

# Articles of Government

## UPR GV01 version 04.0

In exercise of the powers conferred upon it by section 124E of the Education Reform Act 1988, the University of Hertfordshire Higher Education Corporation makes the following Articles of Government in accordance with which the University of Hertfordshire shall be conducted:

### 1 Interpretation

In these Articles, words and expressions shall have the meanings ascribed to them in paragraph 1 of the Instrument of Government dated 1 September 2024.

### 2 Conduct of the University

The University shall be conducted in accordance with the provisions of the Education Reform Act 1988 (as amended), the Further and Higher Education Act 1992 (as amended), the Higher Education and Research Act 2017, the Instrument of Government, these Articles, and the UPRs.

### 3 Powers of the University

The University shall, without limitation, have the power to do anything which appears to the University to be necessary or expedient for the purpose of, or in connection with, the exercise of its Principal Powers. In particular, the University has the power, so far as permitted by relevant charity law, to:

- (A) award degrees and other academic awards (pursuant to an order granted under section 76 of the Further and Higher Education Act 1992) and to deprive any person of any such awards;
- (B) admit students to the University and enter into contracts with students;
- (C) acquire, own, lease, maintain, manage and dispose of land and other property;
- (D) solicit, receive and accept fees, grants, financial assistance, donations, endowments, gifts and loans or any other sources of income;
- (E) borrow or raise funds and, in connection with the borrowing or raising of such funds, to give security, and for those purposes the University shall have the authority to enter into any financial instrument which is ancillary or incidental to the exercise of such power;
- (F) invest;
- (G) solicit, receive and administer fees, charges, grants, subscriptions, donations, endowments, legacies, gifts and loans of any property whatsoever whether land or personal property and any other sources of income;
- (H) act as trustee or manager for and in relation to endowments, legacies and gifts;
- (I) give guarantees;

- (J) co-operate, collaborate or enter into any arrangement with other institutions and individuals, award dual degrees and/or other awards, and affiliate or incorporate into the University any other body or organisation with objects that align with the University's objects and take over its students, property, rights, liabilities and staff or merge;
- (K) engage with the public and private sector to advance education, training or retraining and to promote research;
- (L) establish or acquire subsidiary undertakings;
- (M) establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects of the University as set out in the Instrument of Government;
- (N) employ and remunerate such staff as are necessary for carrying out the work of the University;
- (O) establish and publish UPRs for the governance and conduct of the University and its students, and to alter, amend, vary, add to or rescind any such UPRs as from time to time may be deemed expedient; and
- (P) provide indemnity insurance for the members of the Board of Governors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

## **4 Responsibilities of Board of Governors, Vice-Chancellor, Secretary and Registrar, Academic Board and Chancellor**

### **4.1 The Board of Governors**

The Board of Governors shall be responsible for:

- (A) the determination of the educational character and mission of the University and for oversight of the strategy and its activities;
- (B) the financial sustainability, viability, and regulation of the University, including approving the annual budget and financial forecast and the annual statement of income and expenditure;
- (C) the effective use of resources, the solvency of the University, and for safeguarding its assets;
- (D) upholding the Regulator's public interest governance principles and complying with its conditions of registration and any other requirements of the Regulator and other regulators;
- (E) the appointment, appraisal, suspension, dismissal and for determining the remuneration of and terms and conditions of service of the holders of senior posts; and
- (F) setting a framework for the pay and conditions of service of all other staff.

### **4.2 The Vice-Chancellor**

Subject to the responsibilities of the Board of Governors, the Vice-Chancellor shall be the chief executive of the University, the chair of the Academic Board, and the accountable officer to the Regulator, and shall be responsible for:

- (A) making proposals to the Board of Governors about the educational character and mission of the University and implementing the decisions of the Board of Governors;
- (B) the organisation, direction and management of the University and leadership of the staff;
- (C) the appointment, assignment, grading, appraisal, suspension, dismissal and determination - within the framework set by the Board of Governors - of the pay and conditions of service of staff other than the holders of senior posts;
- (D) the determination, after consultation with the Academic Board, of the University's academic activities and for the determination of its other activities;
- (E) preparing annual estimates of income and expenditure for consideration by the Board of Governors and for the management of budget and resources within the estimates approved by the Board of Governors; and
- (F) oversight of the maintenance of student discipline and, within the UPRs, the suspension or expulsion of students on disciplinary grounds and the suspension, expulsion or withdrawal of students for academic or non-academic disciplinary reasons.

