

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 appointed by the Council on the recommendation of its Nominations Committee from those elected by and from the Senate; *and*
 - 1.1.5 the Council Member in Class (5) shall be appointed by the Council on the recommendation of its Nominations Committee from those elected by and from the Professional Staff.
- 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

The Council

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 their own affairs; *or*
 - 2.6.4 are absent from three consecutive ordinary meetings of Council unless the Council decides otherwise.

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/Schools 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;

The Council

- 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.

The Council

- 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;

The Council

- 5.9 take such steps as are reasonably practicable to actively promote freedom of speech within the law and 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 their 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 their 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/Schools, 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.

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 and Risk Assurance 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

The 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. Where the Council has delegated the exercise of its powers to another person or body, the Council is still ultimately accountable for the actions taken.

- 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 an approved Scheme of Delegation.
- 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.

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 Council Audit and Risk Assurance Committee, which shall comprise:

- (a) four Class (3) Members of the Council, appointed by the Council; *and*
- (b) up to five 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;
- (d) the Treasurer;
- (e) one member Council, appointed by the Council, who shall be drawn from the Class (4) and (5) members of Council; *and*
- (f) 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: three members of the Committee, of whom members of Staff of the University shall not constitute a majority.

9.1.3 The Council Senior Remuneration Committee, which shall comprise

- (a) the Chair of the Council;
- (b) the Pro-Chancellors;
- (c) the Treasurer;
- (d) one other lay 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 Finance Committee;

9.2.3 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.

Regulation III: Scheme of Council Delegation

Introduction

The purpose of the Scheme of Delegation is to provide a summary of the powers of the University Council as set out in the Statutes and in Regulation II and then to identify in relation to those powers the responsibilities and delegated authorities for making key decisions in the name of, or on behalf of, the University. This information is contained in the table below.

The intention of the Scheme of Delegation is to provide clarity on the decision-making process and final authorities in relation to key strategic and policy matters for which the Council has the ultimate responsibility in order that the University's decision-making process is transparent and demonstrates effective accountability and good governance.

How to apply the Scheme of Delegation

The Statutes and Regulation II detail the powers of the Council that can only be exercised by the Council and cannot be delegated.

The University will maintain an approved Scheme of Delegation that will set out the details of the powers of the Council, the Senate and the Faculties, as well as any Committees and University Officers. This Scheme will provide transparency regarding delegations as well as ultimate accountability for the actions taken. It is based on the principle that decision making is devolved except where there is a valid reason for reserving decisions to a higher level of authority.

The Scheme of Delegation in this Regulation should be used as a first point of reference for understanding where the responsibility lies for key decision-making. The Scheme of Delegation does not prevent the Council or the Senate from making decisions to delegate its powers at any time as required in order to maintain effective governance of the University. It may also be the case that a particular project does not fall within a specified delegation in the tables below; where this is the case, a common-sense approach should be taken in applying the Scheme of Delegation in order to determine the most appropriate body, committee or person to which a decision should be referred, with guidance from the University Secretary. If there is doubt as to whether there is delegated authority to make a decision, it should be assumed that no such authority is given and that the decision is reserved to Council. The University Secretary will be able to provide clarification on the application of the Scheme of Delegation.

The Scheme of Delegation is reviewed and updated on an annual basis by the Council.

