

## REGULATION II:

### The Council

Terms defined in this Regulation II shall have the meaning given to them in the Statutes and in Regulation VIII.

#### 1. Appointment or Election of Members of Council

- 1.1 Subject to the Statutes:
  - 1.1.1 the Council Members in Class (1) shall be appointed by the Council in accordance with Regulation VI;
  - 1.1.2 the Council Members in Class (2) shall be appointed by the Council on the recommendation of the President & Vice-Chancellor;
  - 1.1.3 the Council Members in Class (3) shall be appointed by the Council on the recommendation of its Nominations Committee, which shall ensure that at least one of those holding appointment in Class (3) is a graduate of the University;
  - 1.1.4 the Council Members in Class (4) shall be elected by and from the Senate; *and*
  - 1.1.5 the Council Member in Class (5) shall be elected by and from the Professional Staff in Grades 1 to 7.
- 1.2 Casual vacancies in Classes (2), (3), (4) and (5) shall be filled by the persons or body which elected or appointed the Member whose place has become vacant. Council Members elected or appointed to casual vacancies shall retire at the time when the person whom they respectively succeed should have retired.
- 1.3 In preparing its recommendations to the Council, the Nominations Committee shall have regard to the diversity of potential new members together with their experience and skills in the full range of activities that are relevant to the fulfilment of the University's Objects.
- 1.4 The procedure for carrying out elections for Council Members in Classes (4) and (5) and any changes to such procedure shall be prepared by the University Secretary for approval by the Class (1) Council Members and, once approved, will be published and maintained by the University Secretary.

#### 2. Removal and Resignation of Members of Council

- 2.1 Members of Council may resign by letter addressed to the University Secretary.
- 2.2 The Council may remove from office any Member of Council for conduct which, in the reasonable opinion of the Council, is inappropriate to the holding of such office.
- 2.3 The Council will not remove a Member of Council from office pursuant to paragraph 2.2 until there has been a process of review by and recommendation from the Council's Nominations Committee and this process shall include the Member who is proposed to be removed from office being given a reasonable opportunity of being heard.
- 2.4 A non-professorial Council Member of Class (4) shall vacate office as a Council Member upon their appointment as a Professor if that appointment increases the number of Professors who are Class 4 Council Members beyond two;
- 2.5 A Member of Council shall vacate office on ceasing to hold any office or other qualification by virtue of which that person became of Member of the Council.
- 2.6 A Member of Council's term of office as such automatically terminates if they:
  - 2.6.1 are disqualified under the Charities Act 2011 from acting as a charity trustee;
  - 2.6.2 are determined by the Office for Students not to be a fit and proper person to hold such office;
  - 2.6.3 are incapable, whether mentally or physically, of managing his/her own affairs; *or*
  - 2.6.4 are absent without prior notification to the Chair from three consecutive meetings of Council.

#### 3. Attendance at Meetings of Council

- 3.1 Subject to paragraph 3.2, persons who are not Members of Council will not be permitted to attend meetings of the Council except with the prior agreement of the University Secretary and the Chair of Council.

- 3.2 The Council Member of Class (6) may be accompanied at meetings of the Council by another officer of the Students' Union nominated by the President of the Students' Union.

#### **4. Powers of Council**

Subject to the Charter and the Statutes the Council shall in addition to all other powers vested in it have, without limitation, the power to:

- 4.1 subject to the approval of the Privy Council, make and amend Statutes and amend the Charter provided that the principle of every such proposal shall be communicated to the Senate in advance of the meeting of the Council at which the business is to be considered;
- 4.2 make Regulations governing all matters except those relating to the powers of Senate as set out in Regulation IX and the duties or powers of Faculties as set out in Regulation X;
- 4.3 appoint and remove the Chancellor and Pro-Chancellors;
- 4.4 appoint and remove the Chair of Council and the Treasurer;
- 4.5 appoint and remove the President & Vice-Chancellor, Provost & Deputy Vice-Chancellor, Vice-Presidents, University Secretary, Heads of Departments and other University Officers as may from time to time be determined, together with Staff of the University, and to ensure that arrangements are put in place to regulate the terms and mode of appointment, tenure of and removal from office, promotion, duties, salaries, allowances and superannuation allowances of the University Officers and Staff of the University;
- 4.6 consider, adjudicate upon and if thought fit redress any grievances of the University Officers, Staff or Students of the University;
- 4.7 review the learning, teaching and academic quality and standards of the University;
- 4.8 promote and make provision for research within the University and to require reports from time to time on such research;
- 4.9 provide for the welfare of the Students;
- 4.10 govern, manage and regulate all of the University's financial activities which includes:
  - 4.10.1 investing any monies belonging to the University;
  - 4.10.2 selling, buying, exchanging, leasing and accepting leases of real and personal property on behalf of the University;
  - 4.10.3 providing the buildings, premises, furniture and equipment and other means needed for carrying on the work of the University;
  - 4.10.4 borrowing or raising money in any manner and, in particular, by the issue of notes, bonds, loan stock, shares, stock, warrants or any other instrument or security of any kind;
  - 4.10.5 refinancing, replacing or reorganising any capital, finance or credit previously raised or obtained by the University;
  - 4.10.6 guaranteeing, supporting or securing (whether or not receiving any consideration or benefit) the payment, repayment or discharge of any monies, debts or liabilities, or the performance or observance of any obligations in relation to any transaction whatsoever so far as permitted by charity law;
  - 4.10.7 creating or granting a mortgage, charge, pledge, lien or encumbrance of any kind over, or entering into any other type of transaction (including accepting or granting options) in relation to, all or any of the undertaking, property or assets of the University (present and future) so far as permitted by charity law;
  - 4.10.8 providing indemnities in respect of every kind of claim, proceeding, tax, liability, loss, expense, failure, default or contingency, with or without securing the indemnity by a mortgage, charge, pledge, lien or other encumbrance;
  - 4.10.9 entering into any agreement or arrangement as to the subordination or priority of any debts, liabilities or encumbrance (of any kind) incurred at any time either by, or in favour of, the University;
  - 4.10.10 entering into any contract with any party, the purpose or purported purpose of which is to protect the University and its assets:
    - (a) against any fluctuation in rates of exchange, interest or any index of stocks, bonds or commodity prices;

- (b) in order to secure a profit or avoid a loss in respect of the value or price of property of any description;
  - (c) any similar or comparable contract;
- provided that any monies borrowed, raised or guaranteed by the University or value of assets charged shall not at any time exceed in aggregate the sum of £330,000,000.
- 4.11 carry on any of the University's activities by or through any body corporate or unincorporate, and whether or not a subsidiary within the meaning of such term in the Companies Act 2006 (as amended from time to time) or in collaboration or by way of joint venture with such body corporate or unincorporate;
  - 4.12 acquire any part of another institution or body or to merge the University with any other higher education institution;
  - 4.13 negotiate, enter into and execute all documents, deeds, instruments, agreements, securities, options, contracts and undertakings of every kind and description whatsoever relating to or incidental to the exercise of any of the Council's powers and to vary and cancel such contracts on behalf of the University;
  - 4.14 select a Seal, Arms and Mace for the University and have the sole custody of the Seal;
  - 4.15 approve the dissolution of the University and apply to surrender the Charter; *and*
  - 4.16 undertake any act incidental to the operation of the above powers or to achieving the Objects of the University.

## 5. Functions of Council

Subject to the Charter and Statutes, the Council's primary functions are to:

- 5.1 develop and approve the mission and strategic vision of the University, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders;
- 5.2 maintain oversight of the exercise of the authority delegated by the Council to the President & Vice-Chancellor, as chief executive, for the academic, corporate, financial, estate and human resources management of the University and to establish and keep under regular review the policies, procedures and limits applicable to such management functions as shall be undertaken by and under the authority of the President & Vice-Chancellor;
- 5.3 review, test, refer back, control, amend or disallow any act of the Senate and give directions to the Senate;
- 5.4 ensure the establishment and monitoring of systems of control and accountability including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest;
- 5.5 ensure processes are in place to monitor and evaluate the performance and effectiveness of the University against the plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable universities;
- 5.6 establish processes to monitor and evaluate the performance and effectiveness of the Council itself;
- 5.7 conduct its business with regard to best practice in higher education corporate governance and in accordance with the public interest governance principles drawn up by the Office for Students and the principles of public life drawn up by the Committee on Standards in Public Life, such that the University operates openly, honestly, accountably and with integrity;
- 5.8 safeguard the reputation and values of the University;
- 5.9 take such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within the University;
- 5.10 promote equality and diversity throughout the University, including in relation to its own operation;
- 5.11 appoint the President & Vice-Chancellor as chief executive, and to put in place suitable arrangements for monitoring his/her performance;
- 5.12 appoint the University Secretary, who shall by virtue of holding that office be the secretary to the Council and Senate;
- 5.13 be the employing authority for all Staff in the University and to be responsible for establishing a human resources strategy;

