

# UNIVERSITY OF HERTFORDSHIRE HIGHER EDUCATION CORPORATION

## BOARD OF GOVERNORS

(Amendments to the version published previously are shown in italics.)

### A QUORUM

7, of whom 4 shall be Independent Members (Article 7.2.1.1 refers<sup>1</sup>)

If a meeting is quorate but less than half the members present are independent members a majority of the independent members present shall be able to require that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision<sup>1</sup>.

### B TERMS OF REFERENCE

B.1 The terms of reference on the Board are set out in Article 3.1 of the Articles of Government of the University of Hertfordshire, which states<sup>1</sup>:

“3.1 The Board of Governors shall be responsible for:

- (a) the determination of the educational character and mission of the University and for oversight of its activities;
- (b) the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets;
- (c) approving annual estimates of income and expenditure;
- (d) the appointment, grading, suspension, dismissal, appraisal and determination of the pay and conditions of service of the holders of senior posts; and it will also determine the composition and structure of senior management together with the assignment of other senior posts and be responsible for the appointment, grading, suspension, dismissal, appraisal and determination of the pay and conditions of service of any senior posts so designated;
- (e) setting a framework for the pay and conditions of service of all other staff.”

### B.2 Freedom of Speech

The University is committed to the promotion and protection of academic freedom of speech, within the law (in line with the provisions of the Higher Education (Freedom of Speech) Act 2023). The University endorses the view that to yield upon this basic freedom is to betray one of the fundamental principles upon which all institutions of learning should be founded. Therefore, all academic staff shall have freedom within the law to question and test received wisdom and to put forward new ideas and controversial or unpopular opinions, without placing themselves at risk of being adversely affected by losing their jobs or privilege at the University or experiencing a reduction in the likelihood that they would secure a promotion or different job at the University.

### B.3 Business to be discharged

In fulfilling its responsibilities, the matters to be considered by the Board will include but are not limited to those listed in the following table.

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<sup>1</sup> UPR AS01 'Articles of Government' (GV01-Articles of Government-v02.0)

#### Board of Governors

Last amended: 15 July 2025

References: Board of Governors - From 7.12.88 Minutes 4, 18.1, 28.3, 40.4, 190, 209, 225, 239, 256.1 and 264 refer.

From 23.3.93 Minutes 1, 4.2, 516.3, 530.4, 624.7; 664; 667; 714.3; 715, 9; 805; 877; 887.6.1; 986.3; 158.7, 251; 243 and 252, 20 October 2009; 321, 23 March 2010; 360, 23 June 2010, 479, 22 March 2011; 144.1, 6 May 2014, refer

<p><b>Academic character and vision</b> Academic quality, curriculum and embedding of business-facing agenda, Postgraduate research experience survey, Student achievement, performance and continuation, Student appeals to the Board and the Office of the Independent Adjudicator, Student Experience (including student admission, graduate employment, employability, National Student Survey, student residential accommodation),</p>	<p><b>Finance</b> Annual Accounts of the University of Hertfordshire Group, Annual Report, Budget, Items outside budget, Capital projects/expenditure, Commercial activities, plan and review, Finance Management Report, Merger/acquisition, National/regional economic agenda, Revenue expenditure, Student recruitment, UH Holdings Limited Group: performance, income strategy, Joint Ventures,</p>
<p><b>Students' Union</b></p>	
<p><b>Employment</b> Annual Report - People and Culture, Employment Law provisions and update, Employment policy (University and wholly-owned subsidiary companies), Employment, Human Resources Strategy, Major Restructuring, Staff Survey, Talent Management Strategy, Pensions,</p>	<p><b>Strategy</b> Annual Report – Sustainability and Environment, Community Engagement Strategy, Corporate Social Responsibility, Estates strategy, International Engagement strategy, Strategic Plan, Key Performance Indicators, Market position, entry grades, fees policy, scholarships, bursaries,</p>
<p><b>Business-facing agenda</b> Employer engagement, applied research, intellectual property (including associated funding initiative, consultancy, continuing professional development), Subsidiary companies, annual review,</p>	<p><b>Policy and regulation</b> Equality and diversity, Regulatory framework, additions/revisions requiring Board approval, Annual Report - Director of Health and Safety, Health and Safety Statistics, Compliance with all OfS conditions of registration</p>
<p><b>Governance</b> Constitutional matters, Committee of University Chairs, Staff and student appeals to the Board and Office of the Independent Adjudicator, Statement of Primary Responsibilities,</p>	<p><b>Reports from committees</b> Receipt of advice from committees on reserved items,</p>
<p><b>The University Court.</b></p>	<p><b>Risk.</b></p>

