REGULATION II:

The Council

1. Composition of Council
1.1 As provided for within Section 3 of the Statutes of the University, the Members of the Council shall be as follows:
   
   Class (1): the Pro-Chancellors, the President & Vice-Chancellor, and the Treasurer.
   
   Class (2): not fewer than two and not more than three Senior Academic Officers. For the purpose of this and subsequent Regulations, Senior Academic Officer means the Provost & Deputy Vice-Chancellor and Vice-Presidents.
   
   Class (3): not fewer than seven and not more than eight persons who shall be neither Staff nor Students.
   
   Class (4): three Members of the Senate, of whom not more than two may be Professors.
   
   Class (5): one Member of the Professional Staff.
   
   Class (6): the President of the Students’ Union.

2. Appointment or Election of Members of Council
2.1 Subject to the Statutes:
   
   2.1.1 the Senior Academic Officers in Class (2) shall be appointed by the Council on the recommendation of the President & Vice-Chancellor;
   
   2.1.2 the 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;
   
   2.1.3 the Members in Class (4) shall be elected by and from the Senate; and
   
   2.1.4 the Member in Class (5) shall be elected by and from the Professional Staff in Grades 1 to 7.
   
   2.2 Any vacancies existing at the final Council meeting of the University Year, or to arise at the end of the University Year, in the office of Chair of the Council, Pro-Chancellor or Treasurer or among the Class (3) Members of the Council shall be filled. The Council's Nominations Committee will bring forward recommendations for Class (3) appointments to the Council. Any vacancies in the Class (4) or Class (5) membership shall be filled by election.

3. Tenure of Members of Council
3.1 Members of Council shall, in respect of their respective class of appointment, have the following periods of tenure as Members of Council:
   
   3.1.1 Members of Class (2) shall hold office for one University Year and shall be eligible for re-appointment, provided that a Member may not serve more than five consecutive periods of office;
   
   3.1.2 a person who has held office as a Member of Class (2) and who has ceased by reason of length of service to be eligible for re-appointment shall after an interval of one University Year again become eligible for appointment in that Class;
   
   3.1.3 Members of Classes (3), (4) and (5) shall hold office for three University Years and subject to the Regulations may not serve for more than three consecutive periods of office;
   
   3.1.4 a non-professional Member of Class (4) shall vacate office on appointment as a Professor if that appointment increases the number of Professors who are Class 4 Members beyond two;
   
   3.1.5 a person who has held office as a Member of Class (3), (4) or (5) and who has ceased by reason of length of service to be eligible for re-election or re-appointment shall after an interval of three University Years again become eligible for election or appointment in that Class; and
   
   3.1.6 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. Members
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elected or appointed to casual vacancies shall retire at the time when the person whom they respectively succeed should have retired.

3.2 A Member of Council shall vacate office on ceasing to hold any office or other qualification by virtue of which that person became a Member of the Council.

4. **Removal and Resignation of Members of Council**

4.1 Members of Council may resign by letter addressed to the University Secretary.

4.2 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.

4.3 A person who is proposed to be removed from office as a Member of Council in accordance with paragraph 4.2 shall be given a reasonable opportunity of being heard by the Council prior to the decision to remove being taken.

4.4 A Member of Council’s term of office as such automatically terminates if they:

4.4.1 are disqualified under the Charities Act from acting as a charity trustee;

4.4.2 are incapable, whether mentally or physically, of managing his/her own affairs; or

4.4.3 are absent without prior notification to the Chair from three consecutive meetings of Council.

5. **Attendance at Meetings of Council**

5.1 Persons accompanying Members of Council will not be permitted to attend meetings of Council other than:

5.1.1 the Member of Class (6) may be accompanied at meetings of the Council by another Officer of the Students' Union appointed by the President of the Union;

5.1.2 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); and

5.1.3 persons who are not Members of the Council may be permitted to attend meetings of the Council subject to the prior agreement of the Chair of the Council.

