

UNIVERSITY OF HERTFORDSHIRE HIGHER EDUCATION CORPORATION

PEOPLE & CULTURE COMMITTEE

A QUORUM

3, of whom one (1) shall be either the Chair of the Board or the *Senior Independent Governor*.

B ARTICLES OF GOVERNMENT

Extracts from the Articles of Government approved by the Privy Council with effect from 1 September 2012 which provide as follows:

“3 RESPONSIBILITIES OF THE BOARD OF GOVERNORS, VICE-CHANCELLOR AND ACADEMIC BOARD

The Board of Governors

3.1 The Board of Governors shall be responsible for:

- (d) the appointment, grading, suspension, dismissal, appraisal and determination of the pay and conditions of service of Board Appointees and Senior Managers; 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 Board Appointees and Senior Managers so designated;
- (e) setting a framework for the pay and conditions of service of all other staff.

“5 DELEGATION OF FUNCTIONS AND COMMITTEES

5.1 Subject to the following provisions of this Article, the Board of Governors may establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the Vice-Chancellor or to the Academic Board, and may delegate powers to such a committee or to the Chair of the Board of Governors or to the Vice-Chancellor.

5.2 The Board of Governors shall establish:

- (a) a committee, the membership of which shall be drawn from members of the Board other than staff and student governors, to determine and advise the Board on matters remitted to it by the Board relating to employment policy, in respect of staff other than those for whom the Board has direct responsibility;
- (b) a committee, the membership of which shall be drawn from members of the Board other than staff and student governors, to determine and advise the Board on matters remitted to it by the Board relating to financial policy;
- (c) an audit committee in accordance with guidance issued by the” Committee of University Chairs (CUC) in its Higher Education Audit Committees Code of Practice.”

C TERMS OF REFERENCE

C.1 Freedom of Speech

The University is committed to the promotion and protection of freedom of speech, within the law (in line with the provisions of the Higher Education (Freedom of Speech) Act 2023) and the University fully supports the need to maintain freedom of speech and academic freedom without unwarranted interference in all institutions of learning. 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. In discharging its responsibilities, the People and Culture Committee will have due regard to the University's Code of Practice on Freedom of Speech (UPR FS01) and any impact on the University's compliance with its free speech duties.

C.2 **General**

C.2.1 The Board of Governors has established the People & Culture Committee to enable it to meet the requirements of 3.1(d and e) and 5.2(a) of the University's Articles of Government.

C.2.2 To alert the Board to issues of concern.

C.2.3 As necessary and appropriate, to make recommendations to the Board

C.3 **Employment**

C.3.1 To provide advice to the Board concerning the University's overarching Human Resources Policy framework, its component policies and changes or additions to these.

C.3.2 In fulfilling its responsibilities, the matters considered by the People & Culture Committee will include but are not limited to the following:

Monitoring objectives of the People Strand of the University's Strategic plan
The Corporate Human Resources policy framework;
Employment policy (University and wholly-owned subsidiary companies);
Human Resources People Report;
Industrial Relations including pay negotiations;
Employment issues;
Equality Issues including Pay Gap data and trends
Employment Law provisions and update;
Pensions;
Remuneration of Board Appointees and Senior Managers
Restructuring;
Statistics and trends relating to staff grievances, discipline and appeals.
Overview of Staff Survey results and action plans

C.3.3 Annual Meeting Cycle

January and May – referred to as People & Culture Committee:

These meetings are conducted with a view to looking at the key people issues related to all matters listed in section C.2.2 except remuneration of Board Appointees and Senior Managers.

September – referred to as Remuneration Committee and VC Remuneration Committee which are sub-committees of People & Culture Committee:

These meetings are conducted with a view to reviewing the performance and remuneration of Board Appointees and Senior Managers as well as Pay Gap data and trends.

C.4 **Board Appointees and Senior Managers**

C.4.1 Article 1.1 of the University's Articles of Government defines the 'holders of senior posts' as 'the Vice-Chancellor, the Deputy Vice-Chancellor, the Secretary and Registrar and the holders of such other senior posts as the Board of Governors may determine.....'

