

THE RHODES TRUST

GOVERNANCE PROTOCOLS

Updated by the Board of Trustees:

October 2023

I. Rhodes Trust Roles and Responsibilities

The Rhodes Trust operates under the terms of the Will of Cecil Rhodes, subsequent Acts of the British Parliament, the Horizon Trust Deed and other legal instruments.

The Rhodes Trust is governed and administered globally by four entities: the Trustees (including committees), the Warden, the National Secretaries and the Trust staff. Together, these entities provide the framework within which Scholarship promotion, Scholar selection, alumni outreach, fundraising, and other activities take place. For its operation, the Trust depends crucially upon volunteers in alumni bodies, selection committees and fundraising and is very grateful for their contributions.

The Rhodes Trust does not engage in any unlawful discrimination in any of its operations or selection processes.

The following outlines the overall roles and supporting responsibilities of the four global governance and management entities.

Trustees

Overall the Rhodes Trustees play the following roles, in accordance with the Will of Cecil Rhodes and subsequent Acts of Parliament and other provisions:

1. Act as non-executive directors, overseeing the reputation and financial health of the Rhodes Trust and the Rhodes Scholarships.
2. Determine strategy and policy.
3. Oversee the Warden, who is the Chief Executive Officer of the Trust.
4. Act as ambassadors for the Trust and protect the reputation of the Scholarships.
5. Work to ensure the future of the Trust and the Rhodes Scholarships
6. Provide strategic oversight of the partnerships with which the Trust is engaged from time to time.

These high-level roles translate into the following key functional and administrative responsibilities:

1. Maintain a clear vision for the Scholarship, which guides all actions of the Trust.
2. Determine Scholar selection criteria.
3. Determine policy regarding Scholar costs (e.g. number of Scholarships, length and conditions of funding, degrees that will be funded).
4. Ensure that the Trust works in close co-operation with the University of Oxford.
5. Oversee the financial and investment decisions of the Trust, and ensure completion of annual reporting of Trust finances.
6. Play a leading role in facilitating large gifts to the Trust.
7. Promote the Rhodes Trust within the University of Oxford and more broadly to the UK Government (e.g. Charity Commission).
8. Select, support, advise, monitor performance of, and, if necessary, terminate the appointment of the Warden, subject to the conditions herein.
9. On the advice of the Trustees, the Warden appoints National Secretaries to serve for a period of five years, renewable one time, and the Warden replaces National Secretaries upon conclusion of their

tenure (or during their tenure, as needed).

Warden

The Warden is the Chief Executive Officer of the Rhodes Trust and also serves as Secretary to the Trustees. As such, he or she performs the following roles:

1. Provide mentorship, academic counselling and other support for Scholars while in residence.
2. Work with individual colleges, departments and faculties and the central University, where appropriate, to help Scholars make the most of their time at Oxford.
3. Oversee the day-to-day operation of the Trust, in consultation with National Secretaries and Trust staff.
4. Determine the appointment and succession planning of National Secretaries and co-ordinate their work.
5. Ensure the effective implementation of the Scholarship selection criteria.
6. Oversee development and execution of fundraising strategy.
7. Engage actively with Rhodes alumni, including through alumni associations.

These high-level roles translate into the following key functional and administrative responsibilities:

1. Oversee and support the Scholars' college application and placement processes.
2. Ensure regular contact with current Scholars and support Scholar engagement in Oxford.
3. Monitor the Trust's support to the Scholars and submit recommendations to the Trustees where adjustments are necessary.
4. Lead and co-ordinate the fundraising efforts for the Trust.
5. Ensure that alumni are kept up-to-date regarding the affairs of the Trust, and provide for the meaningful engagement and inclusion of alumni in decision-making processes where feasible.
6. Act as the public face for the Trust for key strategic partnerships and promote the Trust through liaison with third parties (e.g. University of Oxford, donors).
7. Supervise the staff of the Rhodes Trust.
8. Decide on the appointment and replacement of National Secretaries, and support and guide their work for the Trust.
9. Serve as an ex-officio member of all committees of the Trustees.
10. Ensure the physical upkeep of Rhodes House and its vitality as an intellectual and social centre.

National Secretaries

National Secretaries work closely with the Warden and with Rhodes Trust staff dedicated to Selection & Outreach to protect the integrity and promote the interests of the Rhodes Scholarships. Core responsibilities of the role, consistent across all constituencies, are to administer the selection process, constitute selection committees, and decide on outreach strategy and tactics.

Beyond these core responsibilities, the role of a National Secretary may vary across different constituencies, depending on such factors as the size of the constituency and whether it has an organised Rhodes alumni association.

The full range of roles includes:

1. Ensuring active promotion of the Scholarship and overseeing selection of Scholars including the selection, support and monitoring of state/regional Secretaries and Committees.
2. Providing in-country point of contact for all stakeholders associated with the Trust (e.g. candidates, Scholars- elect, current Scholars and alumni).
3. Providing support, encouragement and publicity for in-country alumni and fundraising activities.