Scheme of Council Delegation

Section 1: Powers of Council that cannot be delegated			
Activity	Power of Council: Regulation II (4)	Reg no.	Further information and context
Amendments to the Charter and Statutes	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;	4.1	Subject to the approval of Privy Council
Making Regulations other than those within the control of Senate	Make Regulations governing all matters except those relating to the powers of Senate and the duties and powers of Faculties as set out in Regulation I;	4.2	Context: see Regulation I (Responsibility for Creation and Amendment of Regulations) None, other than Financial Regulations, for which authority is delegated to Council Finance Committee (see 4.10)
Appointment/removal of the Chancellor and Pro-Chancellors	Appoint and remove the Chancellor and Pro-Chancellors;	4.3	Context: see Regulation VI (The University Officers)
Appointment/removal of the Chair of Council and the Treasurer	Appoint and remove the Chair of Council and the Treasurer;	4.4	Context: see Regulation VI (The University Officers)
Appointment/removal of the President & Vice-Chancellor	Appoint and remove the President & Vice-Chancellor, University Secretary, Provost & Deputy Vice-Chancellor, Vice-Presidents, Heads of Departments/Schools 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 pensions of the Officers and employees of the University;	4.5	Context: see Regulations VI (The University Officers) and VII (The Dismissal and Removal from Office of the President & Vice-Chancellor)
Appointment/removal of the University Secretary	As above	4.5	Context: see Regulation VI (The University Officers)

Scheme of Council Delegation

Section 1: Powers of Council that cannot be delegated			
Activity	Power of Council: Regulation II (4)	Reg no.	Further information and context
Appointment/removal of the Provost & Deputy-Vice-Chancellor and Vice-Presidents	As above	4.5	Context: see Regulation VI (The University Officers)
For information regarding the delegation of powers relating to appointment of Staff, Staff remuneration and other matters relating to the employment of Staff falling within the powers of Council conferred on it under Regulation II (4.5), please refer to Section 2 below			
Approval of University's financial statements, financial forecasts and annual budget	Govern, manage and regulate all of the University's financial activities	4.11	Council Audit and Risk Assurance Committee and Council Finance Committee advise Council on various aspects
Novel and/or contentious issues	As above	4.11	Strategic policy matter for Council decision Council advised by Council Finance Committee where appropriate. A decision on whether Council Finance Committee and Council approval is required will be made by the Executive sponsor, according to the initial and ongoing risk and liability under advisement from the University Secretary with reference to the financial thresholds for capital approvals against Regulation 4.10.3.
Creation and amendment to the University's financial strategy	As above	4.11	Strategic policy matter for Council decision Council advised by Council Finance Committee where appropriate
Appointment of Bankers	As above	4.11	Strategic policy matter for Council decision Council advised by Council Finance Committee where appropriate

Scheme of Council Delegation

Section 1: Powers of Council that cannot be delegated			
Activity	Power of Council: Regulation II (4)	Reg no.	Further information and context
Purchase, refurbishment, development of land, property and equipment with a value greater than £10,000,000	Provide the buildings premises furniture and apparatus and other means needed for carrying on the work of the University	4.10.3	Council advised by Council Finance Committee For delegated authority where value is less than £10M, please refer to Section 2 below
Amendments to the internal borrowing limit in Regulation II (4.10.4)	Borrow or raise 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	4.10.4	
For details as to when exercise of powers under Regulation II(4.12) may be delegated, please refer to Section 2 below			
Approval of mergers and acquisitions	Acquire any part of another institution or body or to merge the University with any other higher education institution	4.12	
Entering into major strategic alliances at institutional level	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	4.13	For details as to when exercise of powers under Regulation II (4.13) may be delegated, please refer to Section 2 below
Selection of Seal, Arms and Mace Custody of Seal	Select a Seal, Arms and Mace for the University and have the sole custody of the Seal	4.14	Custody of Seal delegated to the Chief Financial Officer with no further delegation
Dissolution of the University	Approve the dissolution of the University and apply to surrender the Royal Charter	4.15	

Section 1: Matters Reserved for Decision by Council (Regulation II:6)

Subject to advice, as appropriate, from Senate, the President & Vice-Chancellor or other members of their Executive Board, or other committees and may not be delegated