The Vice-Chancellor shall be advised in relation to the exercise of their authority and responsibilities by both (i) an executive team comprised of the holders of senior posts and pro vice-chancellors (known as the Vice-Chancellor's Executive or VCE); and (ii) a wider group of senior managers and heads of strategic business units (known as the Chief Executive's Group or CEG).

### 4.3 The Secretary and Registrar

The Board of Governors shall appoint or engage a Secretary and Registrar of the University upon such terms as the Board of Governors think fit. The Secretary and Registrar (or delegate) shall act as the clerk to the Board of Governors.

### 4.4 The Academic Board

4.4.1 There shall be an Academic Board of the University which shall, subject to the control and approval of the Board of Governors, oversee the teaching and research of the University and be responsible for the academic quality and standards of the University and the admission and regulation of students.

4.4.2 The Board of Governors shall receive and test assurance from the Academic Board that academic governance, including the standard of University awards, the student academic experience, and student outcomes are adequate and effective. The Academic Board shall provide to the Board of Governors such academic assurance as it may require from time to time.

4.4.3 The membership and powers of the Academic Board shall be prescribed in the UPRs.

### 4.5 The Chancellor

4.5.1 The Board of Governors shall appoint a Chancellor of the University who shall be the ceremonial head of the University with such responsibilities as may be prescribed by the Board of Governors in the UPRs. The Board of Governors has the power to suspend or expel the Chancellor in accordance with the UPRs.

4.5.2 The office of Chancellor shall be an honorary one, to be filled on a personal basis, normally for a period of four (4) years.

4.5.3 The Board of Governors may also appoint one or more Pro-Chancellors, with such responsibilities as it may prescribe in the UPRs. The Board of Governors has the power to suspend or expel a Pro-Chancellor in accordance with the UPRs. The Chair of the Board of Governors shall be an *ex officio* Pro-Chancellor.

## 5 Delegation

5.1 The Board of Governors may delegate any of its powers, functions or duties (except those set out at Article 5.2 below) to any person, committee or body. Any committee or body established by the Board of Governors may include persons who are not members of the Board of Governors.

5.2 The Board of Governors shall not delegate responsibility for:

- (A) appointing or dismissing the holders of senior posts;
- (B) the approval of the University's strategic plan;
- (C) the amending or revoking of these Articles or the Instrument of Government;
- (D) establishing, amending or revoking of any UPRs relating specifically to the corporate governance and financial regulation of the University and such other UPRs as determined by the Board of Governors from time to time;
- (E) the approval of the University's financial forecasts, annual budget and the annual statement of income and expenditure; and
- (F) ensuring the solvency of the University and the safeguarding of its assets.

5.3 The Board of Governors may revoke or alter a delegation.

5.4 The Board of Governors shall establish the following committees and such other committees as it determines from time to time as set out in the UPRs:

- (A) a personnel and remuneration committee (called the People and Culture Committee or such other name as may be approved by the Board of Governors);
- (B) a remuneration committee to consider the remuneration of the Vice-Chancellor (called the Vice-Chancellor's Remuneration Committee or such other name as may be approved by the Board of Governors);
- (C) a finance committee (called the Finance Committee or such other name as may be approved by the Board of Governors); and
- (D) an audit committee (called the Audit and Risk Committee or such other name as may be approved by the Board of Governors) in accordance with the Higher Education Audit Committee Code of Practice issued by the Committee of University Chairs.

5.5 The Vice-Chancellor may delegate any of their powers and responsibilities set out in Article 4.2 above to any senior post holder or any member of the Chief Executive's Group, any such delegation to be in writing, and may revoke or alter such delegation,

but the Vice-Chancellor shall remain accountable to the Board of Governors for the exercise of such powers and responsibilities.

