

Corporate Governance

UPR GV19 version 01.0

Policies superseded by this document

This policy supersedes the elements of corporate governance contained in version 15.1 of UPR FR06, with effect from 14 August 2024.

Summary of significant changes to the previous version

This is the first version of this document and should be read in full.

Glossary

A glossary of approved University terminology can be found in [UPR GV08](#).

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1. Introduction

- 1.1 In approving the policies and regulations set out in this document, the Board of Governors has defined the University’s governance framework to ensure the proper operation of the University and its subsidiary companies.
- 1.2 This policy has been drawn-up in compliance with the Office for Students’ (OfS) Regulatory Framework and associated guidance and in line with applicable company and charity law.
- 1.3 The following definitions shall apply in this document:

“Articles”	means the Articles of Government of the University (see UPR GV01)
“Chair”	means the Chair of the Board of Governors or of the committee to which the statement refers
“Deputy Chair”	means the Deputy Chair of the Board of Governors
“Independent Member(s)”	means members of the Board of Governors who are neither staff nor students at the University
“Instrument”	means the Instrument of Government of the University (see UPR GV04)
“holders of senior posts”	means the Vice-Chancellor, the Deputy Vice-Chancellor, the Secretary and Registrar, and the Group Finance Director, and the holders of such other senior posts as the Board of Governors may determine
“Special Committee”	means a committee of the Board of Governors constituted in accordance with paragraph 12.4.1
“subsidiary companies”	means the wholly-owned subsidiary companies of the University.

2. University of Hertfordshire Higher Education Corporation

- 2.1 The University of Hertfordshire was created as an independent Higher Education Corporation in 1989 under the terms of the Education Reform Act 1988. The University of Hertfordshire Higher Education Corporation achieved University status in 1992 under the provisions of the Further and Higher Education Act 1992.
- 2.2 The University operates in accordance with the terms of its Instrument and Articles. These determine the overarching governance framework of the University and set out the powers and responsibilities of the Board of Governors, the Academic Board, the Vice-Chancellor and certain other holders of senior posts appointed by the Board.
- 2.3 When convened and quorate, the Board of Governors constitutes the University of Hertfordshire Higher Education Corporation.
- 2.4 The Board of Governors is required to conduct the affairs of the University in accordance with relevant legislation and any regulations made either by Government or by the OfS (the latter as the sector regulator).
- 2.5 The University may establish or acquire subsidiary companies and may permit these subsidiary companies to establish or acquire subsidiary companies. The University may take an interest in a company, for example, as a shareholder or member or under the terms of some other arrangement, subject to the oversight of the Board of Governors. Authority for the operation of subsidiary companies has been delegated to the University's holding company, UH Holdings Limited, via the Finance Committee of the Board of Governors, pursuant to a Scheme of Delegation.
- 2.6 The University is established as an exempt charity under the provisions of the Education Reform Act 1988 and Schedule 3 of the Charities Act 2011.
- 2.7 A statement to the effect that the University is an exempt charity will be included:
 - i on the University's headed notepaper; and
 - ii in all official correspondence; and
 - iii on the University's website.

3. Purpose

UPR GV19 sets out the corporate governance arrangements of the University of Hertfordshire Higher Education Corporation, the University of Hertfordshire Charitable Trust and the University's subsidiary companies¹, approved by the Board of Governors from time-to-time, to give effect to the Instrument and Articles of the University. The University's Financial Regulations are set out in a separate policy (see UPR FR06). The University's [Scheme-of-Delegation](#) is available on HertsHub.

¹ Details of the University's subsidiary companies are set out at: <https://www.herts.ac.uk/about-us/our-leadership-strategy-and-plans/our-governance-and-leadership/subsidiary-company-structure>

4. The Office for Students (OfS)

The University will maintain its registration with the OfS and conduct its affairs and operate in accordance with the regulatory requirements of the OfS.

5. Confidentiality

- 5.1 Employees, members of the Board of Governors, and directors of subsidiary companies must ensure that any confidential information which they hold, either manually or on computer, is kept securely and that where this information includes personal data, data is held/processed, and access to it is permitted, only in accordance with the requirements of the UK-retained version of the EU General Data Protection Regulation 2016; the Data Protection Act 2018; the UPRs (see UPR IM08²); any relevant guidance issued by the Information Commissioner's Office and/or legislation; and any other relevant regulations and procedures established by the Secretary and Registrar from time to time.
- 5.2 Contracts of employment (University and subsidiary companies) and other legal agreements will include appropriate clauses to protect confidentiality and financial and other confidential records.
- 5.3 Unless disclosure is otherwise permitted under the terms of these regulations or by law:
 - i University and subsidiary company confidential information must not be disclosed to anyone who is not authorised to have access to it; and
 - ii access to University and subsidiary company confidential information will require the prior written approval of the Secretary and Registrar (or nominee designated for this purpose) or the company secretary of the relevant parent company (or nominee designated for this purpose) and will be on a 'need to know' basis.