6. **Quorum for Meetings of Council**

6.1 To form the quorum for meetings of Council, seven Members of the Council of whom not more than three may be Members of the Staff of the University must be present.

7. **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:

7.1 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;

7.2 make Regulations governing all matters except those relating to the powers of Senate as set out in Regulation IX and the duties of powers of Faculties;

7.3 appoint and remove the Chancellor and Pro-Chancellors;

7.4 appoint and remove the Chair of Council and the Treasurer;

7.5 appoint and remove the President & Vice-Chancellor, Provost & Deputy Vice-Chancellor, Vice-Presidents, University Secretary, Heads of Departments and other 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 Officers and employees of the University;

7.6 consider, adjudicate upon and if thought fit redress any grievances of the Officers, Staff or Students of the University;

7.7 review the learning, teaching and academic standards of the University;

7.8 promote and make provision for research within the University and to require reports from time to time on such research;
The Council

7.9 review, refer back, control, amend or disallow any act of the Senate and give directions to the Senate;
7.10 provide for the welfare of the Students;
7.11 review at intervals of not less than five years the constitution of the Students’ Union;
7.12 govern, manage and regulate all of the University’s financial activities which includes:
   7.12.1 investing any monies belonging to the University;
   7.12.2 selling, buying, exchanging, leasing and accepting leases of real and personal property on behalf of the University;
   7.12.3 providing the buildings, premises, furniture and equipment and other means needed for carrying on the work of the University;
   7.12.4 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;
   7.12.5 refinancing, replacing or reorganising any capital, finance or credit previously raised or obtained by the University;
   7.12.6 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;
   7.12.7 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;
   7.12.8 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;
   7.12.9 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;
   7.12.10 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 £260,000,000.
7.13 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;
7.14 acquire any part of another institution or body or to merge the University with any other higher education institution;
7.15 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;
7.16 select a Seal, Arms and Mace for the University and have the sole custody of the Seal;
7.17 approve the dissolution of the University and apply to surrender the Royal Charter; and
7.18 undertake any act incidental to the operation of the above powers or to achieving the charitable objects of the University.
8. **Functions of Council**

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

8.1 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;

8.2 delegate authority 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;

8.3 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;

8.4 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;

8.5 establish processes to monitor and evaluate the performance and effectiveness of the Council itself;

8.6 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;

8.7 safeguard the reputation and values of the University;

8.8 take such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within the University;

8.9 promote equality and diversity throughout the University, including in relation to its own operation;

8.10 appoint the President & Vice-Chancellor as chief executive, and to put in place suitable arrangements for monitoring his/her performance;

8.11 appoint the University Secretary, who shall by virtue of holding that office be the secretary to the Council and Senate;

8.12 be the employing authority for all Staff in the University and to be responsible for establishing a human resources strategy;

8.13 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;

8.14 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;

8.15 make such provision as it thinks fit for the general welfare of Students, in consultation with the Senate;

8.16 act as trustee for any property, legacy, endowment, bequest or gift in support of the charitable objectives of the University; and

8.17 ensure that the University’s Charter and Statutes are followed at all times and that appropriate advice is available to enable this to happen.

9. **Matters Reserved for Decision by Council**

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.

9.2 Constitutional matters:

9.2.1 amendments to the Charter and Statutes subject to the approval of the Privy Council;

9.2.2 establishment or abolition of Faculties and Departments, and approval of their titles;

9.2.3 other major changes in the University’s organisational and committee structure; and
9.2.4 establishment of and amendments to a Scheme of Delegation in respect of the powers of the Council.

9.3 Mission and strategy:
9.3.1 approval and amendment of the University’s mission, vision and identity; and
9.3.2 approval of the University’s strategic plan and any other key strategies related to the plan.

9.4 Financial matters:
9.4.1 approval of the University’s financial forecasts and annual budget;
9.4.2 approval of the University’s annual audited accounts;
9.4.3 appointment of the University’s auditors;
9.4.4 approval of other financial matters as defined in the Scheme of Delegation.