Activity	Matter reserved	Reg no.	Further information and context
Constitutional matters			
Amendments to the Charter and Statutes subject to the approval of the Privy Council	Approval of amendments to the Charter and Statutes and agreement to seek Privy Council approval	6.2.1	
Establishment or abolition of Faculties and Departments/Schools, and approval of their titles	Approval of major structural changes to the University's Faculties, academic Departments and Schools and changes in their names	6.2.2	
Other major changes in the University's organisational and committee structure	Approval of major structural or organisational changes or major changes in the University's central committee structure	6.2.3	Examples may include the establishment of a new campus, acquisition or absorption of a part of another higher education institution or other organisation, major changes to the organisation and/or remit of the Council or Senate committees or the creation or dissolution of major subsidiary companies (see also: Section 2, creation, investment, alteration, disposal of rights held by the University)
Establishment of and amendments to a Scheme of Delegation in respect of the delegation of the powers of the Council	Approval of amendments to Regulation II: Scheme of Council Delegation	6.2.4	

Scheme of Council Delegation

Section 1: Matters Reserved for Decision by Council (Regulation II:6)

Subject to advice, as appropriate, from Senate, the President & Vice-Chancellor or other members of their Executive Board, or other committees and may not be delegated

Activity	Matter reserved	Reg no.	Further information and context
Mission and strategy			
Approval and amendment of the University's mission, vision and identity	Approval of a new or amended mission, vision and identity and approval of the University Strategy	6.3.1	The President & Vice-Chancellor and their Executive Board will lead the development of the University Strategy and propose the same to Council
Approval of the University's strategic plan and any other key strategies related to the plan	Approval of the University Strategy and key underpinning strategies and holding the Executive to account for the delivery of strategic objectives and Key Performance Indicators	6.3.2	The President & Vice-Chancellor and their Executive Board will lead the development of the University Strategy and propose the same to Council The President & Vice-Chancellor and their Executive Board are responsible for developing and agreeing operational and delivery plans and reporting to Council on those plans and performance against the same
Financial matters			
Approval of the University's financial forecasts and annual budget	Approval of the University's financial statements and Annual Report, financial forecasts and annual budget and relevant regulatory returns, pursuant to the power to: Govern manage and regulate all of the University's financial activities	6.4.1 / 4.11	Council Audit and Risk Assurance Committee and Council Finance Committee advise Council on various aspects

Scheme of Council Delegation

Section 1: Matters Reserved for Decision by Council (Regulation II:6)

Subject to advice, as appropriate, from Senate, the President & Vice-Chancellor or other members of their Executive Board, or other committees and may not be delegated

Activity	Matter reserved	Reg no.	Further information and context
Approval of the University's annual audited accounts	Approval of the University's financial statements and Annual Report, financial forecasts and annual budget and relevant regulatory returns, pursuant to the power to: Govern manage and regulate all of the University's financial activities	6.4.2 / 4.11	Council Audit and Risk Assurance Committee and Council Finance Committee advise Council on various aspects
Appointment of the University's auditors	Approval of the appointment of the University's external and internal auditors and agree their remuneration, pursuant to the power to: Govern manage and regulate all of the University's financial activities	6.4.3 / 4.11	Council Audit and Risk Assurance Committee advise Council on the appointment of auditors Further information is set out in Regulation IV: The Auditor
Approval of the delegation of other financial matters for inclusion in the Scheme of Delegation	Approval of amendments to Regulation III: Scheme of Council Delegation in relation to financial matters	6.4.4	Council Audit and Risk Assurance Committee and Council Finance Committee advise Council on various aspects Further delegations exist in relation to the Financial Regulations, as set out in Section 2

Scheme of Council Delegation

Section 1: Matters Reserved for Decision by Council (Regulation II:6)

Subject to advice, as appropriate, from Senate, the President & Vice-Chancellor or other members of their Executive Board, or other committees and may not be delegated