6. Legal name and address

6.1 Higher Education Corporation

- 6.1.1 For legal purposes, the full and correct name of the University is the '**University of Hertfordshire Higher Education Corporation**'. '**University of Hertfordshire**' and '**UH**' are branding names used by the institution for marketing and communications purposes.
- 6.1.2 Although the University has no formal registered office, the address for the delivery of legal documents is:

University of Hertfordshire Higher Education Corporation
College Lane
Hatfield
Hertfordshire

² UPR IM08 'Data Protection Policy and Privacy Statement'

AL10 9AB

- 6.1.3 Unless instructed otherwise, all legal documents sent by third parties to the University should be marked for the attention of the Secretary and Registrar.

6.2 Subsidiary companies

The registered office of subsidiary companies of the University is:

**College Lane
Hatfield
Hertfordshire
AL10 9AB**

7. Name and address of the University and subsidiary companies

- 7.1 Under no circumstances will the name of the University or the name of a subsidiary company be used in connection with work which is unrelated to the activities of the University or the subsidiary company.
- 7.2 The Secretary and Registrar will advise on all matters relating to the use of the name and address and intellectual property of the University and the subsidiary companies, including circumstances in which spin-out or other private companies wish to make use of the University's postal address.

8. Strategic business units (SBUs) and other units or departments of the University

- 8.1 SBUs and other units or areas within the University (including Herts Sport & Physical Activity Partnership ("HSP")):
- i are not recognised as having a status which is independent of the University (i.e. SBUs do not have a separate legal identity from the University);
 - ii are not permitted to enter into legal agreements or to trade in their own name; and
 - iii are not permitted to issue separate invoices or purchase orders.
- 8.2 Heads of SBUs will ensure that the full legal name of the University appears on all correspondence and legal documents.

9. Good governance of the University and its subsidiary companies

The Board of Governors will establish and keep under review policies, regulations, and procedures in relation to the following:

- i ANTI-BRIBERY AND CORRUPTION (including, but not necessarily limited to, prevention, detection, investigation and the declaration and registration of benefits, gifts, hospitality, private work and conflicts of interest) (see UPRs GV12³ Anti-Bribery and Corruption Policy, GV17 Conflicts of Interest Policy, and GV18 Gifts and Hospitality Policy);
- ii WHISTLEBLOWING
to enable staff to come forward and raise their concerns without fear of reprisals (see UPR GV16 Whistleblowing Policy);
- iii FRAUD
to enable the prevention, detection and investigation of fraud (see UPR GV12³ and UPR FR08⁴);
- iv FREEDOM OF INFORMATION (see UPR IM09⁵);
- v PRIVACY AND DATA PROTECTION (see UPR IM08); and
- vi FREEDOM OF SPEECH and ACADEMIC FREEDOM (see UPR EQ04).

10. Risk

The Board of Governors and the Vice-Chancellor will:

- i take reasonable steps (including all appropriate due diligence) to understand the nature and magnitude of any risk involved before taking decisions, to avoid circumstances that might seriously threaten academic standards, academic freedom and freedom of speech, research delivery and integrity, staff and student health, safety or security, the reputation of the University (and, where applicable, its subsidiary companies) or its financial viability; and
- ii determine policies and procedures for the assessment and management of risk which are consistent with the recommendations of the OfS and other relevant codes of practice (see UPR FR03⁶).

11. Audit arrangements

11.1 External Audit and Internal Audit

- 11.1.1 The Board of Governors will appoint an external auditor and will secure internal audit services for the University, its subsidiary companies, and the University of Hertfordshire Charitable Trust.
- 11.1.2 The provider of external audit services to the University, the subsidiary companies and the University of Hertfordshire Charitable Trust may be appointed

³ UPR GV12 'Anti-Bribery and Corruption', UPR GV17 'Conflicts of Interest' and UPR GV18 'Gifts and Hospitality'

⁴ UPR FR08 'Fraud and Corruption – Anti-Fraud and Anti-Corruption Policy'

⁵ UPR IM09 'Freedom of Information', UPR IM08 'Privacy and Data Protection' and UPR EQ04 'Freedom of Speech and Academic Freedom'

⁶ UPR FR03 'Risk Assessment and Management'

for terms of up to five (5) years and the contract will be re-tendered at intervals of not more than five (5) years. The Board of Governors has discretion to extend the external audit services contract in circumstances where it deems this appropriate.

- 11.1.3 The University's arrangements for external audit and internal audit and those of the subsidiary companies and the University of Hertfordshire Charitable Trust:
- i are determined by the Board of Governors which, in this regard, is advised by the Audit and Risk Committee; and
 - ii are intended to provide necessary assurance to the OfS and the Board of Governors that adequate and effective management controls are in place across the University, its subsidiary companies, and the University of Hertfordshire Charitable Trust.

