCE A (viii):
University bodies; miscellaneous provisions; delegation
(Special Ordinance under Statute A X 8)

Amended by Grace 4 of 12 January 2022

1. Whenever in any Statute or Ordinance provision is made for the election or appointment of members of any Board, Syndicate, or other body, in such case unless it is otherwise expressly provided by Statute or Ordinance as the case may be

- (a) a retiring member shall, if in all respects qualified, be able to be re-elected or reappointed;
- (b) any casual vacancy shall be filled by the election or appointment of a member to serve for the unexpired portion of the period of service of his or her predecessor; such an election or appointment shall be made in accordance with the provisions of any Statute or Ordinance prescribing arrangements for elections or appointments to the body concerned, provided that the University or the General Board, as appropriate, may make Ordinances, or regulations, respectively, permitting the filling of a casual vacancy by co-optation.

2. The University may make Ordinances in pursuance of which a member of the Council, of any Board, Syndicate, or Committee, or of the Council of a School, shall, if not a member *ex officio*, vacate his or her membership on account of failure to attend meetings.

3. The University may by Ordinance make regulations as to the number of members which shall constitute a quorum, as to the majority necessary for the decision of certain questions, and for the procedure of every University body generally, and subject thereto the body may itself make such regulations. Subject to any Ordinance and to any regulation made by the body, elections or decisions shall be made by a majority of the members present and voting, but only if there is a quorum; provided that the Chair of a meeting shall be entitled when there is an equality of votes to give a second or casting vote. Unless expressly excluded in Statute or Ordinance or in regulations made by the University body concerned, members shall be permitted to participate in a meeting by any means of communication which permits all members simultaneously to hear one another; if the participation of members by such means is permitted, those members shall be counted as present, including for the purposes of determining their entitlement to vote and whether the meeting is quorate. When there is not present at a meeting the Chair of the body, or any person otherwise entitled to preside, the members present shall appoint a chair of the meeting.

4. A University body may appoint committees for any such general or special business as in the opinion of the body may be better regulated or managed by means of a committee, and may delegate to any committee so appointed, or to any University officer, with or without restrictions or conditions, the exercise of any functions proper to the body, provided that

- (a) such delegation shall not relieve the delegating body of responsibility for the matter delegated;
- (b) members of the delegating body shall have the right of access to all papers considered by such committees or persons;
- (c) subject to any contrary provision of Statutes or Ordinances, such delegation shall not extend
 - (i) to any election or appointment to a University office,
 - (ii) to any decision of a University court or disciplinary panel established by Statute D II;
 - (iii) to any resolution concerning the award of a degree, diploma, certificate, or other qualification;
 - or
 - (iv) to any other matter specified by Ordinance; and
- (d) such delegation may be withdrawn (either generally or in respect of a specific matter) at any time.

5. No registered student nor sabbatical officer of a student union recognized by the University shall be present, whether as a member or otherwise, at a meeting of any body constituted in the University by Statute, or of any other body appointed by such a statutory body, for the discussion of, or decision on, any matter which the Chair of the meeting declares to be reserved. The following matters shall be reserved:

- (i) the employment or promotion, or any matter relating to the employment or promotion, of individuals by the University;
- (ii) the admission and academic assessment of individuals;
- (iii) such other matters as may be specified by Statute or Ordinance in respect of any particular body or class of bodies; and

(iv) any other matter at the discretion of the Chair; provided that none of the provisions of this section shall apply to meetings of the Regent House for discussion, to Congregations of the Regent House, to meetings of any court or disciplinary panel constituted by or under Statute D, or to meetings of the advisory committee proposing a list of persons for consideration by the Council prior to making a nomination for appointment by Grace to the office of Vice-Chancellor.

Service as a member of a Board, Syndicate, or other body shall be deemed not to be employment for the purpose of (i) above; nevertheless, appointments, nominations for appointment, or co-optations of persons to serve as members of Boards, Syndicates, or other bodies may be reserved under (iii) or (iv) above.

In any case of doubt, the Chair shall decide whether an item of business is reserved and the Chair's decision shall be final. No registered student nor sabbatical officer of a student union recognized by the University shall receive papers relating to any item of reserved business, except that members of any body constituted by Statute, or of any body appointed by such a statutory body, who are a registered student or sabbatical officer of a student union recognized by the University may, if the statutory body so decides, receive minutes of the decisions taken on reserved business.

6. In any Ordinance or Regulation the term 'external member' shall mean any person who at the time of appointment is not qualified to be a member of the Regent House except under Special Ordinance A (i) (a)(ii) nor is an employee of the University or any of its companies or a College.

SPECIAL ORDINANCE A (ix):

Application of bond proceeds arising from the authority granted by Grace 2 of 10 May 2018

1. By Grace 2 of 10 May 2018, the Regent House gave the Council authority to arrange external finance for income-generating projects up to a total amount of £600m. Pursuant to such authority, two bonds (the Bond) were issued in June 2018 by the University in the total sum of £600m (the Bond proceeds). One of these bonds has a fixed-rate coupon and the other a coupon that is linked to the Consumer Price Index.

2. Income-generating projects shall comprise strategic investment opportunities which are expected to generate a positive return on investment in the form of interest, dividends or capital gains (Projects).

3. Projects will be eligible to receive funds arising from the Bond proceeds if, in the opinion of the Council on the advice of its Finance Committee, they:

- (a) form part of the non-operational estate or involve departments within the University engaged in trading activities or parties connected to the University;
- (b) are income-generating including through interest, dividends or realised capital gains with a confidence in the associated cash inflows to a level that is appropriate to the risk of the investment;
- (c) are expected to meet appropriate thresholds of commerciality, delivering either:
 - (i) the same or greater returns (after transaction costs) as projects in the external market that are comparable in their risk and return profile, with a minimum return of 2.35% (being the coupon on the fixed-rate bond issued in 2018); or
 - (ii) a limited reduction to such returns that is expressly identified and justified on strategic grounds and approved as such by the Council;
- (d) have a well-defined and stress-tested business case;
- (e) have clarity of responsibilities, appropriate resourcing, and well-defined governance, monitoring, and reporting arrangements; and
- (f) are consistent with the reasonable expectation that the income generated by the portfolio of all Projects (actual or prospective), taken with the return on investment of Bond proceeds pending their investment in Projects, will:
 - (i) meet the interest and repayment liabilities of the Bond under reasonable downside scenarios; and
 - (ii) deliver a cash return (a) over and above that required to meet the interest and capital repayment requirements of the Bond under a reasonable base case scenario, and (b) consistent with the overall investment risk of the portfolio (taking into account any limited reduction in a Project's return consistent with paragraph (c)(ii) of this section).

4. In advance of investment in Projects in accordance with this Special Ordinance, Bond proceeds will be invested in a range of financial assets which, in the opinion of Finance Committee, offer in

aggregate an appropriate balance of risk and return which is consistent with realisation of those investments in accordance with the anticipated timeframes for investment in potential Projects.

5. Projects and financial assets in which the Bond proceeds are invested will be monitored under the existing processes for the review and oversight of capital and other projects, with regular reports on the use of the Bond proceeds provided to the Finance Committee.