These high-level roles translate into key functional and administrative responsibilities, this list being not

necessarily exhaustive. The following responsibilities and activities are generally undertaken by National Secretaries, with any variations by constituency determined in agreement with the Warden:

1. Appoint a Deputy National Secretary or Secretaries, with the concurrence of the Warden.
2. As appropriate, appoint Regional Secretaries, with the concurrence of the Warden.
3. Constitute Selection Committees - whether National, Regional or others as appropriate - and appoint selection committee members, in accordance with the policies, principles and guidance of the Trustees and the Warden.
4. Generally, be responsible for and oversee administration associated with Scholar selection. The National Secretary will structure the selection process to ensure that there is a consistency of approach across the constituency and that Selection Committees are fair and independent.
5. As the in-country point of contact, and in co-ordination with Rhodes House, be available to Scholars-elect and current Scholars to provide guidance, mentorship and caring support.
6. In conjunction with the Warden, act as an in-country public representative of the Trust (e.g. media, general inquiries).
7. Conduct outreach to diverse students from a wide range of institutions & channels, whose degrees qualify students for potential admission to the University of Oxford, to inform them about the Scholarships and encourage them to apply.
8. Communicate and co-ordinate with in-country alumni groups. Where there is or are national or regional Rhodes alumni associations, the role of the National Secretary in such associations will depend upon the rules and bylaws of that/those association(s), subject at all times to the approval of the Trust. This may include:
 - Informing alumni groups of new scholars in a timely fashion.
 - Participating and assisting in publicising for in-country alumni activities.
9. Participate in in-country fundraising activities. With respect to fundraising, the National Secretary, (and Deputy National or Regional Secretaries, if appointed), should take great care to assure that fundraising considerations do not affect the independence and the integrity of the selection of Rhodes Scholars.

Unless replaced by the Warden – in consultation with the Scholarship Committee - during their tenure, National Secretaries shall serve for a period of five years, renewable one time.

The Appointment and Role of the Deputy National Secretary

With the concurrence of the Warden and, as applicable, in consultation with the Advisory Committee, the National Secretary will appoint a Deputy National Secretary from among the Scholars based in the constituency to broaden the base of institutional knowledge.

While the role of the Deputy National Secretary may vary by constituency, they will support and assist the National Secretary in his/her responsibilities as outlined in the Governance Protocols of the Rhodes Trust, and deputise for the National Secretary as required. In addition, the Deputy National Secretary may take responsibility for specific objectives, such as outreach to less represented institutions and individuals, especially to increase the gender, racial, socio-economic diversity of candidates.

It is envisaged that this appointment may form part of succession planning for the National Secretary, although the Warden and Trustees reserve responsibility for appointing the National Secretary.

Tenure: The term of office will be five years, renewable one time.

The Appointment and Role of the Regional/District/State Secretaries

With the concurrence of the Warden, the National Secretary shall appoint the Regional/District/State Secretaries from amongst the Scholars based in the constituency.

While the role of the Regional/District/State Secretary may vary by constituency, all of the secretaries report to, and work in close liaison with, the National Secretary (and Deputy National Secretary/ies, as appropriate).

In general, the Regional/District/State Secretary is responsible for managing the selection process of Scholars within their region, including:

1. Convening the Regional/District/State Selection Committee;
2. Recommending to the National Secretary candidates for appointment to the Regional /District/State Selection Committee;
3. Ensuring that all selection protocols are followed;
4. Leading the analysis of application trends, identification of potential applicants and promotion of the Rhodes Scholarships across their Region;
5. Engaging with the National/Deputy Secretary and other Regional/District/State Secretaries (as applicable) to identify opportunities for enhancements in policies, protocols and business practices in relation to the selection process in the constituency;

Tenure: The term of office will be five years, renewable one time.

Trust Staff

The role of Trust staff is to provide strategic and administrative support to the Warden in execution of the various responsibilities of the Trust. This role translates into the following broad responsibilities, which will vary by particular staff member:

1. Provide for Scholar needs and support of the Warden in his or her pastoral role.
2. Support and co-ordinate the alumni network.
3. Assist in the drafting and distribution of Trust communications.
4. Establish and maintain capital campaigns, annual fundraising and bequest programmes.
5. Produce Trust documents (e.g. Annual Report, Trustee Minutes).
6. Manage events at Rhodes House (internal and external).
7. Manage finances and financial reporting, accounting and other administrative support.
8. Maintain and run Rhodes House, complying with all relevant legislation.
9. Promote Rhodes House as a premium and highly profitable venue.
10. Fulfil all other roles associated with general office management.