**Board of Governors**

**Last amended:** 15 July 2025

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## C COMPOSITION

The composition of the Board is set out in paragraph 3 of the Instrument of Government<sup>2</sup> which states:

### “3 Membership of the Board of Governors

- (1) The Board of Governors shall consist of:-
  - (a) not less than twelve **(12)** and not more than twenty-four **(24)** members appointed in accordance with the following provisions in 3(2) – 3(6); and
  - (b) the Vice-Chancellor, unless he or she chooses not to be a member.
- (2) Of the appointed members:-
  - (a) up to thirteen **(13)** shall be independent members;
  - (b) one **(1)** shall be a teacher nominated by the Academic Board following election by the academic staff as a whole;
  - (c) one **(1)** shall be a student nominated by the Trustees of the University of Hertfordshire Students’ Union;
  - (d) at least two **(2)** and not more than nine **(9)** shall be co-opted members who shall be persons nominated by the members of the Board of Governors who are not co-opted members. Of these co-opted members at least one **(1)** shall be a person who has experience in the provision of education and one **(1)** a member of the professional staff nominated by the professional staff by means of an election by the professional staff as a whole.”

Therefore, the composition is as follows:

#### Category

1	Up to thirteen <b>(13)</b> Independent Members	13
2	Vice-Chancellor (ex officio)	1
3	A teacher nominated by the Academic Board following election by the academic staff as a whole	1
4	A student nominated by the Trustees of the University of Hertfordshire Students’ Union	1
5	At least two <b>(2)</b> and not more than nine <b>(9)</b> Co-opted Members nominated by the members of the Board of Governors who are not Co-opted Members, of whom at least one <b>(1)</b> shall be a person who has experience in the provision of education and one <b>(1)</b> a member of the professional staff nominated by the professional staff by means of an election by the professional staff as a whole	<u>2-9</u> 18-25

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<sup>2</sup> UPR GV04 ‘Instrument of Government’ (GV04-Instrument of Government-v02.0.doc.doc)

#### Board of Governors

Last amended: 15 July 2025

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## D GOVERNANCE AND OPERATION OF THE BOARD

The Articles of Government<sup>1</sup> provide as follows.

### “6 APPOINTMENT OF CLERK TO THE BOARD OF GOVERNORS

6.1 The Clerk to the Board of Governors shall be the Secretary and Registrar of the University who shall be a member of the full-time staff of the University.”

### 7 MEMBERSHIP AND PROCEDURES OF THE BOARD

#### 7.1 Membership

##### 7.1.1 General

7.1.1.1 Every vacancy in the office of Member of the Board of Governors shall, as soon as possible, be notified to the proper nominating body.

##### 7.1.2 Pecuniary, family and personal interests

7.1.2.1 No member of the Board of Governors shall take or hold any interest in any property held or used for the purpose of the University otherwise than as a trustee thereof or receive any remuneration for his services provided that the Vice-Chancellor and the members appointed by the staff may receive remuneration for their services as members of the staff of the University. This requirement shall not prevent the Board of Governors considering and voting upon proposals for the Corporation to insure the members of the Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premiums.

7.1.2.2 If any member has any pecuniary interest, direct or indirect, in any contract or proposed contract or other matter and is present at a meeting of the Board at which the contract or proposed contract or other matter is the subject of consideration, he/she shall at the meeting, as soon as practicable after the commencement thereof, disclose the fact and shall not take part in the consideration or discussion of, or vote on any question with respect to, the contract proposed contract or other matter.

