

# **UNIVERSITIES HUMAN RESOURCES CONSTITUTION**

## **Preamble**

Universities Human Resources (UHR) is governed by the Terms of Reference (annexed to this constitution) under which it became an SIO within Professional Higher Education Services Limited (PHES), also referred to as (“the Company”) with effect from 1 August 2017. Nothing in this constitution shall be effective if it is contrary to the Terms of Reference or the PHES Articles of Association, as may be revised from time to time, and which, at all times, accord with the powers and objects of the Company.

### **1. Name**

The organisation, a Special Interest Organisation (SIO) within Professional Higher Education Services (“PHES”) shall be known as Universities Human Resources (“UHR”).

### **2. Purpose**

To provide leadership for human resources management professionals within the universities and higher education institutions of the United Kingdom, and to impart advice, make constructive recommendations and initiate effective actions to develop sector wide human resource strategies that will enhance the quality of people management within the sector and the profession as a whole. The primary aims of UHR are set out in the Terms of Reference.

### **3. Objectives**

- 3.1 To promote the profession and the function at the highest possible levels within the sector and outside.
- 3.2 To influence and participate fully in the relevant policy-making bodies in the development of human resource strategies and policies at sector, institutional and professional levels.
- 3.3 To promote education, training and development in human resource-related issues at institutional, sector and professional level, including the professional development of human resources staff within the sector.
- 3.4 To initiate, maintain and provide an appropriate steer on the human resource related networks which operate at all management levels across the sector.
- 3.5 To collect, collate and disseminate information on staffing matters of interest to human resources staff within the sector.

3.6 To develop links with organisations with contiguous aims, both nationally and internationally.

3.7 To organise conferences, seminars and other events.

### 3.8 **Membership**

3.8.1 Membership shall be open to such organisations and individuals, and on such a basis as may be determined by the Executive Committee from time to time, under the terms of membership for SIOs laid down by the Board of PHES. Full membership shall be open only to eligible institutions. Other organisations and individuals may be admitted to affiliate membership on a basis to be determined by the Executive Committee from time to time, within the definitions permitted within the PHES Articles of Association. 'Eligible institution' means either of the following:

3.8.1.1 If in England, an institution registered by the Office for Students under the category of "Approved" or "Approved (Fee Cap)", in Wales an institution registered by the national oversight organisation for higher education providers, or if the relevant institution's registered office is outside England and Wales, any equivalent higher education regulatory body; or

3.8.1.2 Any other institution which the UHR Executive Committee resolves should be considered to be eligible after taking into account the extent to which the institution is able to demonstrate financial accountability and independence by publishing and making publicly available full annual accounts which evidence clarity and transparency of share ownership, including any changes thereto; maintaining an independent governing body with authority over the strategic direction, educational ethos and financial management of the institution.

3.8.1.3 Any Eligible Institution shall be as defined by the Articles of Association of Professional HE Services Limited (as updated 2018), further defined for the purposes of UHR membership as follows:

3.8.1.4 FE Colleges regulated by a national HE regulator may be admitted to affiliate membership, if more than 50% of the college's activity is HE and the college has more than 1,000 HE students. FE Colleges will be reminded that UHR will discuss only HE HR issues, and that FE is clearly the domain of the Association of Colleges. However, UHR will facilitate a national group for FE HR Directors, along with other special interest groups, if at least 12 FE colleges are in membership.

3.8.1.5 International HEIs may be admitted to affiliate membership at the highest subscription band for UK HEIs, with access to benefits and services to be determined by the Executive from time to time. Institutions in Ireland will be accepted on the same terms as UK HEIs, but their subscriptions will be based on the lowest turnover band, regardless of income, recognising that they will generally be able to take advantage of fewer membership benefits.

UHR may, from time to time, form partnerships with sector membership organisations on a basis to be determined, where there is a mutual interest in sharing information and/or reciprocal services, or collaborating on projects.