II. Trustee Responsibilities

Trustee Joint Responsibilities

Overall the Rhodes Trustees act as non-executive directors of the Rhodes Trust, and constitute its core governance body. They oversee the reputation, financial health, strategy and policy of the Rhodes Trust and Scholarship, as well as overseeing the Warden.

These high-level governance roles translate into the key functional and administrative responsibilities listed under “Rhodes Trust roles and responsibilities” above.

Responsibilities of Individual Trustees

Individual Trustees each accept the following key responsibilities:

Active Attendance at Trustee Meetings:

1. Actively prepare for and attend Trustee meetings three times per year, one of which consists of a full day meeting and dinner.
2. Attend all meetings in person if possible, and otherwise attend by video conference or telephone if necessary.
3. Attend all Committee meetings of which the Trustee is a member, in person, or by telephone or video conference if necessary.
4. Be available via e-mail or telephone or video conference to discuss occasional issues outside regular Trustee meetings.
5. Attend if possible either the Coming Up or Going Down dinner annually.
6. Attend biennial meetings with National Secretaries, as requested by the Warden.

Fundraising & Alumni Relations:

1. View the Rhodes Trust as a significant personal philanthropic priority.
2. Work actively to promote fundraising for the Rhodes Trust.
3. Attend at least one alumni or fundraising event annually and, whenever possible, attend such an event in a Scholar constituency at least every two years.

Advise the Warden:

1. Be available in person, by telephone, or by e-mail to offer counsel to the Warden on key management, strategic, and tactical issues.

Chair’s Responsibilities

In addition to the above mentioned responsibilities for all Trustees, the key role of the Chair is to lead the Trustees and to work with the Warden to ensure that the Trustees are meeting their responsibilities:

1. Support and advise the Warden.
2. Ensure effective relations between the Warden and the Trustees.
3. Create a high-performing group of Trustees and actively manage its composition.
4. Oversee committee creation, leadership and effectiveness.
5. Build a sense of collegiality among Trustees.
6. Lead Trustee meetings, ensuring agenda items are classified by type of input required from Trustees.
7. Facilitate effective Trustee inter-action and implementation of work.
8. Call extraordinary meetings of Trustees as necessary.
9. Conduct short feedback surveys after each Board meeting.

The Trustees may appoint a Deputy Chair to act as Chair in the event of the Chair’s absence.

III. Policies & Procedures of Rhodes Trustees

Meetings of Trustees

The Trustees shall meet as a group at least three times annually.

Trustees are expected to attend all Trustee meetings in person, but may join by phone or video conference if necessary.

A meeting will be considered to have a quorum if at least 50% of current Trustees are in attendance, either in person or by telephone.

Trustee Composition

The following are pre-requisites of the composition of the Trustee Board:

1. There will ordinarily be between 12 and 15 Trustees, to a maximum of 21:
2. At least half the Trustees will be Rhodes Scholars.
3. At least one-third of Trustees will be non-Scholars.
4. At least one quarter of Trustees will have a significant and current University of Oxford connection.

Trustees must all have a strong commitment to the long-term success of the Rhodes Scholarships and will be selected to ensure that all of the following skills are represented among Trustees:

1. Interest in education, scholarship and furthering the vision of the Founder.
2. Experience and expertise in their respective profession.
3. Strategic and leadership skills.
4. Knowledge of and influence in the University of Oxford.
5. Capacity to help mobilise alumni.
6. Ability to solicit and/or provide substantial philanthropic funds.
7. Knowledge of asset and/or endowment management.
8. Ability to influence UK government or other governments where necessary.
9. Experience with financial audit.
10. Understanding of the law and legal implications (but not formal counsel to the Trust).
11. Experience or expertise in managing reputational risk.

In Trustee selection, consideration shall be given also to geographical spread, gender, ethnicity and professional background.

No current National Secretary shall be a sitting Trustee; any current National Secretary elected to the Trustees shall resign his or her post as National Secretary prior to joining the Trustees.

Trustee Nomination and Appointment

The decision to appoint a new Trustee will be approved by consensus among the full body of Trustees.

The Governance Committee will oversee the process of Trustee nomination, compiling a shortlist of individuals, in consultation with the Warden.

The global community of Scholars will be informed and consulted regarding the appointment of the Chair of the Trustees.

Trustee Terms

Trustee terms will be four years with two renewal opportunities, to a maximum of 12 years.

Terms will be staggered, with an aim of a number of Trustee terms expiring annually, requiring either renewal or election of a new Trustee.

A Trustee may be asked to remain for more than the 12-year maximum, but only by resolution of the Trustees, and for no more than two further years.

If a Trustee has acted, or is alleged to have acted, in a way which the other Trustees, in their discretion, consider negatively affects, or may negatively affect, the Trust's reputation, they may require that this individual stand down either permanently or, where appropriate, pro-tem while any investigation is being carried out.