11.2 External Audit and Internal Audit – right of access

- 11.2.1 All University and subsidiary company records, procedures and processes are subject to external and internal audit.
- 11.2.2 Both external and internal auditors are authorised to visit all University and subsidiary company premises and to have access to any assets, activities, minutes, books, documents, records, personnel, physical property or any information (whether hard copy or digital) kept by the University and the subsidiary companies and the University of Hertfordshire Charitable Trust. Members of the Board of Governors, the Vice-Chancellor, subsidiary company directors, managing directors and chief executive officers, heads of SBUs, and all employees will provide such information, or explanations, or access as may be required by those engaged in audit functions to allow them to fulfil their audit responsibilities.

11.3 Internal Audit

The Secretary and Registrar is:

- i the appointee of the Board with management responsibility for the proper operation of the internal audit function in accordance with the arrangements determined from time-to-time by the Audit and Risk Committee and/or the Board of Governors;
- ii responsible for ensuring that all reports required under the terms of any appropriate regulatory requirements and guidance issued from time-to-time by the OfS and/or the Committee of University Chairs (CUC) are prepared and submitted in accordance with relevant timescales, deadlines, and any other requirements; and
- iii in this regard, accountable to the Vice-Chancellor, the Audit and Risk Committee and the Board of Governors.

11.4 Head of Internal Audit

The Head of Internal Audit has the right, where they judge it to be appropriate, to report directly to the Vice-Chancellor and/or to the Chair of the Audit and Risk Committee and/or to the Chair of the Board of Governors.

11.5 External Audit

The external auditor:

- i is appointed by the Board of Governors;
- ii will report annually, in a management letter, on any significant accounting and control issues arising from the audit;
- iii is accountable to the Group Finance Director who is the senior post holder with management responsibility for external audit services;
- iv has the right, where the external auditor judges it to be appropriate, to report directly to the Vice-Chancellor and/or to the Audit and Risk Committee and/or to the Board of Governors; and
- v will provide all reports required by the 'Accountability and Audit: Code of Practice' and/or any accounts direction (or equivalent) issued from time-to-time by the OfS.

11.6 External Auditor - non-audit services

Non-audit services may be commissioned from the external auditor only with the prior consent of the Audit and Risk Committee.

11.7 Audit - by other external bodies and agencies

- 11.7.1 Some external bodies and agencies, including (inter alia) the OfS, the Education and Skills Funding Agency (ESFA), UK Research and Innovation (UKRI), research grant funders, and the National Audit Office have rights of access to records in connection with financial matters. Certain other agencies, such as those to which the University or the subsidiary companies are contracted to provide services, may also have powers of inspection.
- 11.7.2 HM Revenue and Customs has powers of inspection in connection with the administration of VAT and the deduction of Income Tax. Other Government departments and agencies may also have inspection powers, for example, in relation to National Insurance.

12. Board of Governors - powers and responsibilities

12.1 The responsibilities of the Board of Governors are set out in the University's Instrument and Articles.

12.2 Financial responsibilities

The Board of Governors:

- i is responsible for ensuring that all public funds are used in accordance with the University's charitable objectives, the Education Reform Act 1988, the Further and Higher Education Act 1992, the Higher Education and Research

- Act 2017, all other relevant legislation, and any regulatory conditions which the OfS may from time-to-time prescribe;
- ii is responsible for ensuring that financial, planning and other management controls (including controls against fraud and theft) applied by the University and the subsidiary companies are appropriate and sufficient to safeguard public funds;
 - iii is responsible for securing the efficient, economical, and effective management of all University resources, expenditure, capital assets, equipment and staff resources, so that the investment of public funds in the University is not put at risk;
 - iv will ensure that financial considerations are taken into account at all stages in reaching decisions and in their execution;
 - v is responsible for the administration and management of the University's and its group of companies' financial affairs;
 - vi may, with certain exceptions, delegate a power or duty to any person, committee or body, although in such case overall responsibility remains with the Board of Governors;
 - vii has the power to establish companies;
 - viii is responsible for approving the annual strategic report and financial statements in accordance with applicable law and regulations;
 - ix is responsible for keeping adequate accounting records that are sufficient to show and explain the University's and the University's group of companies' transactions and disclose with reasonable accuracy at any time the financial position of the University and its group of companies;
 - x is responsible for safeguarding the assets of the University and its group of companies and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities; and
 - xi is responsible for the maintenance and integrity of the corporate and financial information included on the University's website.

12.3 Suspension of staff

- 12.3.1 The Chair of the Board of Governors or, in the absence of the Chair, the Deputy Chair, may suspend from duty with pay the holder of a senior post for misconduct or other good and urgent cause. The Chair or Deputy Chair shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable.
- 12.3.2 The Vice-Chancellor may suspend from duty with pay any other member of the staff of the University other than those designated in paragraph 12.3.1 for misconduct or other good and urgent cause. The Vice-Chancellor may delegate this power in accordance with the Articles of Government. The procedures for suspension shall be set out in the UPRs⁷.

⁷ UPR HR02 'Staff Disciplinary Policy'

12.4 Dismissal of staff

12.4.1 Holders of senior posts

12.4.1.1 If the Chair of the Board of Governors or (in their absence, the Deputy Chair) or a majority of the members of the Board of Governors considers that it may be appropriate for the Board to dismiss a holder of a senior post, the Chair, Deputy Chair, 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.