9.5 Statutory compliance:
9.5.1 approval of statements and policies complying with statutory requirements, for example, the Equality Duty and the University’s Health and Safety Policy.

9.6 Appointment/removal of 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.

9.7 Audit and monitoring:
9.7.1 monitoring and evaluating the performance of the University against approved plans and key performance indicators;
9.7.2 considering an annual report from the Audit Committee;
9.7.3 approving the University’s internal control and risk management procedures and Corporate Risk Register; and
9.7.4 monitoring the effectiveness of Council.

9.8 Other institutions:
9.8.1 granting the designation “affiliated to the University of Sheffield” to other institutions on the recommendation of Senate; and
9.8.2 approval of mergers with other institutions.

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 consult with the Senate by means of the membership of the relevant appointment panel;
10.1.3 when delegating the powers of the Senate, the Council shall do so only on the advice of the Senate;
10.1.4 when delegating the powers of any Faculty, the Council shall do so only on the advice of the Senate after consultation by the Senate with the Faculty concerned; and
10.1.5 when amending the Charter and making or amending Statutes the Council shall, in respect of matters relevant to the powers of the Senate, do so only after report from the Senate, and in respect of this and all other matters shall communicate to the Senate the principle of every such proposal in advance of the meeting of the Council at which the business is to be considered.

11. Delegation of Powers
11.1 Subject to paragraph 9 above and the Scheme of Delegation set out in Regulation III, the Council may delegate its powers in accordance with Section 4 of the Statutes.

11.2 In accordance with HEFCE requirements and Committee of University Chairs guidance, the Council shall have the following sub-committees:
11.2.1 The Audit Committee
The Audit Committee shall comprise:
four lay Members of the Council, appointed by the Council; and
up to four co-opted Members, appointed by the Council.

The duties of the Audit Committee shall be:

(a) To advise the governing body on the appointment of the external auditors, the audit fee, the provision of any non-audit services by the external auditors and any questions of resignation or dismissal of the external auditors.

(b) To discuss if necessary with the external auditors, before the audit begins, the nature and scope of the audit.

(c) To discuss with the external auditors problems and reservations arising from the interim and final audits, including a review of the management letter incorporating management responses, and any other internal matters the external auditors may wish to discuss (in the absence of management where necessary).

(d) To consider and advise the governing body on the appointment and terms of engagement of the internal audit service (and the head of internal audit, if applicable), the audit fee, the provision of any non-audit services by the internal auditors and any questions of dismissal or resignation of the internal auditors.

(e) To review the internal auditors’ audit risk assessment and strategy; to consider major findings of internal audit investigations and management’s response; and to promote co-ordination between the internal and external auditors. The Committee will ensure that the resources made available for internal audit are sufficient to meet the institution’s needs (or make a recommendation to the governing body as appropriate).

(f) To keep under review the effectiveness of the risk management, control and governance arrangements, and in particular to review the external auditors’ management letter, the internal auditors’ annual report, and management responses.

(g) To monitor the implementation of agreed audit-based recommendations, from whatever source.

(h) To ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate the HEFCE accounting officer, have been informed.

(i) To oversee the institution’s policy on fraud and irregularity, including being notified of any action taken under that policy.

(j) To satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness and for the management and quality assurance of data submitted to HESA, HEFCE, the Student Loans Company and other funding bodies.

(k) To satisfy itself that an effective framework is in place to manage the quality of learning and teaching and to maintain academic standards.

(l) To receive any relevant reports from the National Audit Office (and its equivalent in Scotland, Wales and Northern Ireland), the funding councils and other organisations.

(m) To monitor annually the performance and effectiveness of external and internal auditors, including any matters affecting their objectivity, and to make recommendations to the governing body concerning their reappointment, where appropriate.

(n) To consider elements of the annual financial statements in the presence of the external auditors, including the auditors’ formal opinion, the statement of members’ responsibilities and the statement of internal control, in accordance with HEFCE’s Accounts Directions.