Avoidance of Conflicts

Actual and apparent investment conflicts will be avoided through adherence to the following guidelines:

1. All Trustees will be asked to complete an annual declaration of financial, professional and personal interests which may present a conflict with either investments or issues they may need to consider in their role as a Trustee.
2. The internally managed portfolio (IMP) of the endowment cannot be invested in any funds or securities with which a Trustee is directly associated.

Trustee Emeritus Role

The appointment of a Trustee Emeritus allows a Trustee to remain engaged in the oversight and administration of the Trust in exceptional cases.

Individual appointments would be for a 4 year period with indefinite renewals allowed, and both appointment and renewals require the support of existing Trustees.

Nomination of a retiring Trustee for consideration or renewal as a Trustee Emeritus can be made by any existing Trustee to the Governance Committee, who will make a recommendation to the full Trustee group.

A Trustee Emeritus cannot vote as a member of the Trustees, but will be invited to Trustee meetings on an ad hoc, as needed basis, and will have access to all Trustee papers regardless of meeting attendance.

Committees

Trustee governance will be supplemented through activities of Committees that will make recommendations to the full Trustee body:

1. Finance and Investment Committee
2. Campaign Committee
3. Governance Committee
4. Audit & Risk Committee
5. Academic Committee
6. Scholarship Committee
7. Partnership Committee
8. Remuneration Committee.

In consultation with the Chair, the Governance Committee will be responsible for reviewing and making any necessary changes to committees as required; members, Chairs, and Committees may be modified at any time by resolution of the Trustees.

Committees may include non-Trustee members when approved by resolution of the Trustees.

Committee Chairs shall serve for a period of four years, with two renewal opportunities, to a maximum of 12 years.

I. Finance and Investment Committee

The Finance and Investment Committee advises the Trustees on all aspects of investment strategy, investment risk management and controls, budgeting and financial statements.

Specific responsibilities include:

1. Advise the Trustees on investment strategy, objectives and asset allocation.
2. Liaise with external asset managers (e.g. Oxford University Endowment Management Limited-OUem) to ensure effective asset allocation and investment.
3. Monitor performance, controls and legal compliance.
4. Aid development efforts through explaining finance management, as needed.
5. Review the budget and monitor performance against it.
6. Recommend stipends and the level of other Scholar support in conjunction with the Academic Committee.
7. Assist in negotiating fee arrangements within the University of Oxford.
8. Review investment and development activities.
9. Ensure that, in respect of the investment strategy, appropriate risk assessment and modelling, risk management and asset allocation techniques are in place and rigorously executed.
10. Ensure all necessary policies are in place and up-to-date, and compliance measures are taken.

The Finance and Investment Committee will ordinarily meet at least quarterly.

Target membership is five, with a minimum membership of four and maximum membership of eight; at least three committee members must be Trustees.

All members should have significant experience in finance, asset management, audit or risk management.

At least two should have direct experience with endowment management.

At least one should have a strong Oxford connection.

II. Campaign Committee

The Campaign Committee advises the Trustees and Warden on development strategy and leads the fundraising efforts of the Trust to achieve the goals of the 125th Anniversary Campaign.

The Chair of this Committee will be a Trustee. The Chair is responsible for the co-ordination of all activities of the Committee, as well as reporting back to the full body of the Trustees.

A majority of all members shall be Rhodes Alumni and they will represent the diversity of the Rhodes community.

Additionally, the Committee will be composed of other distinguished leaders with relevant expertise, fundraising experience and success, Oxford connections, donor connections and deep local connections and prominence in target geographies.

Specific responsibilities include:

1. Advise the Trustees and the Warden on development strategy and policy.
2. Participate in defining public messaging around the 125th Anniversary campaign, the Scholars Fund (annual fundraising) and the planned giving programme, (also known as bequests and legacies).
3. Lead, oversee and assist in the solicitation of gifts from fellow Rhodes Scholar Alumni and other donors.
4. Lead the fundraising efforts of the Trust through personal financial contributions, recruiting volunteers and monitoring overall execution of the campaign strategy.

Members are expected to maintain an active relationship with the Warden and the Director of Global Engagement and team and other advisers, volunteers and representatives in Rhodes constituencies.

Campaign Committee members will:

1. Meet at least quarterly (normally through video conference)
2. Be available to support Rhodes Trustees and staff activity on an ad hoc basis.
3. Make major gift prospect introductions (ideally 5-10 per year) and gift asks (ideally 3-5 per year).
4. Make their own personal gift towards the campaign.

Successful Campaign Committee members typically contribute circa 3 hours per month.

Members will be invited once a year to an in-person Committee meeting and to the Warden's Dinner at Rhodes House.

1. Members will serve 3-year terms, renewable up to 2 times, for a maximum of 9 years.

Members will be invited to engage with the Rhodes Trust community around the world, including participation at Rhodes House and international Rhodes events.