12.4.1.2 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 they may be accompanied and represented by a friend.

12.4.1.3 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.

12.4.1.4 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 they may be accompanied and represented by a friend.

12.4.1.5 The Special Committee shall consist of five Independent Members of the Board of Governors, excluding the Chair and Deputy Chair of Governors.

12.4.1.6 The Board of Governors will approve UPRs, 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 Committee⁸.

12.4.2 Other members of staff

12.4.2.1 The Vice-Chancellor (or such officer to whom they may delegate this power in accordance with the Articles) may dismiss any member of the staff of the University other than the holders of senior posts and, if the circumstances are such that they are 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.

12.4.2.2 Procedures for the dismissal of staff shall be specified in UPRs made by the Board of Governors after consultation with the staff⁹.

⁸ UPR GV01 'Articles of Government'

⁹ *ibid.*

13. Board of Governors - Delegations of Authority

- 13.1 The authority of the Board of Governors may be delegated only by the Board of Governors itself and then only to the extent permitted by the Instrument and Articles, the OfS, and relevant legislation or regulatory requirements. Applicable delegations shall be set out in the University's Scheme of Delegation.
- 13.2 Where, under the terms of the University's policies and regulations, a delegation of authority is made to an officer on an ex officio basis, the intention of the Board of Governors is that the delegation will apply in all circumstances which fall within the parameters of the delegation and only within the area, such as an SBU, for which the officer concerned has been given responsibility.
- 13.3 In making a delegation of authority, the Board of Governors will specify the purpose for which that authority may be exercised and the limits within which that authority may be used.
- 13.4 Persons, committees or bodies to whom the Board of Governors has made a delegation of authority:
- i will exercise that authority strictly in accordance with any terms and conditions specified by the Board of Governors;
 - ii will ensure that proper records are created, and all necessary reports are made concerning the exercise and use of that authority;
 - iii may not delegate this authority further without the prior consent of the Board of Governors unless the University's Scheme of Delegation and/or UPRs permit a further delegation of authority by the person, committee or body concerned: for example, to a deputy designated for this purpose or to a nominee.

14. Board of Governors – Membership

- 14.1 The Board of Governors shall, from time to time, make a determination with respect to its membership numbers.
- 14.2 In making such a determination, the Board of Governors shall secure that at least half of all the members of the Board of Governors, when constituted in accordance with the determination, will be Independent Members.
- 14.3 Such a determination shall not have effect to terminate the appointment of any person who is a member of the Board of Governors at the time when it takes effect.
- 14.4 Such a determination may be varied by a subsequent determination.
- 14.5 Unless otherwise determined in accordance with the above provisions, the Board of Governors determines that the Board shall consist of:-
- (a) no fewer than twelve (**12**) and no more than twenty-three (**24**) members appointed in accordance with the following provisions; and
 - (b) the Vice-Chancellor *ex officio*.

14.6 Of the appointed members:-

- (a) up to fourteen (**13**) shall be Independent Members appointed by the Board on the recommendation of the People and Culture Committee;
- (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 member of the professional staff nominated by the professional staff by means of an election by the professional staff as a whole;
- (d) one (**1**) shall be a student nominated by the trustees of the University of Hertfordshire Students' Union.

14.7 All members shall be 'fit and proper' in accordance with the requirements of the OfS and the University's Code of Conduct for Governors.

14.8 A person (other than a person appointed in pursuance of sub-paragraphs 14.6(b), 14.6(c), and/or 14.6(d) above) who is:-

- (a) employed at the University (whether or not as a teacher); or
- (b) a full-time student at the University

is not eligible for appointment as a member of the Board of Governors.

14.9 For the purposes of this paragraph, a person who is not for the time being enrolled as a student at the University shall be treated as such a student during any period when they have been granted leave of absence from the University for the purposes of study or travel or for carrying out the duties of any office held by them in any students' union at the University.

14.10 It shall be for the Board of Governors to determine any question as to whether any person is qualified for appointment as a member of the Board of Governors of any description or category. The identification of appropriate individuals to be appointed as members shall be subject to a formal search and recommendation process, and the Board of Governors may oversee and appoint appropriate consultants to undertake such exercise.

14.11 Term of office

14.11.1 The term of office for members of the Board of Governors, other than *ex officio* members and the student member, shall be up to three years.

14.11.2 The term of office for the student member shall be one year commencing on 1 July of the year of appointment and ending on 30 June the following year.

14.11.3 Members of the Board of Governors are eligible for re-appointment at the expiry of their term of office but will serve no more than two consecutive terms of office.

14.12 Chair and Deputy Chair

- 14.12.1 The Board of Governors shall elect a Chair from among the Independent Members. It may also, if it wishes, elect another Independent Member to be Deputy Chair. If both Chair and Deputy Chair are absent from any meeting, the Board members present shall before any business is transacted choose one of the Independent Members to preside at that meeting.
- 14.12.2 The Chair and Deputy Chair shall serve for a term of up to three years and will be eligible for re-election for one further term of up to three years. The term of office of the Chair and Deputy Chair are concurrent with their terms as members of the Board of Governors and are subject to the maximum limit of six years.