7.1.2.3 If any member has family or other personal interests in any matter under discussion he/she shall declare such interests and shall take no part in the consideration of the matter.

#### 7.2 Procedures

##### 7.2.1 General

7.2.1.1 The Board of Governors shall, in addition to holding a meeting at least four times in every calendar year, hold such meetings as may be necessary for the efficient discharge of its duties. The Board, having determined that it should have a total membership not exceeding the number permitted in the Instrument of Government, the quorum for meetings of the Board of Governors shall be seven (7) members of whom four (4) shall be Independent members. If a meeting is quorate but less than half the members present are independent members a majority of the independent members present shall be able to require that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.

7.2.1.2 Members of the Board of Governors shall not be bound in their speaking and voting by mandates given to them by any other body or person. There shall be no provision for attendance or voting by proxy.

#### Board of Governors

Last amended: 15 July 2025

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- 7.2.1.3 The Corporation, as the appointing authority for appointments subsequent to the initial appointments, shall adopt the same procedures for quorum as for other functions of the Board. Seven days' notice shall be given for any meetings called to make appointments and voting on all appointments shall be on the basis of an absolute majority of all members of the Corporation, whether or not taking part in the vote. Where the independent members are the appointing authority they will form a Committee of which five shall constitute a quorum. Appointments will be made on the basis of an absolute majority of members of the Committee whether or not taking part in the vote. There shall be no provision for attendance and voting by proxy.
- 7.2.2 Chairman and Deputy Chairman
- 7.2.2.1 The Board shall elect from among the members, other than staff and student members, a Chairman. It may also if it wishes elect another member to be Deputy Chairman. If both Chairman and Deputy Chairman are absent from any meeting the members present shall before any business is transacted choose one of their number other than a member of staff, a student or the Vice-Chancellor to preside at that meeting.
- 7.2.3 Convening of Meetings
- 7.2.3.1 At least seven clear days' notice of meetings shall be given and such notice shall specify the date, time and place of the meeting and the business to be transacted. The agenda shall be subject to the agreement of the Chairperson.
- 7.2.3.2 Notice of meetings shall be left at, or sent by post to, the usual residence of each member of the Board of Governors or published to any or all of the members of the Board of Governors by electronic mail sent to the e-mail address notified for this purpose by the members concerned or by means of other electronic media, but want of service of notice on any member shall not affect the validity of the meeting.
- 7.2.3.3 The Chairman or any three Governors may for any cause which seems to him/her or them sufficient require an emergency meeting to be convened by giving notice in writing as defined in 7.2.3.2 to the Clerk to the Board of Governors specifying the business to be transacted. In such a case the period of seven clear days may be reduced at the discretion of the Chairman to 48 hours.
- 7.2.3.4 All meetings shall be convened by the Clerk to the Board of Governors.
- 7.2.4 **Proceedings of meetings**
- 7.2.4.1 Except where material relates to named members of staff or students, or prospective members of staff or students, or to matters which the Board of Governors or any committee thereof as appropriate is satisfied should be dealt with on a confidential basis, the Clerk to the Board shall make available for inspection by students and staff of the institution: agenda, draft minutes, if they have been approved by the Chairman of the meeting, signed minutes, reports or papers considered at the meetings.
- 7.2.4.2 A minute book shall be kept by the Clerk to the Board and minutes of all proceedings of the Board shall be entered therein including resolutions authorising writings or deeds to be executed on behalf of the Board.
- 7.2.4.3 Every matter coming before a meeting of the Board shall be decided by a single majority of those present and voting on a show of hands. In the event of an equality of votes at any meeting of the Board the Chairman of the meeting shall have a second and ~~or~~-casting vote.