The Campaign Committee and Chair will be supported in all their activities by the Director of Global Engagement of Rhodes House and other Rhodes House staff members.

III. Governance Committee

The Governance Committee advises the Trustees and the Warden on governance arrangements, Trustee and staff evaluations, related governance and management issues, and oversees the process of shortlisting for Trustee positions, including the Chair of the Trustees.

The Governance Committee will target membership of five Trustees, with a minimum membership of four Trustees and maximum membership of six (including non-Trustee members).

Specific responsibilities include:

1. Oversee the further refinement and occasional review of Governance Protocols, including relating to the role of the Trustees, Warden and National Secretaries.
2. Oversee the identification, selection, orientation and termination of appointment for a potential or existing Warden.
3. Nominations for Warden will be solicited from the full alumni body and others.
4. In the normal case, a search firm will be employed to help guide the search and ensure that the

position is publicly advertised.

5. In the event that no suitable Warden is found in an initial search, the Trustees may exceptionally appoint an acting Warden.
6. There must be a resolution of the Trustees in order to select a Warden.
7. By resolution, the Trustees may choose to terminate the appointment of a sitting Warden.
8. Oversee process of nomination for positions as Trustees, including as Chair of the Trustees, and (in consultation with the Warden)
9. Solicit nominations from alumni, Trustees, Warden and potentially others.
10. Compile shortlist based on nominations and the committee's own due diligence.
11. Conduct Trustee evaluation at least once every two years.
12. Communicate responsibilities of being a Trustee to all Trustees.
13. Oversee outward communication of Trustee policies and developments.
14. Provide support, advice and feedback to Warden
15. Run an annual formal feedback process.
16. Facilitate *ad hoc* interactions with the Warden for advice and support.
17. Support the Chair in facilitating the process by which the Warden and senior staff set annual priorities and key performance indicators.
18. Advise Chair of Trustees in evaluating the Warden's performance annually against established priorities and indicators.
19. Set the Warden's salary.

The Governance Committee shall meet at least twice each year. When the Governance Committee is addressing sub-points 3.2,3.11,3.12 above, the Warden shall absent him/herself from the Committee meeting.

The Chair of the Rhodes Trustees shall sit on this Committee.

Membership will include alumni, non-alumni and those with Oxford ties.

All members of this committee shall be prepared to provide support to the Warden as needed.

Members should have experience encompassing:

1. At least one with experience as a CEO or in CEO coaching, if possible.
2. At least one with experience at Oxford.

IV. Audit & Risk Committee

The Audit & Risk Committee completes the annual internal audit of Trust Finances and advises the Trustees on all aspects of risk management (e.g. identification, mitigation and response).

Specific responsibilities include:

1. Agree the annual internal audit process to ensure all necessary policies and controls exist and are being effectively implemented.
2. Agree the appointment of the external auditor, the mandate for the external audit, and receive the external audit report on behalf of the Trustees.
3. Develop standardised risk reporting materials for the Trust.

4. Complete annual risk review to ensure comprehensive risk identification and mitigation processes across risk categories (e.g. financial, reputational, brand).
5. Report annually to Trustees regarding risk assessment across categories.
6. Work with Finance and Investment Committee to ensure that appropriate risk assessment and modelling, risk management and asset allocation techniques are in place and rigorously executed.
7. Develop specific response strategies to respond to risks as needed.
8. Ensure that the Trust has in place suitable policies in relation to its affairs, and that in relation to each of such policies, an appropriate Committee has assumed responsibility for keeping that policy up-to- date.

In the event of serious risk being identified or experienced, the Audit and Risk Committee will refer it to the Chair for consideration.

The Audit and Risk Committee shall ordinarily meet at least three times each year and on an ad-hoc basis as deemed necessary by the Chair of Committee and/or Chair of the Trust.

Target membership is five Trustees, with a minimum membership of four (including non-Trustee members) and maximum membership of eight (including non-Trustee members); at least three committee members must be Trustees.

All members should have significant experience in one of audit, risk management or public relations:

1. At least one should have direct experience of leading an audit process.
2. At least one should have a strong Oxford connection.

V. Academic Committee

Members of the Academic Committee offer advice to the Warden and the Trustees on all aspects of what is necessary to ensure that the Rhodes Scholarship remains in perpetuity a scholarship of the highest quality and standing, especially with regard to the Trust's relationship with the University of Oxford and its divisions and departments and with regard to matters relating to the academic trajectory and performance of individual Scholars. Academic Committee members will assist the Warden in monitoring the performance of the Scholarship and setting performance goals and indicators as appropriate.