14.13 Pecuniary, family and personal interests

- 14.13.1 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 their services, provided that the Vice-Chancellor and the staff members may receive remuneration for their services as members of the staff of the University, and the student member may receive benefits in their capacity as a beneficiary of the University's charitable objects. This requirement shall not prevent the Board of Governors considering and voting upon proposals for the University to insure the members of the Board of Governors against liabilities incurred by them arising out of their office or the University obtaining such insurance and paying the premiums.
- 14.13.2 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 of Governors at which the contract or proposed contract or other matter is the subject of consideration, they 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.
- 14.13.3 If any member has family or other personal interests in any matter under discussion, they shall declare such interests and shall take no part in the consideration of the matter.
- 14.13.4 All relevant interests shall be declared and held on an appropriate register in accordance with the University's policies and procedures regarding anti-bribery, conflicts of interest, and gifts and hospitality.

14.14 Removal or suspension of members

- 14.14.1 In accordance with the Instrument, if at any time the Board of Governors is satisfied that any member of the Board:
- (i) has been absent from meetings of the Board for a period of 12 months without the permission of the Board; or
 - (ii) is unable or unfit to discharge the functions of a member; or
 - (iii) is not 'fit and proper' person to act in such capacity as determined by criteria set by the OfS
- it may remove or suspend that member from office in accordance with the procedure set out below.

- 14.14.2 Any member of the Board of Governors who has, or is notified of, a concern about the conduct or behaviour of a Board member shall raise the concern with the Chair, the Deputy Chair or the Secretary and Registrar.
- 14.14.3 The Chair (or Deputy Chair) and the Secretary and Registrar will undertake such investigation as they deem necessary and shall determine whether the concern is material in nature.
- 14.14.4 Following the investigation, the Chair (or Deputy Chair) and the Secretary and Registrar shall make a recommendation to the Board of Governors. The recommendation will include a report on the procedure followed.
- 14.14.5 A meeting of the Board of Governors will be convened in order to consider the recommendation and to reach a decision as to whether the member should be removed or suspended from office.
- 14.14.6 The member may submit a written response to the report being considered by the Board of Governors and will be invited to attend the meeting to respond to the concerns.

15. Board of Governors - Procedures for meetings

15.1 General

- 15.1.1 The procedures set out in this section shall apply to meetings of the Board of Governors and its committees.
- 15.1.2 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.
- 15.1.3 The frequency of committee meetings shall be set out in the committee's terms of reference.
- 15.1.4 The place and time of meetings of the Board of Governors and its committees shall be agreed and published during the summer term for the following academic year.
- 15.1.5 In accordance with the Articles, 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, which is seven (**7**) members of whom at least four (**4**) shall be Independent Members. If a meeting is quorate but fewer 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.
- 15.1.6 Unless otherwise specified in the committee's terms of reference, the quorum for meetings of committees shall be one-half of the members of the committee, rounded down.

- 15.1.7 Members taking part via telephone or video conferencing or other online means shall be counted towards the quorum.
- 15.1.8 If either at the commencement of, or during, a meeting of the Board of Governors or a committee, the Chair, after the members present have been counted, declares that there is not a quorum, the meeting shall either, by agreement of the members:
- (i) stand adjourned until a date and time to be fixed by the Chair or, if no such date and time is fixed, to the next ordinary meeting of the Board or committee;
 - (ii) continue as an informal meeting of the remaining members, on whose advice the Chair can take action on urgent matters. Any decisions reached by the members present must be recorded and put to the next quorate meeting of the Board or committee for formal ratification.
- 15.1.9 If there is a quorum at the commencement of a meeting but the quorum is lost during the meeting, any business accomplished and decisions taken before the loss of the quorum shall be valid.
- 15.1.10 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.

15.2 Convening of meetings

- 15.2.1 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 Chair.
- 15.2.2 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.
- 15.2.3 The Chair or any three members of the Board of Governors may for any cause which seems to them sufficient require an emergency meeting to be convened by giving notice in writing to the Secretary and Registrar, specifying the business to be transacted. In such a case the period of seven clear days may be reduced at the discretion of the Chair to 48 hours.
- 15.2.4 An emergency meeting of a committee may be convened by the Secretary and Registrar on the written request of the committee Chair or of any two members of the committee.
- 15.2.5 All meetings shall be convened by the Secretary and Registrar.

15.3 Conduct of meetings

- 15.3.1 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 Secretary and Registrar shall make available for inspection by students and staff of the University the agenda, draft minutes (if they have been approved by the Chair of the meeting), signed minutes, and reports or papers considered at meetings of the Board of Governors and its committees.