3.8.1.6 Individuals (e.g. consultants) working with UHR but who are not employed in UHR member organisations may apply for membership of UHR, at a fee and with benefits to be determined by the Executive Committee from time to time.

3.8.1.7 Commercial organisations with ongoing links to UHR may be admitted as affiliate members, with subscriptions, benefits and services to be determined by the Executive Committee from time to time.

- 3.8.2 It is a condition of membership that the applicant shall pay the appropriate membership fee before becoming a member and thereafter in each year of membership.

## **Regions**

- 3.8.3 UHR shall be divided into geographical regions, such regions to be determined by the Executive Committee from time to time.

- 3.8.4 Each geographical region shall have a regional group “the UHR Groups” which shall meet and conduct meetings (normally at least three times a year) in the manner decided by the UHR Group, under the general direction of the UHR Executive Committee and shall comprise the following:

3.8.4.1 a Group Chair;

3.8.4.2 a Group representative on the UHR Executive Committee (who will normally be the Group Chair); and

3.8.4.3 a Vice Chair.

The Group shall determine the frequency and conduct of its meetings. The meetings are for the HR Director or equivalent, but other meetings, networks and activities may be convened for the benefit of other HR staff in member organisations.

- 3.8.5 Group office holders shall be elected by the HR Directors or equivalent in UHR full member institutions in the region for a maximum period of three years. Staff in affiliate member organisations and individual members shall not be eligible to hold office or to vote in elections.
- 3.8.6 The Group Chair shall advise the UHR Executive Director of the persons who have been elected as office holders, the period of their respective terms of office, and of any changes.
- 3.8.7 Only staff in full member organisations will be eligible to participate in meetings, except where an invitation to attend is issued by the Group Chair.
- 3.8.8 Each member institution will choose in which regional group it will participate, the default assumption being the one with which it is most closely geographically aligned

### **3.9 Applications for Membership**

- 3.9.1 Applications for membership of UHR shall be made to UHR Executive Director, considered by the Executive Committee, and if they are approved, reported to the next General Meeting.
- 3.9.2 Applications must be accompanied by:
  - (a) Confirmation that the organisation or person is eligible for membership of UHR and PHES.
  - (b) Confirmation that the applicant is prepared to pay the appropriate annual subscription fee, and the level of fee applicable, if based on turnover.
  - (c) If the applicant is seeking affiliate membership, a business case setting out justification for their membership of UHR.
- 3.9.3 On approval of full membership by the Executive, the HR Director/equivalent will decide in which UHR Group to participate.
- 3.9.4 Affiliate members and individual members will not be eligible to participate in UHR Groups, except by invitation.

- 3.9.5 UHR services shall be available to any staff working in the HR department of a full member organisation, at the discretion of the HR Director/equivalent in the institution, provided that the appropriate subscription or fee is paid.

### **3.10 Termination of Membership**

- 3.10.1 Membership of UHR may be terminated by the Executive Committee or the Board of PHES for:

- (a) Non-payment of subscription by the member.
- (b) some other substantial reason which must be explained to the member.

- 3.10.2 A member will cease to be a member of UHR when it:

- (a) notifies the UHR Executive Director in writing of its resignation; or
- (b) ceases to meet the criteria for membership.

## **4. General Meetings**

- 4.1 The affairs of UHR shall be governed by full members acting in a General Meeting and passing resolutions thereat, subject to the PHES Articles of Association and the UHR Terms of Reference for UHR membership of PHES.
- 4.2 There shall be an Annual General Meeting for the purposes of receiving the results of elections conducted prior to the meeting, as set out in paragraph 7.2, of office holders and other members to the Executive Committee; receiving a report from the Executive Committee including financial information for the preceding financial year.
- 4.3 The Annual General Meeting, and any other General Meeting that may be called from time to time, shall be convened by the Executive Director on the instruction of the Executive. The Executive Director shall give members at least 21 days' notice of General Meetings: this may be done electronically or through other digital formats, or by post.
- 4.4 Resolutions shall be carried by a simple majority of full members present and entitled to vote. Only the HR Director of each full member institution, or in the event of his, her or their absence, a deputy so nominated by the HR Director to UHR's Executive Director, shall be entitled to vote at Annual General Meetings as an authorised representative of their employing member institution.
- 4.5 Notice of General Meetings shall be deemed to be properly served, if the notice is sent by second-class post, by electronic mail, or other digital format, 21 days before the meeting.