The Academic Committee has the following specific responsibilities:

1. To monitor the placement of Rhodes Scholars-elect in graduate courses and colleges and to provide feedback to the Scholarship Committee concerning selection standards as necessary.
2. To monitor the academic progress of Scholars in Oxford.
3. To advise on appropriate academic support and mentorship for Scholars-elect and current Scholars.
4. To advise on relations with the University and its divisions, departments and colleges in matters pertaining to the academic placement and flourishing of Scholars in Oxford.
5. To monitor trends across departments, divisions and degrees; to advise on the trajectory of individual Scholars to doctoral work including recommendations for third year of Scholarship and fourth year fees.
6. To advise on criteria for and approval of applications for Rhodes Service Year and to monitor the quality of Service Year experiences.
7. The Committee may, from time to time, offer proposals to the Warden concerning the offering of particular degrees or combinations of degrees (any conflict of interest arising for any Committee member must be declared).
8. To monitor the overall experience of Scholars in Oxford, especially through the experience survey.

9. To serve as a sounding board for the Warden on different personal and academic matters arising within the Scholar community, including on the Scholar Code of Conduct, and to carry out its role as set out in section 10 of that Code.

The Academic Committee shall liaise with other Committees on key topics, to include: with the Scholarship Committee on matters which reflect back on selection, with the Finance Committee on matters concerning value of stipend as this affects the Scholar experience and through the Dean of the Rhodes Scholarship on matters of concern to the Audit & Risk Committee. At least one member of the Academic Committee shall serve on the Scholarship Committee.

The Academic Committee shall meet at least on a termly basis and normally four times a year.

Whilst the remit of the Academic Committee is largely to advise on the academic experience in Oxford, it is expected that members will interest themselves in the overall arc of the Scholar experience in Oxford including the Character, Service, Leadership programme and other Rhodes House programming offered to Scholars.

Membership will comprise all Oxford-based academic Trustees and, at the discretion of the Warden and the Chair, other University staff members whose expertise will enhance the academic mission of the Trust and the Scholar experience in Oxford.

The Chair of the Academic Committee will be an Oxford Trustee.

VI. Scholarship Committee

The Scholarship Committee advises the Warden and the Trustees on all aspects of what is necessary to ensure that the Rhodes Scholarship remains in perpetuity a scholarship of the highest quality and standing, especially with regard to matters of Scholar selection, Scholarship distribution, and external perception of the Scholarships.

The Scholarship Committee also has the following specific responsibilities:

1. To provide support and guidance to National Secretaries and Selection Committees.
2. To oversee the monitoring of the performance of the Scholarships, setting performance goals and indicators where appropriate and benchmarking against other major scholarship programmes.
3. To track global Scholarship numbers and distribution and develop policies to ensure competitiveness.
4. To advise the Warden and Office of Selection and Outreach on data to be tracked in order to evaluate the excellence, diversity and inclusiveness of the Scholarship across all constituencies and the support it receives from applicants.
5. To recommend to the Board of Trustees, where appropriate and in light of any advice given under 2.4 above, any action the Trust might take which the Committee considers would enhance such excellence, diversity, inclusiveness or support.
6. To co-ordinate with the Academic Committee and close the loop with National Secretaries to ensure selection processes are designed to yield Scholars who are admissible to and will thrive at Oxford and beyond.
7. To review periodically and provide guidance on rules of eligibility and interpretation of selection criteria.
8. To support the Warden and the Director of Selection and Outreach in liaising closely with and clarifying the duties of National Secretaries, Deputy Secretaries, Selection Committees, and National Advisory Committees.

9. To advise the Warden on Selection Committee composition, training, and performance.
10. To provide strategic input on the design and launch of outreach programmes to prospective applicants, including specific efforts around the number and diversity of candidates.
11. To advise the Warden and Trustees on policies and practices ensuring that all constituencies are established and operate with high standards of integrity, excellence and consistency, where appropriate.

Each committee member is expected to participate in or observe selection once every two years, in consultation with the Warden.

The Scholarship Committee shall ordinarily meet at least twice annually.

Scholarship Committee members shall serve staggered five-year terms, renewable once.

Target membership is six, with a minimum membership of five and maximum membership of eight.

Committee members should have a diversity of experience, with the following guidelines:

1. At least three committee members must be Rhodes Trustees.
2. At least two shall have current Oxford connections and knowledge, with one being a senior Oxford academic who also serves on the Academic Committee.
3. At least three committee members should have Rhodes selection experience in different constituencies, including at least one current or former National Secretary.
4. At least one should be a Rhodes Scholar elected no more than 15 years prior to their initial appointment to the committee.

VII. Partnerships Committee

The Partnerships Committee ensures appropriate Board-level strategic oversight and informed engagement with each partnership programme and of its involvement with the Rhodes Scholarship and the broader fellowship of fellowships.

The Committee has the following specific responsibilities:

1. Advises the Trustees and the Warden on matters in relation to the activities of the Trust which are carried out in collaboration or association with other philanthropic institutions and organisations.
2. Oversees such associated activities on behalf of the Trustees as a whole and provides regular updates to the full Board.