- 15.3.2 The Board of Governors and its committees shall review papers marked as confidential on an annual basis to determine whether any documents can be made public at that stage.
- 15.3.3 Minutes shall be kept by the Secretary and Registrar of all proceedings of the Board of Governors, including all resolutions, authorising writings, or deeds to be executed on behalf of the Board.
- 15.3.4 Matters coming before a meeting of the Board of Governors shall be decided as prescribed in the Articles.
- 15.3.5 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 their own position is under discussion. Observers and persons in attendance shall not be permitted except by specific invitation of the Chair of the meeting.
- 15.3.6 If any meeting of the Board of Governors or a committee is adjourned before its business has been finished, the meeting shall then stand adjourned until a date and time fixed by the Board of Governors, or fixed by the Chair, or if no such date and time is fixed, the next ordinary meeting of the Board or the committee.
- 15.3.7 The Chair of the Board of Governors or the Chair of any of its committees is authorised to act on behalf of the Board or relevant committee between formal meetings on any matter requiring an urgent decision. Any matter dealt with in this way must be reported to the next available meeting of the Board or committee.
- 15.3.8 A written resolution signed by all of those entitled to vote at a meeting of the Board of Governors or a committee is as valid as a resolution actually passed at a meeting (and for this purpose a written resolution may be set out in more than one document and will be treated as passed on the date that it has been approved by all relevant members).

16. Committees of the Board of Governors - powers and responsibilities

16.1 General

- 16.1.1 In accordance with the Articles, the Board of Governors may establish committees for any purpose or function and may delegate any of its powers, functions or duties (except those reserved to the Board under the Articles) to any

such committee.

- 16.1.2 The Board of Governors will appoint members to committees on the recommendation of the Chair of the Board, including an Independent Member as Chair of the committee. External co-opted members may be appointed to bring particular expertise or experience to the committee.
- 16.1.3 The terms of reference of each committee shall be approved by the committee at the first meeting of the academic year, and by the Board of Governors, and are available on the University's website.

16.2 Finance Committee

In compliance with the Articles and to enable it to meet its responsibilities in relation to the financial management of the University and its subsidiary companies, the Board of Governors has established a Finance Committee.

16.3 Audit and Risk Committee

In compliance with the Articles and to enable it to meet its responsibilities in relation to the establishment and monitoring of appropriate and efficient mechanisms and procedures for internal and external control and also any requirements which the OfS might have in this regard, the Board of Governors has established an Audit and Risk Committee.

16.4 People and Culture Committee

In compliance with the Articles, the Board of Governors has established a People and Culture Committee to advise it on employment policy in respect of staff, on the remuneration of the holders of senior posts, on matters of governance, and on the membership of the Board of Governors and its committees.

16.5 Vice-Chancellor's Remuneration Committee

In compliance with the Articles and to enable it to comply with regulatory requirements relating to the employment and remuneration of the Vice-Chancellor, the Board of Governors has established a Vice-Chancellor's Remuneration Committee.

17. Appointees of the Board of Governors (senior post holders) - powers and responsibilities

17.1 Vice-Chancellor

- i The responsibilities of the Vice-Chancellor are set out in the Articles. They include, but are not limited to, the inter-relationship of the Board of Governors and the Academic Board, the internal structures and organisation of the University and the University of Hertfordshire group of companies, student and staff discipline and appeals, and the interface between the University and external bodies and agencies.
- ii The Vice-Chancellor is the Chief Executive of the University and the officer accountable and responsible for the University's performance. The Vice-

Chancellor is an *ex officio* member of the Board of Governors, its principal adviser and executive, and is accountable to the Board for any actions which they may take on its behalf.

- iii Within this framework, the Board of Governors requires the Vice-Chancellor to take personal responsibility, which may not be delegated, for the proper and effective operation of the controls which it has put in place and for giving effect to the Board's policies for securing the efficient, economical and effective management of all the University's and its group of companies' resources and expenditure.
- iv The Vice-Chancellor will be responsible with the Board of Governors for ensuring that any payments from public funds are used only for the purposes for which they are given or in accordance with any other terms and conditions which may apply.
- v The Vice-Chancellor will be responsible for advising the Board of Governors if, at any time, any action or policy under consideration by the Board of Governors is incompatible with the terms of the OfS conditions of registration applicable to the University.

17.2 Deputy Vice-Chancellor(s), Group Finance Director and Secretary and Registrar

Information relating to the current roles and responsibilities of individual holders of senior posts shall be set out within the UPRs.¹⁰

17.3 Chancellor and Pro-Chancellor(s)

The Board of Governors shall consider and appoint, from time-to-time, a Chancellor of the University, and may appoint one or more Pro-Chancellors. Such appointments shall be for ceremonial purposes, including the conducting of University graduation and award ceremonies, and any other responsibilities which the Board of Governors may determine from time-to-time. The Chair of the Board shall be an *ex officio* Pro-Chancellor. The Chair of the Board shall convene a committee of governors (to include the Vice-Chancellor) to consider the appointment and dismissal of such postholders.