5. **Staff**

- 5.1 Through PHES, the Executive Committee shall engage the services of such staff as may be required, who will provide services to UHR and its members as determined by the Executive Committee.

6. **Officers**

- 6.1 Officers shall be selected from the HR Directors of member organisations (affiliate members shall not be eligible to hold office or to vote in elections or on matters to be determined at General Meetings).

- 6.2 UHR shall have a Chair, two Vice-Chairs and a Treasurer who shall be elected under the arrangements set out in paragraph 7.1, as follows:

(c) The Chair will be elected for a period of two years. The Chair may in due course stand for re-election, subject to a minimum break of 4 years.

(d) The Vice-Chairs will be elected for a period of 2 years and are eligible for re-election for a second and final term of two years. Vice Chairs may in due course stand for re-election, subject to a minimum break of 4 years.

(e) It is expected that Vice-Chairs would be prepared to stand for election as Chair at some stage.

(f) Normally the candidates for the position of Chair will have spent a period as Vice-Chair.

(g) The Treasurer will be elected for a period of 3 years.

- 6.3 Casual vacancies in any of the above offices may be filled through co-option by the Executive Committee. A co-opted office bearer shall demit office at the Annual General Meeting following their co-option but it is eligible for re-election.

- 6.4 An officer shall cease to hold office if they resign their office by notice to the Executive Director or ceases to be an HR Director in a UHR member organisation, or if they are removed for good cause by the Executive Committee, or the Board of PHES. The PHES Board or the Executive Committee shall, at its absolute discretion, decide upon the circumstances that shall constitute good cause.

- 6.5 The Chair of UHR will chair the meetings of the Executive Committee and Annual General Meetings and any other General Meetings. They will be responsible for determining the competency and order of business. In the absence of the Chair, one of the Vice-Chairs will act in their stead.

- 6.6 The Executive Director shall be responsible for convening General and Executive meetings and for maintaining a set of minutes for each General and Executive meeting. Minutes of such meetings will be formally adopted by the general membership and the Executive membership respectively.
- 6.7 The Executive Director shall be responsible for calling and managing the elections referred to at para 6.2 above.
- 6.8 The Treasurer shall be responsible to the Executive Committee for the conduct of UHR's financial affairs.

## **7. Executive Committee**

- 7.1 The Executive Committee shall consist of not more than sixteen members (excluding co-opted members), selected from among the HR Directors in UHR's full member organisations, and being the UHR Group representatives, office holders, (the Chair, two Vice-Chairs and Treasurer) and four other elected members. Elections for the office holders and the four other elected members will be held by postal or electronic ballot of the HR Directors/equivalent in UHR's full member institutions prior to the Annual General Meeting, with the results to be reported to that meeting.
- 7.2 The period of office of the Chair, Vice Chairs and Treasurer is dealt with in para 6.2 above. The four 'other members' will be elected for a period of 3 years.
- 7.3 The quorum for a meeting shall be not less than six members.
- 7.4 The Executive Committee shall have the authority to co-opt to the Executive as appropriate, with the number of co-options determined by the Chair.
- 7.5 The PHES Company Board shall be entitled to nominate (and replace) any director to attend meetings of the UHR Executive Committee as an observer.
- 7.6 Duties and Responsibilities
- 7.7 The UHR Executive Committee is responsible for the strategic leadership and direction of UHR and for ensuring that strategies and objectives are adopted to meet and achieve the primary aims. In particular, the UHR Executive Committee shall be responsible for:
- 7.7.1 promoting UHR and its primary aims;
  - 7.7.2 offering an annual conference to UHR members and associated organisations;
  - 7.7.3 prepare and endorse an annual business plan and budget which shall include, in respect of the relevant financial year:

7.7.3.1 a projected operating budget in respect of UHR's operations, which may include a deficit budget accompanied by plans to operate a balanced budget within an agreed timescale;

7.7.3.2 aggregate subscriptions projected to be paid;

and present the same to the Company Board for approval no fewer than 90 days prior to the commencement of the financial year of the Company to which it relates ("**Projected Budget**"). The Projected Budget, once approved by the Company Board (together with any amendments that may be required by the Company Board) shall be adopted by the UHR Executive Committee as its annual business plan and budget for the relevant year ("**UHR Budget**");

7.7.4 disclosing any new type(s) of activity/commercial models to the Company Board before their implementation either in the Projected Budget or out of cycle if in year to allow the Company Board to ensure that the benefits of working as a shared service enjoyed by the Company and its members would not be jeopardised by the new activity/commercial model. If the Company Board resolves that any such new activity/commercial model would jeopardise the business arrangements of the Company, UHR shall not carry on or undertake that activity/commercial model. Any associated legal or advisory costs incurred in relation to this process shall be met by UHR;

7.7.5 monitoring achievement of outputs and reporting to the Company on such outputs and performance against the UHR Budget quarterly;

7.7.6 providing a report to the Company Board within 60 days of the end of each financial year detailing UHR's operations and achievement of objectives against the budgets and objectives set out in the UHR Budget for that previous financial year; and

7.7.7 considering such other matters as may be requested by the Company's Board from time to time.

7.8 In addition, the UHR Executive Committee shall:

7.8.1 retain and manage oversight of the financial performance and financial planning of UHR against the UHR Budget;

7.8.2 procure from the Company such services as may be required to manage UHR's financial transactions;



- 7.8.3 report to the Company's Board on performance against budget at regular intervals;
  - 7.8.4 promptly bring to the attention of the Company Board any material issues in relation to the outputs or any circumstances that are likely to have any material adverse effect on performance against the UHR Budget or the financial position of the Company;
  - 7.8.5 promptly report any other financial or material issues to the Company Board including, but not limited to, accounting irregularities and fraud;
  - 7.8.6 not to undertake any matter or authorise anything to be done which may jeopardise the business arrangements enjoyed by the Company and its members.
- 7.9 For the avoidance of doubt, the UHR Executive Committee is not authorised to approve or execute any agreements or arrangements on behalf of the Company save in relation to the operation of UHR in accordance with these terms of reference.
- 8. Administration of the UHR Executive Committee
  - 8.1 The UHR Executive Committee shall, subject to these terms of reference but otherwise in its discretion, determine matters in relation to its operation as it sees fit, including in relation to quorum, conduct, and voting at meetings of the UHR Executive Committee.
- 9. Termination of appointment an UHR Executive Committee Member
  - 9.1 A person shall cease to be a UHR Executive Committee Member:
    - 9.1.1 save in relation to any observer appointed by the Company (under paragraph 7.5), on a resolution being passed by the UHR Executive Committee removing them as such;
    - 9.1.2 where that UHR Executive Committee Member is an employee, representative, governor, trustee, director or other officer of a Company Member, on the date that Company Member ceases to be a Company Member unless otherwise resolved by the UHR Executive Committee;
    - 9.1.3 as soon as that person ceases to be eligible to act as a director by virtue of any provision of the CA 2006 or is prohibited from acting as a director by law;
    - 9.1.4 as soon as a bankruptcy order is made against that person;

- 9.1.5 as soon as a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 9.1.6 as soon as a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director of a company and/or as an UHR Executive Committee Member and may remain so for more than three months;
- 9.1.7 if that person is absent without the permission of the UHR Executive Committee from all meetings of the UHR Executive Committee held within a period of six consecutive months and the UHR Executive Committee Members resolve that the person's office be vacated;
- 9.1.8 if notification is received by UHR from the UHR Executive Committee Member that they are resigning from office as such. Any Executive Committee member ceasing to be eligible for membership will be deemed to have resigned, e.g. on leaving employment as the HR Director/equivalent in a member institution.