Specific responsibilities include:

1. To receive reports from the Warden and/or the Deputy Warden for Finance, Operations and Partnerships (DWFOP) on each of the Core Partner Programmes at least annually.
2. To monitor the progress of each Core Partner Programme against strategic plans or projections that have been approved by its governing body, and the success of each in meeting its core mission and objectives.
3. To review the contribution (both financial and non-financial) that the Trust is making to each of the Core Partner Programmes as well as the contributions (both financial and non-financial) the Trust receives in return, and to monitor compliance with the provisions of the relevant agreement or agreements constituting such Core Partner Programme.
4. To advise the Warden and/or the DWFOP on potential opportunities to strengthen or enhance

any of the Core Partner Programmes, or the Rhodes Scholarship, by collaborating with or learning from each other.

5. To review the Trust's operating model for managing Core Partner Programmes and advise on ways it can be made more efficient and effective.
6. To review the contractual and other legal and constitutional obligations which the Trust has accepted in relation to the governance and management of each Core Partner Programme falling within its remit in order to ensure compliance by the Trust with these obligations, and to advise the Warden, DWOP and Board of Trustees regarding any necessary renewals of or potential modifications to these arrangements.
7. To review the financing of any activity carried on as part of any Core Partner Programme, where funding for such activity is ultimately the responsibility of the Trust, and to ensure that all expenditure incurred as a result of such activity is maintained within budgets set for it by the Trust.
8. To consider whether any aspect of any of the Core Partner Programmes might conflict with any relevant contractual or other legal or constitutional obligation or any of the Trust's other activities, or might otherwise adversely affect any of the other responsibilities of the Trust, or might have any reputational or other impact upon the Trust or the Rhodes Scholarships. The Partnerships Committee shall seek input from the leadership of Core Partner Programmes and from Communities of Practice established by the Trust to promote learning and collaboration across the fellowship of fellowships.

The Partnerships Committee may from time to time hold joint meetings with members of the governing bodies of Core Partner Programmes.

The Partnerships Committee shall consist of 3-5 Trustees. The Warden and the DWFOP shall both be ex officio members of the Committee.

The Partnership Committee shall ordinarily meet three times per year and in advance of each Trustee Board, to allow a summary and minutes to be shared.

VIII. Remuneration Committee

The Committee comprises the Chairs of the Board, Audit and Risk Committee, Finance and Investment Committee, and Governance Committees supplemented by at least one UK based Trustee with sufficient expertise and experience of the UK employment and benefits landscape, along with a co-opted remuneration specialist.

The Committee is responsible for determining and overseeing the remuneration of the Senior Leadership Team and the implementation and delivery of the Human Resources Strategy. This includes:

1. Determining the salary, benefits, and terms and conditions of the Warden/Chief Executive and members of the Senior Leadership Team and ensuring that they are fairly rewarded for their individual contribution to the Trust, having proper regard to the Trust's financial circumstances and performance.
2. Determining appropriate operational and strategic targets against which performance can be assessed.
3. Determining salary increases and performance related payments to the Warden and to members of the Senior Leadership Team in consultation with the Warden.
4. Approving the annual bonus pool and once approved delegating authority to the Warden to allocate that pool by agreement with the Chair.

5. Approval of the annual cost of living pay award and the Trust's overall remuneration strategy.
6. Confirmation of discretionary pay awards and bonus payments to strategic partners as approved by their own governance arrangements. The Rhodes Trust Board of Trustees is responsible for oversight of all remuneration decisions under the auspices of the Remuneration Committee.
7. Approval of non-contractual benefits
8. Approving any employment related non-contractual benefits and to ratify any decisions made in between meetings delegated to the Chair of the Committee.
9. In consultation with the Warden, scrutinising and approving any termination payments to members of the Senior Leadership Team and approving any termination payments. The Warden is not involved in considering any termination payments in relation to himself.
10. Determining the pension arrangements for all staff.
11. Monitoring the arrangements of the Pension Schemes.
12. Examining proposals for any alteration to terms and conditions of service which will substantially affect the staff employed within the Trust.
13. Determining and recommending the Human Resources Strategy and associated Action Plan ensuring its relevance to the Trust for approval by the Board and that it takes into account capacity building, succession planning and its relevance to recruiting and retaining high performing staff and is supportive of the commitment to personal and professional development of the workforce.
14. Reviewing from time to time and making recommendations to the Board on the most appropriate methods to be used for the conduct of performance evaluations.

The Committee is responsible for monitoring HR performance as follows:

1. The performance and delivery of all people management strategies.
2. HR key performance indicators, including trend analysis, implications of trends and ensure performance indicators are relevant and sufficiently challenging.
3. To receive regular updates on the work of the Human Resources Department.

