

ARTICLES OF GOVERNMENT

(Amendments to version 01.0, UPR GV01 are shown in italics.)

The following is the text of the University's Articles of Government which were approved by the Privy Council on 17 July 95 and adopted by the Board of Governors on 7 November 95 (Minute 154, Board of Governors, 7 November 95, refers). The Articles were amended subsequently by the Board of Governors on 21 March 2002 (Minute 516.3, Board of Governors, 21 March 2002, refers) *and have been further amended by the Privy Council with effect from 1 September 2012 on the recommendation of the Board of Governors (Minute 730, Board of Governors, 20 March 2012, refers).*

"UNIVERSITY OF HERTFORDSHIRE

In exercise of the powers conferred upon it by section 125 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 is conducted:

1 INTERPRETATION

- 1.1 In these Articles, words and expressions shall have the meanings ascribed to them in paragraph 1 of the Instrument of Government made by the Privy Council on 5 March 1993, and

"the *Vice-Chancellor*" means the *Principal* of the University;

"the holders of senior posts" means 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 and "holder of a senior post" shall be construed accordingly;

"the staff" includes both teaching and other staff of the University;

"staff governor" means a member of the Board of Governors *elected by the academic or professional staff and appointed as a co-opted staff nominee*;

"student governor" means a member of the Board of Governors appointed as a student nominee or a co-opted student nominee; and

"Students' Union" means any association of the generality of students formed to further the educational purposes of the University and the interests of students as students.

2 CONDUCT OF THE UNIVERSITY

- 2.1 The University shall be conducted in accordance with the provisions of the Education Acts 1944-1993, any subsequent Education Act, any relevant regulations, orders or directions made by the Secretary of State, or by the Privy Council, and subject thereto, in accordance with the provisions of the Instrument, these Articles and any rules or by-laws made under these Articles.

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:
- (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.

3.2 **The Vice-Chancellor**

3.2.1 Subject to the responsibilities of the Board of Governors, the *Vice-Chancellor* shall be the chief executive of the University of Hertfordshire 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) the maintenance of student discipline and, within the rules and procedures provided for within these Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

3.3 **The Academic Board**

3.3.1 Subject to the provisions of these Articles, to the overall responsibility of the Board of Governors, and to the responsibilities of the *Vice-Chancellor*, the Academic Board shall be responsible for:

- (a) general issues relating to the research, scholarship, teaching and courses at the University including criteria for the admission of students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of students; the content of the curriculum; academic standards and the validation and review of courses; the procedures for the award of qualifications and honorary academic titles; and the procedure for the expulsion of students for academic reasons. Such responsibilities shall be subject to the requirements of validating bodies if these exist;
- (b) considering the development of the academic activities of the University and the resources needed to support them and for advising the *Vice-Chancellor* and the Board of Governors thereon;
- (c) advising on such other matters as the Board of Governors or the *Vice-Chancellor* may refer to the Academic Board.

3.3.2 The Academic Board may establish such committees as it considers necessary for purposes enabling it to carry out its responsibilities provided that each establishment is first approved by the *Vice-Chancellor* and Board of Governors. The number of members of any such committee and the terms on which they are to hold and vacate office shall be determined by the Academic Board.

4 ACADEMIC BOARD

- 4.1 There shall be an Academic Board of no more than 34 members, comprising the *Vice-Chancellor*, who shall be *Chairman*, and such other numbers of staff and students as may from time to time be approved by the Board of Governors. The *Vice-Chancellor* may nominate a Deputy *Chairman* from among the members of the Academic Board to take the Chair in his/her place. The period of appointment of members and the selection or election arrangements shall be subject to the approval of the Board of Governors.
- 4.2 In addition to the *Vice-Chancellor*, at least half of the members of the Academic Board shall be drawn from senior management, Deans and heads of academic and related departments. The remainder of the Academic Board shall be drawn from elected Academic and officer staff, students and co-opted members.
- 4.3 The Board of Governors shall be responsible for approving the detailed membership profile both between and within the categories identified in Article 4.2 following the recommendation of the *Vice-Chancellor* who will, previously, have consulted the Academic Board. The Board of Governors will also be responsible for determining the period of office of persons elected to the Academic Board and for approving the methods of election.