- 5.14 be the principal financial and business authority of the University, to ensure that financial control and risk management procedures are robust, to approve the annual budget and financial statements, and to have overall responsibility for the University's assets, property and estate, including ensuring value for money;
- 5.15 ensure that systems are in place for meeting all the University's legal obligations, including those relating to health and safety and those arising from contracts and other legal commitments made in the University's name;
- 5.16 make such provision as it thinks fit for the general welfare of Students, in consultation with the Senate;
- 5.17 review at intervals of not less than five years the constitution of the Students' Union and approve amendments recommended by the Students' Union to its constitution between those five yearly reviews;
- 5.18 act as trustee for any property, legacy, endowment, bequest or gift in support of the Objects of the University; *and*
- 5.19 ensure that the University's Charter and Statutes are followed at all times and that appropriate advice is available to enable this to happen.

## 6. Matters Reserved for Decision by Council

- 6.1 The following matters are reserved to Council for decision, subject to advice, as appropriate, from Senate, the President & Vice-Chancellor or other members of his/her executive board, or other committees and may not be delegated.
- 6.2 Constitutional matters:
  - 6.2.1 amendments to the Charter and Statutes subject to the approval of the Privy Council;
  - 6.2.2 establishment or abolition of Faculties and Departments, and approval of their titles;
  - 6.2.3 other major changes in the University's organisational and committee structure; *and*
  - 6.2.4 establishment of and amendments to a Scheme of Delegation in respect of the delegation of the powers of the Council.
- 6.3 Mission and strategy:
  - 6.3.1 approval and amendment of the University's mission, vision and identity; *and*
  - 6.3.2 approval of the University's strategic plan and any other key strategies related to the plan.
- 6.4 Financial matters:
  - 6.4.1 approval of the University's financial forecasts and annual budget;
  - 6.4.2 approval of the University's annual audited accounts;
  - 6.4.3 appointment of the University's auditors;
  - 6.4.4 approval of the delegation of other financial matters for inclusion in the Scheme of Delegation.
- 6.5 Statutory compliance:
  - 6.5.1 approval of statements and policies complying with statutory requirements, for example, the Equality Duty and the University's Health and Safety Policy.
- 6.6 Appointment/removal of University Officers and Members of Council: the Chancellor; Pro-Chancellors; Treasurer; President & Vice-Chancellor; Provost & Deputy Vice-Chancellor; Vice-Presidents; University Secretary; and Class (3) Members of the Council.
- 6.7 Audit and monitoring:
  - 6.7.1 monitoring and evaluating the performance of the University against approved plans and key performance indicators;
  - 6.7.2 considering an annual report from the Council Audit Committee;
  - 6.7.3 approving the University's internal control and risk management procedures and corporate risk register; *and*
  - 6.7.4 implementing decisions or recommendations arising from any review of the effectiveness of Council.

- 6.8 Other institutions:
  - 6.8.1 granting the designation “affiliated to the University of Sheffield” to other institutions on the recommendation of Senate; *and*
  - 6.8.2 approval of mergers with other institutions.

## **7. Delegation of Powers**

- 7.1 Subject to section 4 of the Statutes and paragraph 6 above, the Council may:
  - 7.1.1 delegate to any University Officer, member of Staff or Committee any power exercisable by the Council, the Senate or the Faculties under the Statutes and these Regulations;
  - 7.1.2 provide that the actions taken in the discharge of the delegated powers shall not require confirmation by the body whose powers are delegated; *and*
  - 7.1.3 revoke or alter a delegation at any time.
- 7.2 The delegation of powers exercisable by Council pursuant to paragraph 7.1 above shall be recorded in the Scheme of Delegation, which shall be reviewed by Council on an annual basis, it being noted that the Scheme of Delegation is a non-exhaustive record of powers delegated by Council and does not preclude Council from delegating its powers outside the provisions of the Scheme of Delegation.
- 7.3 Council has delegated to the Chair of Council the following powers to act on the Council's behalf between scheduled meetings of the Council:
  - 7.3.1 to carry out items of routine business that would not normally merit discussion or resolution at meetings of the Council;
  - 7.3.2 to take action to implement decisions that have already been approved by the Council provided always that any such action remains within the parameters of the approval given by Council; *and*
  - 7.3.3 to take action in respect of any issue which, in the view of the Chair, under advisement from the University Secretary, is too urgent and important for consideration to be deferred until the next scheduled meeting of the Council or an emergency meeting of the Council, especially where any lack of timely action could damage the interests of the University.
- 7.4 Where the Chair of Council has exercised their delegated authority to act on behalf of the Council pursuant to paragraph 7.3 above, a report on the action taken, together with any background documents, will be made available to Council at its next scheduled meeting where the Chair will explain the reason action was taken.
- 7.5 Each of Senate and the Faculties may by Regulation sub-delegate the exercise of powers delegated to them under the Statutes and these Regulations, provided that details of such sub-delegations are recorded and maintained in Regulation IX (in respect of powers sub-delegated by Senate) and Regulation X (in respect of powers sub-delegated by the Faculties).
- 7.6 Where there is delegation to a Committee of the exercise of the following powers, there shall not be any Student member of that Committee:
  - 7.6.1 any of the powers of the Senate and the Faculties regarding the award of Degrees, Fellowships, Prizes and other distinctions and examination results; *and*
  - 7.6.2 any of the powers of the Senate and Faculties, in accordance with Regulations made by the Senate, to review the progress or fitness to practise of Students or to consider academic appeals.
- 7.7 The making of a Regulation under this paragraph shall not be taken as divesting the Council, the Senate or any Faculty of any of their powers under the Statutes or Regulations.