C.4.2 The Board of Governors has determined that within the University, 'holders of senior posts' should be known as 'Appointees of the Board of Governors'. They are:

Appointees of the Board of Governors (as at 1 September 2009):

Vice-Chancellor
Deputy Vice-Chancellor
Secretary and Registrar
Chief Group Financial Officer

(Dismissal of Appointees of the Board)

Article 10.2 of the Articles of Government assigns responsibility for the dismissal of Appointees of the Board and certain other senior staff to a Special Committee to be constituted in accordance with the provisions of the Articles.)

- C.4.3 Furthermore, in accordance with the provisions of Article 3.1 (d), the Board of Governors has designated the following as 'Senior Managers':

Senior Managers (as at 1 August 2023)

Pro Vice Chancellor – Research and Enterprise
Pro Vice Chancellor – Education & Student Experience
Chief Marketing Officer

Remuneration of Board Appointees and Senior Managers

- C.4.4 The People & Culture Committee should be the overarching people committee with Remuneration Committee and Vice Chancellor Remuneration Committee being subcommittee of the People & Culture Committee.

Remuneration Committee

To determine and review the remuneration and conditions of service of Appointees of the Board and Senior Managers, as defined from time-to-time by the Board of Governors, except for the Vice-Chancellor.

Vice Chancellor Remuneration Committee

To determine and review the remuneration and conditions of service of the Vice Chancellor, as defined from time-to-time by the Board of Governors.

- C.4.5 To set the framework of pay and conditions of members of staff designated by the Board as 'Senior Managers'.
- C.4.6 To note the remuneration of the Directors and relevant senior staff of UH Holdings Limited, its wholly-owned subsidiaries and their wholly-owned subsidiaries.
- C.4.7 In fulfilling its role as the remuneration committee, when considering all forms of payment, reward and severance to the staff within its remit, the Committee will consider the public interest and the safeguarding of public funds as well as the interests of the University.

C.5 Appointment Committee

To act as the Appointment Committee in respect of all appointments made by the Board of Governors of members of staff designated as 'Appointees of the Board', save and except that final responsibility for the appointment of the Vice-Chancellor rests with the Board itself.

C.6 Governance of the Board

- C.6.1 To be responsible to the Board for consideration and oversight of all matters relating to the good governance of the Board, its role being distinct from that of the Audit and Risk Committee which is responsible to the Board for compliance.
- C.6.2 In fulfilling its responsibilities for the good governance of the Board, the matters to be considered by the Committee will include but are not limited to those referred to in the following table:

<p>Governance and conduct of the Board and the University Effectiveness of the Board; Effectiveness of the committee structure of the Board; Five-yearly effectiveness review process, Committee structure; Good governance of the University; Academic governance review; Due process;</p>	<p>Membership (Board, Board committees, non-Board bodies) Advertisement, selection, nomination for the appointment/re-appointment of Independent Members and external Co-opted Members of the Board; Role descriptions (Governor, committee chairs and Chair of the Board); Skills, expertise, equality and diversity Election of Governors to elected categories; Terms of office and member rotation</p>
<p>Appointees of the Board Structure; Composition; Duties;</p> <p>The University Court To appoint members of the Court;</p> <p>Naming of Buildings To consider recommendations from the University Executive Team and to name buildings;</p>	<p>(Governors, committee chairs and Chair of the Board); Induction and development; Mentoring schemes and arrangements Attendance; Appraisal (committee chairs and Chair of the Board); Mid-term meetings (Governors); Committee memberships and member rotation; Governor memberships of non-Board bodies; Conduct; Register of Interests 'A'; Exit meetings (Governors and committee chairs); Selection and nomination of candidates for election of committee chairs; Selection and nomination of candidates for election of the Chair of the Board, Succession planning.</p>

C.7 Reporting

The Committee will make:

- a a report to the Board concerning the business discharged at each meeting;
- b an Annual Report to the Board.