(o) In the event of the merger or dissolution of the institution, to ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed.
11.2.2 The Council Nominations Committee

The Council Nominations Committee shall comprise:

- the Chair of the Council;
- one other Pro-Chancellor nominated for this purpose by the Chair of the Council;
- the President & Vice-Chancellor;
- one Senior Academic Officer nominated for this purpose by the President & Vice-Chancellor; and
- two Members, who shall normally be Members of the Council, appointed annually by the Council.

The duties of the Council Nominations Committee shall be:

(a) To bring forward recommendations to the Council of persons for appointment to Class (3) of the Council in accordance with Section 3 of the Statutes and Regulation II, and in so doing, ensuring appropriate alumni representation on Council, with at least one Class (3) Member being a graduate of the University.

(b) To bring forward recommendations to the Council of persons for appointment as Officers in accordance with Regulation VI: (2-4).

(c) To bring forward recommendations to the Council for the appointment of persons to represent the Council on Committees of the Council, the Senate and their sub-committees.

(d) To approve recommendations for the appointment of directors to serve on the boards of University subsidiaries.

(e) To promote equality and diversity in respect of the appointments falling within its remit.

Quorum: four Members of the Committee, of whom not more than one may be a Member of Staff of the University.

11.2.3 The Senior Remuneration Committee

The Senior Remuneration Committee shall comprise:

- the Chair of the Council;
- the Pro-Chancellors;
- the Treasurer;
- the Chair of the Human Resources Committee; and
- one Member of the Council, appointed by the Council.

The duties of the Senior Remuneration Committee shall be:

(a) To determine on appointment and review from time to time, in their absence, the remuneration and benefits of the President & Vice-Chancellor.

(b) To determine on appointment and review from time to time annually in their absence, after receiving advice from the President & Vice-Chancellor, the remuneration and benefits of the Members of the University Executive Board.

(c) To periodically receive information on the remuneration and composition of Professorial and Professorial equivalent Staff as determined by the Committee.

(d) To determine and review from time to time the overall parameters for settlement and early retirement arrangements for all Staff.

(e) To regularly review the numbers and costs of financial settlements and early retirement costs for all Staff.

(f) To delegate to any two of the following, as appropriate, the approval of financial settlements and early retirement charges, within the overall agreed parameters: the President & Vice-Chancellor, Chief Operating Officer,
11.3 For the time being, the Council shall additionally have the following sub-committees:

11.3.1 The Equality, Diversity and Inclusion Committee;
11.3.2 The Estates Committee
11.3.3 The Finance Committee;
11.3.4 The Health and Safety Committee;
11.3.5 The Honorary Degrees Committee (a joint committee of the Senate and the Council);
11.3.6 The Human Resources Committee.

12. Committees’ Delegation of Powers

12.1 The Council and Senate may 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.

12.2 Subject to the following provisions of this paragraph the Council may by Regulation revocably delegate to any Officer, Member of the Staff or Committee any power exercisable under these Statutes by the Council, the Senate and the Faculties and may provide that the actions taken in the discharge of the delegated powers shall not require confirmation by the body whose powers are delegated.

12.2.1 The Council may delegate the powers of the Senate only on the advice of the Senate and may delegate the powers of any Faculty only on the advice of the Senate after consultation by the Senate with the Faculty concerned.

12.2.2 This paragraph shall not apply in respect of any of the powers of the Council under Section 4 sub-section 4 of the Statutes.

12.2.3 This paragraph shall not apply in respect of any of the powers of the Senate under Regulation IX paragraph (1.1.7).

12.2.4 Where there is delegation to a Committee of the following powers, there shall not be any Student Member of the Committee:

(a) any of the powers of the Senate and the Faculties regarding the award of Degrees, Fellowships, Prizes and other distinctions and examination results; and

(b) 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.

12.2.5 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.

12.3 The Council may make Regulations for the proceedings of all Committees but subject to such Regulations every Committee may regulate its own procedure, times and places of Meeting.