## **8. Meetings of the Council and its Committees and conduct of business**

- 8.1 The Council may make Regulations for its own proceedings and the proceedings of all Committees, but subject to the Statutes and any such Regulations every Committee shall determine in consultation with the University Secretary their own procedures for the proceedings of their meetings and the conduct of their business. The University Secretary shall publish and maintain details of such procedures of Council and of its Committees.
- 8.2 Council Members of Class (6) are Members of Council in respect of all business of the Council except matters concerning the admission, progress and academic assessment of

individual Students and the powers of the Senate as listed under Regulation IX paragraphs (1.1.1) and (1.1.2).

## 9. Committees of Council

- 9.1 The Council shall have the following sub-committees, the respective duties and terms of reference of which shall be approved by Council the respective duties and terms of reference for each shall be reviewed by the Committee annually and any amendments proposed for approval by Council:
- 9.1.1 The Audit Committee, which shall comprise:
- (a) four Class (3) Members of the Council, appointed by the Council; *and*
  - (b) up to four co-opted members, appointed by the Council.
- Quorum: two members of the Committee, of whom at least one should be a Member of Council.
- 9.1.2 The Council Nominations Committee, which shall comprise:
- (a) the Chair of the Council and other Pro-Chancellors;
  - (b) the President & Vice-Chancellor;
  - (c) the Provost & Deputy Vice-Chancellor; *and*
  - (d) at times when only two Pro-Chancellors are in post, one additional member, who will normally be a member of the Council, appointed by the Council.
- Quorum: four members of the Committee, of whom members of Staff of the University shall not constitute a majority.
- 9.1.3 The Senior Remuneration Committee, which shall comprise:
- (a) the Chair of the Council;
  - (b) the Pro-Chancellors;
  - (c) the Treasurer;
  - (d) one other member of the Council, appointed by the Council.
- Quorum: three members of the Committee.
- 9.2 For the time being, the Council shall additionally have the following sub-committees, the respective duties and terms of reference for each shall be reviewed by the relevant Committee annually and any amendments proposed for approval by Council:
- 9.2.1 The Council Equality, Diversity and Inclusion Committee;
  - 9.2.2 The Council Estates Committee
  - 9.2.3 The Council Finance Committee;
  - 9.2.4 The Honorary Degrees Committee (a joint committee of the Senate and the Council).
- 9.3 The Council and Senate may also, from time to time, appoint such and so many standing and special Committees as may seem to them fit and may place on them persons who are not members of the appointing bodies.

## 10. Consultation with the Senate

- 10.1 The Council shall inform, consult with or receive recommendations from the Senate in relation to matters including but not limited to the following:
- 10.1.1 when appointing a President & Vice-Chancellor, the Council shall consult with the Senate by means of the membership of a Joint Committee of the Council and the Senate;
  - 10.1.2 when appointing a University Secretary, the Council shall include a member of the Senate on the relevant appointment panel;
  - 10.1.3 when amending the Charter and making or amending Statutes and/or these Regulations the Council shall, in respect of matters relevant to the powers delegated to the Senate or of any Faculty, or to the sub-delegation of those powers, do so only after consultation with the Senate, and in respect of this shall communicate to the Senate the principle of every such proposal in advance of the meeting of the Council at which the business of the amendment of the Charter, Statutes and/or these Regulations is to be considered.