**Board of Governors**

**Last amended:** 15 July 2025

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7.2.4.4 Members of staff or of the student body shall withdraw, unless the Board permits them to stay, from any meeting of the Board of Governors or of its committees where a named member of staff or student, or prospective member of staff or student, is being considered. The Vice-Chancellor may also be required to withdraw from any meeting or part thereof where his/her own position is under discussion. Observers and persons in attendance shall not be permitted except by specific invitation of the Chairman of the meeting.”

## MEMBERSHIP

(NOTE: The structure of the Board of Governors may be varied, but must at all times be consistent with the composition arrangements defined in the University’s Articles, Instrument of Government and UPR GV19. The maximum membership permitted by the Instrument of Government is 25 and the Board has determined that its total membership will normally be in the range (15 – 19 members).

Each independent member appointed under the categories detailed below, will serve an initial Term of Office of 3 years. An immediate second Term of Office may be served by mutual agreement of the independent member, the Chair of the Board of Governors and the Board.

In order to provide flexibility, enable diversity and to allow effective succession planning, having served two 3 year Terms of Office, an extension to an independent member’s Terms of Office may be further extended for a period of one year and with a maximum of two years. This extension will only be made following mutual agreement by the independent member, the Chair of the Board of Governors and the Board, The extension of the Term of Office will be subject to the criteria detailed below being satisfied:

- (i) The independent member has indicated a wish to extend the Term of Office.
- (ii) The extension of a Term of Office is necessary to ensure the Board maintains a breadth of skills and experience required to perform its regulatory and statutory duties. Such continuance must be considered alongside other potential nominees and determined on the basis of the balance required in the Board at that time.
- (iii) The extension of a particular Term of Office will allow time to ensure that a recruitment process may be undertaken to fill any skills gaps identified by the Chair of the Board, and to ensure that the skills and experience of Board members is maintained.
- (iv) Eight years represents the maximum Term of Office a Board member may serve on a continuous basis.

<b>Category</b>	<b>Period of office to:</b>
1 Independent members (12)	31.08.27 David Sproul (Chair) 31.08.27 Dr Janet Bohrer 31.08.27 Dr Sam Bakri 29.01.28 Bob Macnaughton 31.08.27 Claire Sanders 31.08.27 Raj Singh 29.01.28 Lesley Titcomb 31.08.28 Karen Trew DL 31.08.27 Dr Nermeen Varawalla 31.08.25 Lionel Wallace 31.08.28 Dr Jon Walmsley 29.01.28 David Williams
2 Vice-Chancellor of the University (ex officio) (1)	Professor Anthony Woodman
3 A teacher of the University nominated	

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	by the Academic Board following election by the academic staff as a whole (1)	31.08.28	Dr Luke Wood
4	A student nominated by the Trustees of the University of Hertfordshire Students' Union (1)	30.06.26	Jubair Ahmed
5	At least two (2) and not more than nine (9) Co-opted Members nominated by the members of the Board of Governors who are not Co-opted Members, of whom at least one (1) shall be a person who has experience in the provision of education and one (1) a member of the professional staff nominated by the professional staff by means of an election by the professional staff as a whole	31.07.26	Tamia Crowl

#### **Mandatory**

a person having experience in the provision of education	31.08.28	Professor Paul Layzell
a member of the professional staff nominated by the professional staff by means of an election by the professional staff as a whole	31.08.27	Helen Goddard

#### **Discretionary**

	28.02.27	Tony Kypreos
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Medical Director of East and North Herts Partnership	31.08.27	Dr Justin Daniels
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#### **Officers in attendance**

Deputy Vice-Chancellor	Professor Mairi Watson
Group Finance Director	Alistair Moffat
Secretary and Registrar (Secretary to the Board)	Sharon Harrison-Barker
Pro Vice-Chancellor (Education and Student Experience)	Dr Charmagne Barnes
Pro Vice-Chancellor (Research and Enterprise)	Professor Wendy Wills
Pro-Vice Chancellor International and Marketing Communications	Jo Stuart
Head of Corporate Services/Deputy Secretary and Registrar	Helen Davidson
Head of Governance Services (Clerk)	Shahib Uddin

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