18. Academic Board – membership, powers and procedures for meetings

18.1 Membership of the Academic Board

- 18.1.1 There shall be an Academic Board of no more than 34 members, comprising the Vice-Chancellor, who shall be Chair, and such other numbers of staff and students as may from time to time be approved by the Board of Governors and set out in the Academic Board's Terms of Reference. The Vice-Chancellor may nominate a Deputy Chair from among the members of the Academic Board to take the Chair in their place. The period of appointment of members and the selection or election arrangements shall be subject to the approval of the Board of Governors and set out in the Academic Board's Standing Orders.

¹⁰ UPR GV01 'Articles of Government'

- 18.1.2 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.
- 18.1.3 The Board of Governors shall be responsible for approving the detailed membership profile both between and within the categories identified in paragraph 18.1.2, 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, and such arrangements shall be set out in the Academic Board's Standing Orders.

18.2 Powers of the Academic Board

- 18.2.1 The Academic Board is responsible for overseeing the teaching and research of the University and for the academic quality and standards of the University and the admission and regulation of students (in accordance with the Articles).
- 18.2.2 The Academic Board may establish such committees as it considers necessary for purposes enabling it to carry out its responsibilities. 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's Standing Orders.

18.3 Procedures for meetings of the Academic Board

Procedures for meetings of the Academic Board and its committees will be set out in its Standing Orders.

19. Students' Union

The Students' Union shall:

- i be a registered charity, separate from the University, which conducts and manages its own affairs and funds in accordance with the requirements of the Education Act 1994, its Memorandum and Articles of Association and an appropriate Code of Practice (both as approved by the Board of Governors at least once every five years), and the terms and conditions of any legal agreement between the University and the Students' Union;
- ii not be subject to this UPR, save and except that the financial regulations (or equivalent) of the Students' Union and any amendments to them shall require the prior approval of the Board of Governors, which will be advised by its Finance Committee; and
- iii shall be required to present its audited annual financial statements to the Finance Committee of the Board of Governors.

20. Corporate Governance - legal services and documents

20.1 Legal services

The engagement of the professional services of solicitors, barristers, legal counsel etc. on behalf of the University or its subsidiary companies will be authorised by the Secretary and Registrar (or nominee) on the advice of the Director of Legal and Compliance Services and University Solicitor. Save for the commencement of student debt and commercial debt recovery proceedings (which shall be subject to delegated authority), any legal documents which must be signed to initiate or defend proceedings in Courts or Tribunals will be authorised by the Secretary and Registrar (or nominee) unless this represents a conflict of interests, in which case approval will be given by another appropriate officer, normally at a higher level.

20.2 Terms and conditions of business

20.2.1 Governors, employees, and directors of subsidiary companies dealing with prospective clients or contractors must ensure that they do not establish a legal relationship with another party on terms and conditions other than those which have been approved in accordance with this UPR.

20.2.2 Negotiations and the creation of legal relations

Governors, employees, and directors of subsidiary companies conducting negotiations on behalf of the University or a subsidiary company:

- i may do so only within the limits of the authority assigned to them under the Scheme of Delegation and the Financial Regulations (UPR FR06); and
- ii will ensure that such negotiations, written or verbal, do not create a contractual relationship between the University/subsidiary company and another party in advance of any necessary prior approval required by the Scheme of Delegation or Financial Regulations (UPR FR06) and the issue by the University or subsidiary company of an official purchase order or the formulation and signature of a contract or other legal agreement.

20.2.3 Terms and conditions of business

The standard terms and conditions of business of the University and its subsidiary companies are determined by the Secretary and Registrar (or on the authority of the Secretary and Registrar) on their authority as Secretary and Registrar of the University or director of the relevant parent company, as applicable.

20.2.4 Terms and conditions of business – onerous terms, including guarantees, indemnities, disclaimers and transfers of legal liability

- i Because clauses relating to guarantees and/or indemnities and/or disclaimers and/or transfers of legal liability to the University or a subsidiary company are embedded within proposed contracts or other legal agreements (including grant applications), this policy assumes that, before signing, the authorised signatories of related legal documents will have satisfied themselves that the requirements of this section have been met.
- ii GENERAL

When negotiating contracts or other legal agreements or considering grant applications, Heads of SBUs/managing directors of subsidiary companies will:

- 1 ensure that they do not exceed their authority under the terms of the Scheme of Delegation or Financial Regulations (UPR FR06); and
- 2 ensure that an appropriate risk assessment is made to identify any potential financial and/or any reputational risk; and
- 3 as appropriate, obtain advice from the Director of Legal and Compliance Services and University Solicitor.

iii NON-FINANCIAL (REPUTATIONAL, LEGAL, REGULATORY) RISK

Where the potential risk is reputational, regulatory or legal, rather than financial, Heads of SBUs/managing directors of subsidiary companies will consider the matter and may refer the matter, if it is substantive, to the Secretary and Registrar/company secretary of the parent company (or nominee) who will ensure that the matter is considered and any approval is given at the appropriate level.