Activity	Matter reserved	Reg no.	Further information and context
Statutory compliance			
Approval of statements and policies complying with statutory requirements, for example, the Equality Duty and the University's Health and Safety Policy	Approval of statements and policies pertaining to statutory requirements	6.5.1	<p>Council receives assurance over the discharge of statutory requirements and institutional activities through the Annual Report of the Council Equality, Diversity and Inclusion Committee and the Annual Health and Safety Report</p> <p>Policies relating to these matters without a statutory compliance function may be approved by members of the Executive or their delegate and/or an appropriate Council Committee</p>
Appointment and removal			
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	Approval of the appointment and removal of the University Officers and Members of Council	6.6 / 4.5	<p>Council is advised by the President & Vice-Chancellor and their Executive Board in relation to Executive appointments</p> <p>Council is advised by Council Nominations Committee in relation to the appointment of Members of Council</p> <p>Further details on additional delegations under Regulation: II:4.5 are set out in Section 2</p>

Scheme of Council Delegation

Section 1: Matters Reserved for Decision by Council (Regulation II:6)

Subject to advice, as appropriate, from Senate, the President & Vice-Chancellor or other members of their Executive Board, or other committees and may not be delegated

Activity	Matter reserved	Reg no.	Further information and context
Audit and monitoring			
Monitoring and evaluating the performance of the University against approved plans and key performance indicators	Receipt and discussion of monitoring and assurance reports in relation to audit and finance	6.7.1	Council Audit and Risk Assurance Committee and Council Finance Committee advise Council on various aspects
Considering an annual report from the Council Audit and Risk Assurance Committee	To receive the Annual Report from the Council Audit and Risk Assurance Committee	6.7.2	
Approving the University's internal control and risk management procedures and corporate risk register	Approval of the Corporate Risk Register and receipt of the accompanying reports from the UEB Risk Review Sub-Group and Council Audit and Risk Assurance Committee.	6.7.3	Council Audit and Risk Assurance Committee advises Council on various aspects
Implementing decisions or recommendations arising from any review of the effectiveness of Council	Approval of the reports and agreement of recommendations from any Council Effectiveness reviews and agreement of any actions in response	6.7.4	
Other institutions			
Granting the designation "affiliated to the University of Sheffield" to other institutions on the recommendation of Senate	Approval of any arrangements for another institution to offer programmes or degrees under the University's name	6.8.1	Senate and the President & Vice-Chancellor or their Executive Board advises or makes recommendations to Council on various aspects
Approval of mergers with other institutions	Approval of any merger of the University with other institutions, pursuant to the power to: Acquire any part of another institution or body or to merge the University with any other higher education institution	6.8.2 / 4.12	Council receives advice from Senate and the President & Vice-Chancellor or their Executive Board and Council Committees on various aspects

Scheme of Council Delegation

Section 2: Powers delegated by Council				
Activity	Power of Council: Regulation II (4)	Reg no.	Delegated authority	Further information and context
See Section 1 above in relation to the powers of Council conferred on it under Regulation II (4.5) to appoint and remove University Officers, which cannot be delegated				
Authorisation and reporting to Council of any severance payments for Senior Staff post holders (as defined by the Office for Students)	Appoint and remove the President & Vice-Chancellor, University Secretary, Provost & Deputy Vice-Chancellor, Vice-Presidents, Heads of Departments/Schools 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 pensions of the Officers and employees of the University	4.5	Council Senior Remuneration Committee	No further delegation Context: see CUC Senior Staff Remuneration Code
Appointment of Heads of Academic Departments/Schools	As above	4.5	President & Vice-Chancellor	No further delegation
Appointment of Professors and equivalent level staff	As above	4.5	President & Vice-Chancellor	No further delegation
Appointment of all other employees of the University and issue of contracts of employment	As above	4.5	Director of HR	No further delegation
Approval of conferment of the title of Reader and promotions to Personal Chair	As above	4.5	University Reward and Recognition Panel	No further delegation

