Articles of Government
UPR GV01 version 03.0

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 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 18 October 2022.

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, the Higher Education and Research Act 2017, the Instrument of Government, these Articles, and any University Policies and Regulations (UPRs) made under these Articles.

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 the Principal Powers of a higher education corporation (as set out in the Instrument of Government). In particular, the University has the power, so far as permitted by 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 withdraw such awards;

(B) acquire, own, lease, maintain, manage and dispose of land and other property;

(C) solicit, receive and accept fees, grants, financial assistance, donations, endowments, gifts and loans or any other sources of income;

(D) 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;

(E) invest;

(F) 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;

(G) act as trustee or manager for and in relation to endowments, legacies and gifts;
(H) give guarantees;

(I) co-operate, collaborate or enter into any arrangement with other institutions and individuals, award joint degrees or other awards, and affiliate or incorporate into the University any other body or organisation and take over its property, rights, liabilities and staff or merge;

(J) engage with the public and private sector to advance education, training or retraining and to promote research;

(K) establish or acquire subsidiary undertakings;

(L) establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(M) employ and remunerate such staff as are necessary for carrying out the work of the University;

(N) make and publish regulations and procedures (UPRs) for the governance and conduct of the University and its students, and to alter, amend, vary, add to or rescind any such regulations and procedures (UPRs) as from time to time may be deemed expedient; and

(O) 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 (the members of which are the charity trustees of the University) 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 and viability of the University including approving the annual budget and financial forecast and the annual statement of income and expenditure;

(C) upholding the Regulator's public interest governance principles and complying with its conditions of registration and any other requirements of the Regulator and its other regulators;

(D) the appointment, appraisal, suspension, dismissal and for determining the remuneration of and terms and conditions of service of the Vice-Chancellor, the Deputy Vice-Chancellor, the Secretary and Registradr, the Group Finance Director, and such other senior posts as the Board of Governors may designate from time to time; and

(E) 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) 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.

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 nominee) 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 and with such responsibilities as may be prescribed by the Board of Governors in the UPRs.

4.5.2 The Board of Governors may also appoint one or more Pro-Chancellors, with such responsibilities as it may prescribe in the UPRs.

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

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 the Vice-Chancellor, the Deputy Vice-Chancellor, the Group Finance Director, the Secretary and Registrar or any other senior post designated as such by the Board of Governors;
(B) the approval of the University's strategic plan;
(C) the amending or revoking of these Articles or the Instrument of Government;
(D) making, amending or revoking of any UPRs relating specifically to the governance of the University;
(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:

(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 for University Chairs’ Higher Education Audit Committees Code of Practice; and

(D) 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 the employment of the Vice-Chancellor.

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 Board of Governors shall make UPRs for the appointment of officers who shall include a Chair and a Deputy Chair, to be appointed from among the independent members, and for the appointment of members.

6.4 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.

6.5 A meeting of the Board of Governors may be held by any suitable electronic means (for example by telephone or video conference) through which each participant may communicate with all the other participants.

6.6 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. The following matters shall require the agreement of at least 75% of the members of the Board of Governors in attendance at such meeting:

(A) any amendment to the Instrument of Governance or these Articles;

(B) any decision to:

(i) change the character or mission of the University;
(ii) appoint / suspend / dismiss the Vice-Chancellor;
(iii) enter into a significant lending facility;
(iv) open / close a campus (home or overseas);
(v) close an Academic School if that means a significant area of provision ceasing;
(vi) enter into a merger or take-over;
(vii) sell any significant assets, including for example any decision to dispose of a subsidiary company;
(viii) acquire a provider in a particular territory;
(ix) continue more permanently with a change in mode of delivery of a significant proportion of current provision, following advice from the Academic Board.
6.7 A resolution in writing or in electronic form agreed by all members of the Board of Governors 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.

6.8 Procedures for meetings of the Academic Board and of committees of the Board of Governors or Academic Board and procedures in relation to the appointment of members of the Board of Governors shall be set out in the UPRs.

7 Staff and Students

7.1 The University may appoint such Staff as may be required to fulfil the functions of the University.

7.2 The Board of Governors shall oversee:

(A) procedures for the discipline, dismissal, suspension and hearing of grievances of senior post-holders, including the Vice-Chancellor; and

(B) procedures for the admission, suspension and expulsion of Students, and for dealing with student complaints and academic appeals.

7.3 The Board of Governors shall have regard to the need to ensure that academic staff of the University 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 in jeopardy of losing their jobs or any privileges they may have at the University.

8 Students' Union

There shall be a Students’ Union of the University and the University shall take steps to ensure that the Students’ Union:

(A) acts fairly and democratically; and

(B) is accountable for its finances.

9 Freedom of Speech

9.1 The University shall take such steps 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 procedures to be followed by students and staff of the University with respect to meetings and other activities held on the premises of the University and shall take such steps as are reasonably practicable to secure that the requirements of its procedures are complied with.

9.3 The University shall have UPRs that cover, inter alia, statutory requirements in relation to freedom of speech and a safeguarding framework for both students and staff.
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, 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 in accordance with Article 6.6 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 18 October 2022.

Dr Lynn Drummond
Chair of the Board of Governors
Signed: 18 October 2022

Alternative format
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