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 *Chairman* 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 Higher Education Funding Council for England (HEFCE).
- 5.3 The Board of Governors shall not, however, delegate the following:
- (a) the determination of the educational character and mission of the University;
 - (b) the approval of the annual estimates of income and expenditure and of the annual accounts;
 - (c) ensuring the solvency of the University and the Corporation and the safeguarding of their assets;
 - (d) the appointment or dismissal of the *Vice-Chancellor*;
 - (e) the varying or revoking of these Articles.

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.

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 is 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.

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*.

8 **APPOINTMENT AND PROMOTION OF STAFF**

8.1 Each member of staff shall serve under a contract of employment with the Corporation.

8.2 Upon the occurrence of a vacancy or expected vacancy for the post of *Vice-Chancellor* the post shall be advertised nationally.

9 **CONDUCT OF STAFF**

9.1 **General**

9.1.1 After consultation with the staff, the Board of Governors shall make rules relating to the conduct of the staff.

9.2 **Academic freedom**

9.2.1 In making rules under Article 9.1.1, 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.

10 **SUSPENSION AND DISMISSAL OF STAFF**

10.1 **Suspension**

10.1.1 The *Chairman* of the Board of Governors or, in the absence of the *Chairman*, the Deputy *Chairman*, may suspend from duty with pay the *Vice-Chancellor*, the Deputy *Vice-Chancellor*, the, the Secretary and Registrar or the holder of any other senior post for misconduct or other good and urgent cause. The *Chairman* or Deputy *Chairman* shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable.

10.1.2 The *Vice-Chancellor* may suspend from duty with pay any member of the staff of the University other than those designated in 10.1.1 for misconduct or other good and urgent cause. In the case of non-teaching staff this responsibility is delegated to the University Secretary and Registrar.

10.1.3 Anyone who is suspended from duty under Article 10.1.1 or 10.1.2 shall be entitled to receive from the *Vice-Chancellor* or the Secretary and Registrar or, in the case of the holders of posts specified in 10.1.1, from the *Chairman* or Deputy *Chairman* of the Board of Governors written notification of the suspension setting out the grounds on which the decision to suspend has been taken.

10.1.4 Procedures for the suspension of staff under Articles 10.1.1 or 10.1.2 shall be specified in rules made by the Board of Governors after consultation with the staff. The rules should include provision that:

- (a) any person who has been under suspension for three weeks or more may appeal in writing to the Board of Governors against the suspension save that no such right of appeal shall lie if the person is the subject of a reference of a Special Committee under Article 10.2.1.1. or of a notification from the *Vice-Chancellor* or Secretary and Registrar under 10.2.2.2;
- (b) any appeal made under (a) above shall be considered as soon as is practicable;
- (c) a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

10.2 **Dismissal**

10.2.1 **The *Vice-Chancellor*, Deputy *Vice-Chancellor*, Secretary and Registrar and Holders of other Senior Posts**

10.2.1.1 If the *Chairman* of the Board of Governors or, in his absence, the Deputy *Chairman*, or a majority of the members of the Board of Governors considers that it may be appropriate for the Board to dismiss the *Vice-Chancellor*, the Deputy *Vice-Chancellor*, the Secretary and Registrar or the holder of any other senior post, the *Chairman*, Deputy *Chairman* or Board of Governors as appropriate shall refer the matter to a Special Committee of the Board which

shall be convened as soon as possible to examine the facts, otherwise investigate the grounds for dismissal, and make a report to the Board of Governors.