## **6 Procedures for Meetings**

- 6.1 The quorum for meetings of the Board of Governors shall be one-third rounded up to the next whole number of the total actual membership of the Board of Governors, with Independent Members forming the majority of the quorum.
- 6.2 Members of the Board of Governors shall declare any conflicts of interest.
- 6.3 The proceedings of the Board of Governors shall not be invalidated by any vacancy in its number or by any defect in the election, appointment or qualification of any member.
- 6.4 A meeting of the Board of Governors may be held in person, by any suitable electronic means (for example by telephone or video conference) through which each participant may communicate with all the other participants, or a combination of the two.
- 6.5 Questions arising at a meeting of the Board of Governors shall be decided by a simple majority of those present and voting on a show of hands, unless agreement of a greater percentage of the members in attendance is required by law. In the event of an equality of votes at any meeting of the Board of Governors, the Chair of the meeting shall have a second or casting vote.
- 6.6 A resolution in writing or in electronic form shall be as valid and effectual as if it had been passed at a meeting of the Board of Governors, provided that the proposed resolution is sent to every member of the Board of Governors and a simple majority (or such higher proportion as prescribed by law or as set out in these Articles) of the members signify their agreement to the proposed resolution within 28 days of the date of its circulation.
- 6.7 Procedures for meetings of the Academic Board and of committees of the Board of Governors or Academic Board shall be set out in the UPRs.

## **7 Staff and Students**

- 7.1 The Board of Governors shall oversee procedures for the discipline, dismissal, suspension and hearing of grievances of all staff and shall establish procedures specifically in relation to the holders of senior posts.
- 7.2 The Board of Governors shall establish UPRs for the admission of students.
- 7.3 The Board of Governors shall establish UPRs in respect of:
  - (A) student conduct and the suspension and expulsion of students on disciplinary grounds;
  - (B) the suspension, expulsion and withdrawal of students for academic or non-disciplinary reasons; and
  - (C) dealing with complaints and academic appeals by students,

following consultation on such UPRs with the Academic Board and representatives of students.

## **8 Students' Union**

The Board of Governors shall take such steps as are reasonably practicable to secure that any students' union:

- (A) operates in a fair and democratic manner; and
- (B) is accountable for its finances.

## **9 Freedom of Speech and Academic Freedom**

- 9.1 The University shall take such steps, having particular regard to the importance of freedom of speech, as are reasonably practical to ensure that freedom of speech within the law is secured for its students and staff and for visiting speakers, and that the use of the premises of the University is not denied to any individual or body of persons on any ground connected with their beliefs or views, or their policy or objectives.
- 9.2 The University shall approve and regularly review a code of practice setting out its values relating to freedom of speech and how those values uphold freedom of speech, and the procedures to be followed by students and staff of the University and the students' union with respect to meetings and other activities held on the premises of the University (including those occupied by the students' union), and shall take such steps as are reasonably practicable to secure that the requirements of the code of practice are complied with.
- 9.3 The Board of Governors shall have regard to the need to ensure that academic staff of the University 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 in jeopardy of losing their jobs or any privileges they may have at the University or reducing the likelihood of their securing promotion or different jobs at the University. The Board of Governors shall also have regard to the need to ensure that an applicant who applies to become a member of academic staff at the University is not adversely affected in relation to their application because they have exercised their rights to academic freedom.
- 9.4 The Board of Governors shall establish UPRs that cover, amongst other matters, statutory requirements in relation to academic freedom and freedom of speech within the law, and a framework for appropriately supporting both students and staff in relation to academic freedom and freedom of speech.

## **10 Financial Matters**

The Board of Governors shall ensure (and receive assurance) that:

- (A) accounts and records are kept in accordance with any applicable financial accounting frameworks and any requirements of the Regulator; and
- (B) an auditor or auditors, who shall be member(s) of a recognised supervisory body and eligible for appointment under the rules of that body, is/are appointed.

## 11 Regulations

The Board of Governors shall have power to make UPRs concerning such matters with regard to the government and conduct of the Board of Governors and the University as it shall think fit. Such UPRs shall be subject to the provisions of these Articles.

## 12 Amendment, Replacement or Revocation of Articles

These Articles may be amended, replaced or revoked by the Board of Governors, subject to Article 5.2C, provided that the changes would not result in the University ceasing to be a charity.

## 13 Date of Articles

These Articles shall come into operation on 1 September 2024.

David Sproul  
Chair of the Board of Governors  
Signed: **1 August 2024**

### Alternative format

If you need this document in an alternative format, please email us at [governanceservices@herts.ac.uk](mailto:governanceservices@herts.ac.uk) or telephone us on +44 (0)1707 28 6006.