Scheme of Council Delegation

Section 2: Powers delegated by Council				
Activity	Power of Council: Regulation II (4)	Reg no.	Delegated authority	Further information and context
Approval of recommendations for the regrading/promotion of all other employees	As above	4.5	Director of HR	Further delegation to Vice-President & Head of Faculty or, in respect of AMRC, NAMRC and AMRC-TC staff, the Vice-President & Head of the AMG
Termination of employment contracts and dismissal of employees	As above	4.5	Director of HR	No further delegation
Authorisation of any payments associated with ill-health and early retirements	As above	4.5	Director of HR	No further delegation Senior Staff fall within the remit of the Council Senior Remuneration Committee
Reaching settlements, including statutory, contractual and non-contractual payments, in line with employment legislation and approved internal procedures	As above	4.5	Director of HR	No further delegation Senior Staff fall within the remit of the Council Senior Remuneration Committee
Issuing of agreements for services with contractors/workers	As above	4.5	Director of HR	No further delegation
Requesting criminal activity reports from the Disclosure and Barring Service for relevant post holders in line with approved procedures	As above	4.5	Director of HR	No further delegation
Negotiation and agreement of collective terms and conditions of employment	As above	4.5	Director of HR	No further delegation

Scheme of Council Delegation

Section 2: Powers delegated by Council				
Activity	Power of Council: Regulation II (4)	Reg no.	Delegated authority	Further information and context
Negotiation and agreement of individual contracts of employment	As above	4.5	Director of HR	No further delegation
Conferment of appointments for staff following successful probationary period	As above	4.5	Director of HR following approved recommendation of another member of the University Executive Board or the University Secretary	No further delegation
Conferment of visiting, honorary, emeritus and other academic titles on non-employees in line with agreed procedures	As above	4.5	Director of HR following approved recommendation of a Vice-President & Head of Faculty or, in respect of the Advanced Manufacturing Group, the Vice-President & Head of the AMG	No further delegation
Hearing of concerns raised by aggrieved staff in accordance with the University of Sheffield Grievance Policy and Procedure	Consider, adjudicate upon and if thought fit redress any grievances of the Officers, staff or students of the University	4.6	Director of HR	No further delegation Context: see Grievance Policy and Procedure

Scheme of Council Delegation

Section 2: Powers delegated by Council				
Activity	Power of Council: Regulation II (4)	Reg no.	Delegated authority	Further information and context
Consideration of protected disclosures made in the public interest: investigation and hearing of related matters	As above	4.6	Director of HR	No further delegation Context: see Public Interest Disclosure Policy
Consider matters of research misconduct: investigation and determining of matters of research misconduct	As above	4.6	Director of HR	No further delegation Context: see Policy and Procedures for investigating and responding to allegations of research misconduct
Grievances submitted by students or graduates of the University: (a) decision as to whether or not a substantive case exists (b) review of grievance, if held to be substantive	As above	4.6	(a) a Vice-President other than that of the student's or graduate's Faculty (b) Case Review Panel	No further delegation Context: see Student Complaints Procedure
Overall responsibility, subject to the Charter and Statutes and to Regulation III 4.7 below, for learning, teaching and academic standards	Review the learning, teaching and academic standards of the University	4.7	Senate	Further delegation to Senate Education Committee and its sub-committees
Overall responsibility, subject to the Charter and Statutes and to Regulation III 4.7 below, for research	Promote and make provision for research within the University and to require reports from time to time on such research	4.8	Senate	Further delegation to Senate Research and Innovation Committee and its sub-committees and to Senate University Research Ethics Committee