## **10. Remuneration and Expenses**

- 10.1 UHR Executive Committee Members shall not be entitled to be paid any remuneration for acting as a UHR Executive Committee Member
- 10.2 The Company may pay any reasonable expenses which the UHR Executive Committee Members properly incur in connection with the exercise of their powers and the discharge of their responsibilities as UHR Executive Committee Members, within the rules and limits established by the UHR Executive Committee and the UHR Budget.
- 10.3 No person shall serve on the committee for a period of more than eight years without a break of at least one year.

## **11. Finance**

- 11.1 The members shall pay such subscriptions as may be approved at a General Meeting upon the recommendation of the Executive Committee.
- 11.2 The financial year for UHR's accounts shall be 1 August — 31 July in each year.
- 11.3 The Treasurer shall keep proper accounts of the finances of UHR and a financial report shall be presented to the members at each Annual General Meeting. UHR may raise income by way of subscriptions, by way of fees for courses and

conferences and by the sale of such goods and services as are not incompatible with its purpose and objectives, or those of PHES Ltd.

- 11.4 All expenditure of UHR shall be approved by the UHR Executive Committee before it is incurred and no expenditure in respect of UHR shall be incurred in excess of the UHR budget, or outside the remit of the delegated authority in the Terms of Reference, without the approval of the Company Board.
- 11.5 PHES may purchase and maintain, at the cost of UHR, insurance cover for or for the benefit of every Executive member and officer against any liability which may attach to him or her in respect of any negligence, default, breach of duty or breach of trust by him or her in relation to UHR, including anything done or omitted to be done or alleged to have been done or omitted to be done by him or her as an Executive member or officer.

## **12. Amendments to the Constitution**

- 12.1 Amendments to the Constitution may only be made by a resolution passed by a simple majority of the full members present and entitled to vote at a General Meeting of UHR, providing that notice of the meeting in writing stating the terms of the resolution to be proposed thereat shall have been sent in accordance with paragraph 4.5.
- 12.2 In the event of a disagreement at a meeting in respect of the interpretation of the Constitution, the Chair's ruling as to the interpretation shall be final at that meeting.

## **13. Dissolution**

- 13.1 If the Executive Committee decides that it is desirable that UHR shall be dissolved, it shall call a General Meeting by giving not less than 28 days' notice in writing stating the terms of any resolution to be proposed thereat.
- 13.2 Should either the PHES Board or UHR Executive Committee consider that UHR should be wound up or transferred by the Company to another entity, they shall consult the other. Each party should have evaluated the consequences of such action and have conducted an impact assessment.
- 13.3 Any final decision to wind up or transfer UHR shall be subject to the approval of UHR Executive Committee and the PHES Board. In the event of any decision to wind up or transfer UHR the PHES Board and the UHR Executive Committee shall work together to ensure that UHR's operations are wound down over an appropriate mutually agreed period (not exceeding one year, in the event of lack of an agreement) and, where UHR is to be transferred to another entity, that such arrangements are made as are necessary to procure a smooth transition to that other entity.

- 13.4 Any costs of winding up or transferring to another entity (including any taxation) will be borne by UHR.
- 13.5 PHES would make arrangements to provide the funds designated for use by UHR, taking into account all assets and liabilities pertaining to UHR, to the new entity.

Adopted at the UHR AGM on 13 May 2025