The Chair of the Committee will be the Chair of the Board.

Meetings shall be held not less than three times a year.

The Committee is authorised by the Board to obtain external legal or other independent professional advice.

Trustee Performance Review

The Trustees shall review their performance as a group every two years.

The Governance Committee shall lead the review process.

The review process is set by the Trustees at large, upon the recommendation of the Governance Committee, and is subject to revision at any time upon resolution of the full body of Trustees.

Warden Performance Review

The Warden's performance will be reviewed annually in July of each year.

The Chair will lead the review process in co-operation with the Governance Committee.

In consultation with the Warden, the Chair will propose annual objectives, which must be approved by the Governance Committee; the Chair will then complete the performance assessment and report results to the Governance Committee.

Results of the annual performance assessment will be presented to a meeting of all Trustees, following sign-off from the Governance Committee.

Country Advisory Committees (*in jurisdictions where this is applicable*)

The Warden may appoint and convene an Advisory Committee in a country in consultation with the Chairman of the Trustees, the relevant National Secretary and others.

In-country alumni associations can put forward recommendations for Advisory Committee members to the Warden, Chair and relevant National Secretary.

Members serve for five years, renewable once.

The Warden will ensure that each Advisory Committee is balanced and diverse and comprises a maximum of nine members.

The Advisory Committee advises the Warden and National Secretary about:

1. The standing and reputation of the Scholarships and their enhancement to its jurisdiction.
2. Fairness and effectiveness of selection processes, including in relation to under-represented categories and institutions.
3. The effectiveness of contact and communication, including with Rhodes alumni and potential applicants.
4. Recruitment of a new National Secretary.
5. Any other matter of specific relevance to a given constituency.

Advisory Committees do not represent or bind the Trust in any way.

Trustee & Warden Relationships with National Secretaries

The Warden will appoint National Secretaries after consulting with various stakeholders.

The Warden will consult with the Chair of the Scholarship Committee, as they have a particular interest & expertise overseeing the remit of scholar selection, as per the Committee's Terms of Reference.

The Warden will consult the Country Advisory Committee if it exists, or may consult or solicit the views of relevant alumni where practicable before making a decision on a proposed appointment of a National Secretary.

Future appointments of National Secretaries will be for five-year terms, renewable for one additional term. However, the Warden retains the discretion to exceed ten-year terms where circumstances justify.

The Warden shall meet at least biennially with the full body of National Secretaries.

The Scholarship Committee shall liaise closely, through the Warden, with the National Secretaries.

Guidelines on the Composition of Selection Committees

The Rhodes Trustees do not prescribe rigid rules for the composition of Selection Committees, but they consider that the following principles should generally apply:

1. A Selection Committee should normally total seven, with an upward limit of nine.
2. The person chairing the Committee should not be a Rhodes Scholar.
3. The Committee should be as close to gender parity as possible, in the context of these principles.
4. In a culturally, racially or ethnically diverse community, the Committee should broadly reflect the constituency.
5. The Committee should, if possible, include among its members a Rhodes Scholar with recent experience of Oxford.

It is important that there be turnover as well as continuity in Selection Committees. Whilst the term of Selection Committee members should be determined in each constituency to take account of local circumstances, it is recommended that, with the exception of the National and/or Regional Secretary:

1. Members are appointed to the Committee for one year, renewable five times
2. and a member should not serve for more than five consecutive selections
3. After a break of at least one year, Committee members may then be re-invited for a further period of five years.

Diversity by discipline and professional field is important – such diversity should broadly reflect the situation in the constituency. Members of a Committee should include some with strong backgrounds in both the humanities/social sciences and the physical/medical sciences (so as to be able to question and assess candidates in their chosen fields), as well as members drawn from the business community and the professions.

Relationship of the Trust with the Global Community of Rhodes Scholars

The Trustees will invite members of the global community of Scholars and others to nominate individuals for the position of Warden whenever that position is, or is becoming, vacant.

The Trustees will welcome recommendations from in-country alumni organisations, but will reserve final decision to the Warden or, if they think fit, themselves, on National Secretary, Deputy and Selection Committee positions.

The Governance Committee shall invite the alumni community to make nominations for potential new Trustees (including Chair of the Trustees) in case of vacancy.

Use of the Rhodes name by the global community of Scholars:

1. While the Trust has always recognised, and will continue to recognise, that Rhodes Scholars have strong views and a willingness to speak out, the Rhodes name must be used thoughtfully and with some limitations.
2. Any Scholar or group of Scholars hoping informally to use the name in relation to a particular interest or point of view may do so as long as they clearly indicate that they represent a group of individual Scholars, rather than an effort of the Rhodes Trust.
3. An alumni association or related group may apply for a formal licence to use the Rhodes symbol or name; any exceptional cases must seek Trustee approval to use the symbol or name.