Scheme of Council Delegation

Section 2: Powers delegated by Council				
Activity	Power of Council: Regulation II (4)	Reg no.	Delegated authority	Further information and context
Provision of services to support the welfare of students	Provide for the welfare of the students	4.9	The President & Vice-Chancellor	Further delegation to the Chief Operating Officer
Banking activities such as bank signatories	Govern, manage and regulate all of the University's financial activities	4.10	Council Finance Committee	Further delegation of activities and authority levels detailed within the Financial Regulations and supporting Financial Policies
Creation and amendment to the Financial Regulations and supporting Financial Policies.	As above	4.10	Council Finance Committee	No further delegation Council receives retrospective reporting on changes from Council Finance Committee Changes to supporting Financial Policies detailed within the Financial Regulations
Commercialisation of Intellectual Property	As above	4.10	Council Finance Committee	Further delegation detailed within the Financial Regulations and supporting Financial Policies
Agreement of tuition fees where the University has discretion to determine the fee levels	As above	4.10	The President & Vice-Chancellor, advised by UEB	Further delegation detailed within the Financial Regulations and supporting Financial Policies Further delegation to UEB Student Recruitment and Population Sub-Group
Agreement of student accommodation fees	As above	4.10	The President & Vice-Chancellor, advised by UEB	Further delegation detailed within the Financial Regulations and supporting Financial Policies

Scheme of Council Delegation

Section 2: Powers delegated by Council				
Activity	Power of Council: Regulation II (4)	Reg no.	Delegated authority	Further information and context
Investment of funds	Invest any monies belonging to the University	4.10.1	Council Finance Committee	Further delegation detailed within the Financial Regulations and supporting Financial Policies Council receives retrospective reporting on activities through Council Finance Committee
Management of endowments	Manage endowment funds belonging to the University	4.10.1	Council Finance Committee	Further delegation detailed within the Financial Regulations and supporting Financial Policies Council receives retrospective reporting on activities through Council Finance Committee
Leases of land and property	Sell buy exchange lease and accept leases of real and personal property on behalf of the University;	4.10.2		Approval will mirror tiered approach adopted for Capital Project approval (see 4.10.3)
Leases of equipment	As above	4.10.2	Follows capital project approvals route (see 4.10.3) where significant equipment lease Council Finance Committee for other items	Approval will mirror tiered approach adopted for Capital Project approval (see 4.10.3)

Scheme of Council Delegation

Section 2: Powers delegated by Council				
Activity	Power of Council: Regulation II (4)	Reg no.	Delegated authority	Further information and context
Purchase, refurbishment, development of land, property and equipment	Provide the buildings premises furniture and apparatus and other means needed for carrying on the work of the University	4.10.3	£10m and over: no delegation	Council is advised by Council Finance Committee
			£5m and over and up to £10m: Council Finance Committee (Council on request and for information)	No further delegation within these parameters Council receives retrospective reporting from Council Finance Committee
			£3m and over and up to £5m: UEB	Further delegation within these parameters to the President & Vice-Chancellor, advised by UEB and UEB Estates and Capital Sub-Group or the UEB Complex Projects Oversight Group in the case of complex projects as designated by UEB or UEB IT Sub-Group in the case of IT capital expenditure
			£3m and over and up to £5m: UEB	Further delegation within these parameters to the President & Vice-Chancellor, advised by UEB and UEB Estates and Capital Sub-Group or the UEB Complex Projects Oversight Group in the case of complex projects as designated by UEB or UEB IT Sub-Group in the case of IT capital expenditure

Scheme of Council Delegation

Section 2: Powers delegated by Council				
Activity	Power of Council: Regulation II (4)	Reg no.	Delegated authority	Further information and context
Purchase, refurbishment, development of land, property and equipment <i>(continued)</i>	Provide the buildings premises furniture and apparatus and other means needed for carrying on the work of the University	4.10.3	£500k and over and up to £3m: UEB up to £500k: UEB	Further delegation within these parameters to the UEB Estates and Capital Sub-Group or the UEB Complex Projects Oversight Group in the case of complex projects as designated by UEB or UEB IT Sub-Group in the case of IT capital expenditure Further delegation within these parameters to the Estates Development Group, a Sub-Group of the UEB Estates and Capital Sub-Group.
Purchase, refurbishment, development of land and property Offline approval route in exceptional circumstances	As above	4.10.3	Council and Council Finance Committee Chair approval	No further delegation Initial approval through UEB Estates and Capital Sub-Group or UEB IT Sub-Group in the case of IT capital expenditure and University Executive Board Business cases provided to the next meetings for formal notification of approval route taken
Acquisition of management information systems	As above	4.10.3	Council and Council Finance Committee	Follows capital project approvals route (see 4.10.3)

