

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 refers¹)

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 provision¹.

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 states¹:

“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 **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.

¹ UPR AS01 'Articles of Government' (GV01-Articles of Government-v02.0)

Board of Governors

Last amended: 20 August 2024

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>Academic character and vision 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>Finance 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>Students' Union</p>	
<p>Employment 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>Strategy 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>Business-facing agenda Employer engagement, applied research, intellectual property (including associated funding initiative, consultancy, continuing professional development), Subsidiary companies, annual review,</p>	<p>Policy and regulation 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>Governance 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>Reports from committees Receipt of advice from committees on reserved items,</p>
<p>The University Court.</p>	<p>Risk.</p>

Board of Governors

Last amended: 20 August 2024

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

C COMPOSITION

The composition of the Board is set out in paragraph 3 of the Instrument of Government² 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 (13) 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 (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	<u>2-9</u> 18-25

Officers in attendance:

Deputy Vice-Chancellor
Group Finance Director
Secretary and Registrar
Pro Vice-Chancellor (Education and Student Experience)
Pro Vice-Chancellor (Research and Enterprise)
Head of Governance Services
Head of Corporate Services/Deputy Secretary and Registrar
Strategic Lead for Business, International, Marketing and Recruitment

² UPR GV04 ‘Instrument of Government’ (GV04-Instrument of Government-v02.0.doc.doc)

Board of Governors

Last amended: 20 August 2024

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

D GOVERNANCE AND OPERATION OF THE BOARD

The Articles of Government¹ 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: 20 August 2024

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

- 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: 20 August 2024

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

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 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 – 17 members.)

Category	Period of office to:	
1 Independent members (12)	31.08.26	David Sproul (Chair)
	31.08.27	Dr Janet Bohrer
	31.08.27	Dr Sam Bakri
	31.08.25	Bob Macnaughton
	31.08.27	Claire Sanders
	31.08.27	Raj Singh
	31.08.25	Lesley Titcomb
	31.08.25	Karen Trew DL
	31.08.27	Dr Nermeen Varawalla
	31.08.25	Lionel Wallace
	31.08.25	Dr Jon Walmsley
31.08.25	David Williams	
2 Vice-Chancellor of the University (ex officio) (1)		Professor Quintin McKellar
3 A teacher of the University nominated by the Academic Board following election by the academic staff as a whole (1)	31.08.25	Dr Joel Carlton
4 A student nominated by the Trustees of the University of Hertfordshire Students' Union (1)	30.06.25	Rohit Mahadevu
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	31.08.25	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 31.08.26 Tony Kypreos

Board of Governors

Last amended: 20 August 2024

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

Medical Director of East and North Herts
Partnership

31.08.27 *Dr Justin Daniels*

Officers in attendance

Deputy Vice-Chancellor
Group Finance Director
Secretary and Registrar (Secretary to the Board)
Pro Vice-Chancellor (Education and Student Experience)
Pro Vice-Chancellor (Research and Enterprise)
Pro-Vice Chancellor International and Marketing Communications
Head of Corporate Services/Deputy Secretary and Registrar
Head of Governance Services (Clerk)
Governance Officer

Professor Mairi Watson
Alistair Moffat
Sharon Harrison-Barker
Dr Charmagne Barnes
Professor Wendy Wills
Jo Stuart
Helen Davidson
Elizabeth Heath
Nick Harper

Board of Governors

Last amended: 20 August 2024

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