- 10.2.1.2 The person whose dismissal is to be considered by the Special Committee shall have the right to make representations to the Committee including oral representations for which purpose he or she may be accompanied and represented by a friend.
- 10.2.1.3 The Special Committee shall prepare a written report for consideration by the Board of Governors, a copy of which shall be sent to the person to whom it relates. The report shall set out the facts relating to the case and any considerations which the Committee considers should be taken into account in the Board's consideration of the matter. The report should not contain recommendations as to the decision to be taken by the Board.
- 10.2.1.4 The Board of Governors shall consider the report of the special Committee and take such action as it considers appropriate which may include the dismissal of the person concerned. The person concerned shall have the right to make representations to the Board of Governors including oral representations for which purpose he or she may be accompanied and represented by a friend.
- 10.2.1.5 The Special Committee shall consist of five members of the Board. The *Chairman* of the Board of Governors, the Deputy *Chairman* and the *Vice-Chancellor* together with staff and student members shall not be eligible for membership of the Special Committee.
- 10.2.1.6 The Board of Governors will approve rules, to be reviewed as appropriate and in the light of changing employment practices, for all aspects of discipline and for the conduct of the Special Committee.
- 10.2.2 **Other members of staff**
- 10.2.2.1 The *Vice-Chancellor* may dismiss any member of the staff of the University other than the Deputy *Vice-Chancellor*, the Secretary and Registrar or the Holder of any other Senior Post and, if the circumstances are such that he/she is entitled to do so by virtue of the conduct of that member of staff, that dismissal may take immediate effect without any need for prior notice. In the case of non-teaching staff the power to dismiss is delegated to the University Secretary and Registrar.
- 10.2.2.2 Where the *Vice-Chancellor* or Secretary and Registrar proposes to dismiss such a member of staff and the circumstances described in Article 10.2.2.1 do not prevail, he shall notify the member of staff concerned of that proposal. That staff member shall be given an opportunity to make representations to the *Vice-Chancellor* or Secretary and Registrar (including oral representations for which purposes he may be accompanied and represented by a friend) before any decision to dismiss by the *Vice-Chancellor* or Secretary and Registrar is taken.
- 10.2.2.3 Where a staff member has been dismissed pursuant to Article 10.2.2.1 or a decision to dismiss has been taken pursuant to Article 10.2.2.2 that staff member may appeal against the dismissal or decision, as the case may be, to the Board of Governors. In the case of an appeal against a decision to dismiss, the dismissal shall not take effect until the appeal has been determined.
- 10.2.2.4 Procedures for the dismissal of staff by the *Vice-Chancellor* and Secretary and Registrar and for the consideration of appeals against dismissals shall be specified in rules made by the Board of Governors after consultation with the staff. The rules should include rights of representation.

11 GRIEVANCE PROCEDURES

11.1 After consultation with the staff, the Board of Governors shall make rules specifying procedures according to which staff may seek redress of any grievances relating to their employment.

12 **STUDENTS**

12.1 A Students' Union shall conduct and manage its own affairs and funds, in accordance with the constitution approved by the Board of Governors, and shall present audited accounts annually to the Board of Governors. No amendments to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Board of Governors.

12.2 The Board of Governors, after consultation with the Academic Board and representatives of the students, shall make rules with respect to the conduct of students including procedures for suspension and expulsion.

12.3 In exercise of its responsibilities under Article 3.3.1 (a), the Academic Board, after consultation with the Board of Governors and representatives of the students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reason.

12.4 The Board of Governors shall draw up procedures to ensure that students have an appropriate opportunity to raise matters of proper concern to them at all levels in the University.

13 **FINANCIAL MATTERS**

13.1 **Fees**

13.1.1 The Board of Governors shall determine the tuition and other fees payable to the Corporation (subject to any terms and conditions attached to grants, loans or other payments paid or made by the appropriate Higher Education Funding Council).

13.2 **Accounts and estimates**

13.2.1 The Board of Governors shall keep accounts and records and appoint auditors in accordance with the provisions of the Act.

13.2.2 Annual estimates of income and expenditure shall be prepared by the ~~Principal~~ *Vice-Chancellor* for the consideration and approval of the Board of Governors.

14 **RULES AND BYE-LAWS**

14.1 The Board of Governors shall have powers to make rules and bye-laws concerning such matters with regard to the government and conduct of the University as it shall think fit. Such rules and bye-laws shall be subject to the provision of these Articles.

15 **HONORARY TITLES**

15.1 **The office of Chancellor**

The Board shall have the power to appoint a Chancellor. The office shall be an honorary one, to be filled on a personal basis, normally for a period of *four (4)* years. The Chancellor will represent the University on major ceremonial occasions and will preside as appropriate at official functions. He/she shall have the right to visit the University at any time and can, at the request of the Board of Governors or the Academic Board, be asked to intercede on the University's behalf on all matters of significance relating to the well-being of the University.

16 **COPIES OF ARTICLES, RULES AND BYE-LAWS**

16.1 A copy of these Articles and any rules or bye-laws shall be given to every Governor and shall be available for inspection upon request to every member of staff and every student.

17 AMENDMENT OF ARTICLES

17.1 These Articles may be amended or replaced by a resolution of the Corporation either with the approval of the Privy Council or as required by the Privy Council, after consultation with the Corporation, in accordance with section 125 of the Act.

18 DATE OF ARTICLES

These Articles shall come into operation on 1 September 2012”

P E Waters
Secretary and Registrar
Signed: **1 September 2012**