Scheme of Council Delegation

Section 2: Powers delegated by Council				
Activity	Power of Council: Regulation II (4)	Reg no.	Delegated authority	Further information and context
Sale of land and property	As above	4.10.3	Council and Council Finance Committee	Approval will mirror tiered approach adopted for Capital Project approval (see 4.10.3) Further delegation detailed within the Financial Regulations and supporting Financial Policies Council receives retrospective reporting from Council Finance Committee
Disposal of Furniture and Equipment (other than for recycling or scrap)	As above	4.10.3	Council and Council Finance Committee	Further delegation detailed within the Financial Regulations and supporting Financial Policies
Ability to borrow money and give security: (a) Amendments to the internal borrowing limit (b) Authority to borrow up to the internal borrowing limit	Borrow or raise 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	4.10.4	Council	Council is advised by the Council Finance Committee
As indicated by the Regulation	Refinance, replace or reorganise any capital, finance or credit previously raised or obtained by the University	4.10.5	As per borrowing ability at 4.10.4 above	As per borrowing ability at 4.10.4 above

Scheme of Council Delegation

Section 2: Powers delegated by Council				
Activity	Power of Council: Regulation II (4)	Reg no.	Delegated authority	Further information and context
As indicated in the Regulation	Guarantee, support or secure (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, by any person or undertaking (whether incorporated or unincorporated) in relation to any transaction whatsoever	4.10.6	Council advised by Council Finance Committee	No further delegation Council powers articulated to cover a wide range of potential situations Specific process and authority to be defined depending on the nature of the transaction
As indicated in the Regulation	Create or grant a mortgage, charge, pledge, lien or encumbrance of any kind over, or enter into any type of transaction (including accepting options) in relation to, all or any of the undertaking, property or assets of the University (present and future)	4.10.7	Council advised by Council Finance Committee	No further delegation Council Powers articulated to cover a wide range of potential situations. Specific process and authority to be defined depending on the nature of the transaction
As indicated in the Regulation	Provide 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	4.10.8	Council Finance Committee Council approval required if indemnities are secured.	No further delegation Council Powers articulated to cover a wide range of potential situations. Specific process and authority to be defined depending on the nature of the transaction
As indicated in the Regulation	Enter 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;	4.10.9	Council Finance Committee	No further delegation Council Powers articulated to cover a wide range of potential situations. Specific process and authority to be defined depending on the nature of the transaction

Scheme of Council Delegation

Section 2: Powers delegated by Council				
Activity	Power of Council: Regulation II (4)	Reg no.	Delegated authority	Further information and context
As indicated in the Regulation	<p>Enter into any contract with any party the purpose or purported purpose of which is to protect the University and its assets:</p> <p>(a) against any fluctuation in rates of exchange, interest or an index of stocks, bonds or commodity prices;</p> <p>(b) in order to secure a profit or avoid a loss in respect of the value or price of property of any description; or</p> <p>(c) any similar or comparable contract;</p> <p>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</p>	4.10.10	Council advised by Council Finance Committee	<p>New borrowings and refinancing approved by Council on the advice of the Council Finance Committee.</p> <p>Further delegation detailed within the Financial Regulations and supporting Financial Policies</p> <p>Council receives retrospective reporting from Council Finance Committee concerning treasury management</p>
See Section 1 above in relation to the powers of Council conferred on it under Regulation II (4.12) which cannot be delegated				