Where a subsidiary company is concerned, the matter will also be reported to the board of directors of that company.

iv FINANCIAL RISK

Where the potential risk is financial rather than reputational (e.g. in the case of certain indemnities), Heads of SBUs/managing directors of subsidiary companies will consider the matter and ensure that any approval is given at the appropriate level. Guidance may be sought from the Group Finance Director (or nominee) where such financial risk exceeds the authority of the Head of SBU/managing director.

Where a subsidiary company is concerned, the matter will also be reported to the board of directors of that subsidiary company.

v AUTHORISATION OF CONTRACTS, GRANT APPLICATIONS, OTHER LEGAL AGREEMENTS

- a The level of authorisation required for a proposed contract, grant application or other legal agreement will be determined by its value (i.e. the overall value to the University or subsidiary company), or the potential financial loss represented by any proposed guarantee, indemnity, disclaimer or transfer of liability, whichever is the greater.
- b No employee may sign any disclaimer, form of indemnity or guarantee or other document which transfers legal liability onto the University or a subsidiary company unless the requirements for prior approval set out above have been met.

20.2.5 Academic agreements – collaborative partnerships

Academic agreements which create a legal relationship, such as a collaborative partnership, between the University and another party, require the signature of the

Vice-Chancellor (or nominee). Such authorisation is subject to a requirement to negotiate and to commit resources to due diligence.

20.2.6 Terms and conditions of business - Academic agreements

The approval of the terms and conditions of business to apply to academic agreements is subject to the requirements of this policy.

20.3 Legal documents – University and subsidiary companies

20.3.1 The Secretary and Registrar is responsible to the Vice-Chancellor and to the Board of Governors for:

- i the retention, archiving and safe-keeping of legal documentation;
- ii ensuring that students' registration documents/records are held securely at all times and that they are not left unattended; and
- iii determining and publishing policies, instructions and procedures from time-to-time to ensure the retention, archiving and safe-keeping of legal documents and compliance with all current statutory requirements.

20.3.2 Where these regulations (UPR GV19) do not specify an officer, it should be assumed that the responsibility rests with the Secretary and Registrar.

20.3.3 Senior post holders and Heads of SBUs/managing directors of subsidiary companies:

- i are required to comply with the policies, instructions and procedures published from time-to-time by the Secretary and Registrar concerning the retention, archiving and safe-keeping of legal documents;
- ii are responsible overall for the safe custody of any legal documents, correspondence or documentation under their control;
- iii will report the loss of any legal document or confidential document to the Secretary and Registrar immediately; and
- iv will, where a lost legal document or confidential document contains financial or commercially sensitive information, report the loss immediately to the Group Finance Director.

20.4 Deeds

These regulations (UPR GV19) set out:

- i the arrangements for the execution of deeds by the University or the subsidiary companies (under seal and under hand); and
- ii the officers who are permitted to sign deeds.

20.5 Deeds – execution either by seal or under hand (University)

20.5.1 The creation of a deed will be authenticated by the signature of:

- i the Chair of the Board of Governors or some other person authorised for that purpose by the University (it being understood that the Secretary and Registrar is generally authorised for this purpose); and
- ii any other member of the Board of Governors.

Where required to give legal effect to the creation of a deed, the seal of the University shall be applied and authenticated by the signatures set out above.

For the avoidance of doubt, the seal need not be applied for a deed to be created (i.e. a deed may be created by the signature of the above two signatories only), except in circumstances where the application of the seal is required by law to create a deed.

20.5.2 The Board of Governors has generally authorised any of its Independent Members to authenticate the application of the seal of the University, for the purposes of 19.5.1(ii).

20.5.3 The Secretary and Registrar will be responsible for:

- i making appropriate arrangements for the safe keeping of the seal;
- ii maintaining a record of the deeds executed under seal; and
- iii reporting from time-to-time to the Finance Committee the deeds executed under seal.

20.6 Deeds – execution under seal or under hand (subsidiary companies)

Company deeds executed under seal or under hand will be authenticated by the signature of:

- i a Director and the Company Secretary; or
- ii two (2) Directors.

20.7 Academic agreements – required prior approvals

20.7.1 Academic agreements will be approved and signed in accordance with the requirements of the Scheme of Delegation.

20.7.2 The following additional reporting requirements will also apply:

- i. Memoranda of Agreement or Academic Collaboration Agreements (such as Franchise and Validation Arrangements), External Accreditation Agreements, Academic Support Agreements: Academic Board;
- ii. Articulation Agreements: Academic Development Committee.

20.7.3 Other legal agreements

Other legal agreements may be signed by the employee so designated by the Scheme of Delegation.

20.8 Official stationery and logos

20.8.1 University

The University's official stationery (headed notepaper) and logo:

- i will be used solely for the conduct of the legitimate business of the University;
- ii may not be used by staff for any other purpose; and
- iii may not be used by students

unless otherwise approved by the Secretary and Registrar.

20.8.2 Subsidiary companies

A subsidiary company's official stationery (headed notepaper) and logo will be used solely for the conduct of that company's legitimate business and will not be used by directors or employees for any other purpose.

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

Alternative format

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