D COMPOSITION

- D.1 Where the Committee acts as an Appointment Committee (C.4, refers), the Board has discretion to extend the composition to include further Governors or individuals external to the University to ensure an appropriate balance of skills and expertise within the membership.
- D.2 The Deputy Vice-Chancellor and the Secretary and Registrar will withdraw during any discussion of their remuneration or conditions of services.
- D.3 The Vice-Chancellor will withdraw from VC Remuneration Committee during any discussion of their remuneration or conditions of services.

Members are eligible for re-appointment for further terms of office.

Category

1	Chair of the Board of Governors (ex-officio)	1
2	Vice-Chair of the Board of Governors (ex-officio)	<i>Not Applicable</i>
3	Chair of the Finance Committee (ex-officio)	1
4	Chair of the Audit and Risk Committee (ex-officio)	1
5	Senior Independent Governor (ex-officio)	1
6	Not less than two (2) Independent or external Co-opted Members, appointed for terms of office coterminous with their terms of office on the Board	4
7	Vice-Chancellor (ex officio)	<u>1</u>
		9

Officers in attendance:

Secretary and Registrar
Director of Human Resources
Deputy Head of Governance Services (Clerk to the Committee)

E MEMBERSHIP

Category

1	Chair of the Board of Governors (ex-officio)	David Sproul
2	Vice-Chair of the Board (ex-officio)	<i>Not applicable</i>
3	Chair of the Finance Committee (ex-officio)	David Williams
4	Chair of the Audit and Risk Committee (ex-officio)	Bob Macnaughton
5	Senior Independent Governor (ex-officio)	Karen Trew
6	Not less than two (2) Independent or external Co-opted Members, appointed for terms of Office coterminous with their terms of office on the Board	Lesley Titcomb (Chair) Lionel Wallace Dr Jon Walmsley Raj Singh Dr Nermeen Varawalla
7	Vice-Chancellor (ex officio)	Professor Anthony Woodman

Officers in attendance:

Secretary and Registrar	<i>*Dr Matthew Andrews</i>
Director of Human Resources	Chizoma Okaro
Deputy Head of Governance Services (Clerk to the Committee)	Linda Goodwin

F GOVERNANCE AND OPERATION OF THE COMMITTEE

F.1 The People & Culture Committee is a committee of the Board of Governors.

F.2 The Committee will normally meet not less than once each term. Further meetings may be convened as necessary. Formal minutes of the Committee's proceedings will be published and circulated by the Head of Governance Services.

Meetings will be held as follows

- People & Culture Committee in January
- People & Culture Committee in May
- Remuneration and VC Remuneration Committees in September

F.3 The Committee will note its terms of reference, composition and membership at the first meeting of each Academic Year and any subsequent changes to these.

F.4 Private pre-meetings

At its discretion, the Committee may choose to hold a private meeting, without Officers in Attendance, prior to the main meeting.

F.5 Vice-Chancellor

F.5.1 The Vice-Chancellor will provide advice to the Committee on salaries and conditions of service other than their own. The Vice-Chancellor shall be responsible for advising individual members of staff, as appropriate, of the Committee's decisions concerning their salaries and conditions of service.

F.5.2 The People & Culture Committee Chair shall be responsible for advising the Vice-Chancellor of the Committee's decisions concerning their salary and conditions of service.

F.6 Director of Human Resources

F.6.1 The Director of Human Resources:

- i shall provide all necessary background information required in relation to the remuneration and conditions of service of Appointees of the Board and Senior Managers;
- ii shall take all appropriate steps to implement the Committee's decisions by:
 - a preparing a Schedule of Revised Salaries for the Chair's approval;
 - b subsequently preparing all correspondence to the individuals concerned for signature by the Vice-Chancellor (in the case of Appointees of the Board (other than the Vice-Chancellor) and designated Senior Managers, as defined in section C.3.3);
 - c authorising the appropriate amendments to the Executive payroll.