Scheme of Council Delegation

Section 2: Powers delegated by Council				
Activity	Power of Council: Regulation II (4)	Reg no.	Delegated authority	Further information and context
University companies: creation, investment, alteration, disposal of rights held by the University	Carry on any of the University's activities by or through any body corporate or unincorporated, 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 unincorporated	4.11	Council Finance Committee	<p>Council receives retrospective reporting from Council Finance Committee</p> <p>Council approval should be sought for creation of a major subsidiary, on the recommendation of the Council Finance Committee, to be decided by the Chief Financial Officer according to the initial and ongoing risk and liability under advisement from the University Secretary with reference to the financial thresholds for capital approvals against Regulation 4.10.3.</p>
Contracts for the supply of goods and services to third parties	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	4.13	Council Finance Committee	<p>Further delegation detailed within the Financial Regulations and supporting Financial Policies</p> <p>Where a contract is material in terms of financial value, risk, term or the nature of the activity (informed by a risk/benefit analysis), approval should be sought from Council Finance Committee and/or Council</p>

Scheme of Council Delegation

Section 2: Powers delegated by Council				
Activity	Power of Council: Regulation II (4)	Reg no.	Delegated authority	Further information and context
Contracts for the purchase of goods and services from third parties (non-capital)	As above	4.13	Council Finance Committee	Further delegation detailed within the Financial Regulations and supporting Financial Policies Where a contract is material in terms of financial value, risk, term or the nature of the activity (informed by a risk/benefit analysis, approval may be sought from Council Finance Committee and/or Council
Executing documents by deed	As above	4.13	Any member of Council and one of: <ul style="list-style-type: none"> • the President & Vice-Chancellor; • the Provost & Deputy Vice-Chancellor; • a Vice-President; • an Authorised Financial Officer. 	No further delegation Context: see Regulation XII for the procedure for executing deeds Council receives retrospective reporting on its application
Major funding applications and acceptance of research grants	As above	4.13	The President & Vice-Chancellor	Detailed within the Financial Regulations and supporting Financial Policies
Decisions relating to non-financial commitments (e.g. confidentiality agreements, material transfer agreements, not-for-money research contracts)	As above	4.13	The President & Vice-Chancellor	Further delegation to the Vice-President for Research and Innovation

Scheme of Council Delegation

Section 2: Powers delegated by Council				
Activity	Power of Council: Regulation II (4)	Reg no.	Delegated authority	Further information and context
Memoranda of Agreement	As above	4.13	The President & Vice-Chancellor	Further delegation to the Director, Global Engagement and (if financial implications) the Authorised Financial Officer
Memoranda of Understanding	As above	4.13	The President & Vice-Chancellor	Further delegation to the Director, Global Engagement

Regulation IV: The Auditor

1. The Auditor shall be appointed for a term of up to five years and shall receive such remuneration as may be determined by the Council.
2. A competitive tender for external audit services should usually be undertaken at least every five years. In circumstances where the Audit and Risk Assurance Committee decides that it is necessary to safeguard the quality of the audit without compromising the independence and objectivity of the external auditor, the Auditor may continue in this position, without market testing, **for two additional one-year periods.**
3. Following a competitive tender process the University may re-appoint the Auditor for consecutive terms.
4. One named individual partner in the firm is normally responsible for the HEI's audit; they should not hold this position for more than 10 consecutive years.

Regulation V: The Members of the University

1. The following persons shall be Members of the University:

The University Officers:

The Chancellor;

The Pro-Chancellors;

The President & Vice-Chancellor;

The Provost & Deputy Vice-Chancellor;

The Vice-Presidents;

The Treasurer;

The University Secretary;

The Members of the Council;

The Members of the Senate;

The Emeritus Professors;

The Alumni of the University;

The Members of the Staff of the University;

The Students of the University;

Such other persons as shall under Regulation be granted the status of Members.

2. Membership of the University shall continue so long only as one at least of the qualifications above enumerated shall continue to be possessed by the individual Member.

Regulation VI: The University Officers

1. The Chancellor

- 1.1 The Chancellor shall be appointed by the Council and shall be installed at a Congregation of the whole University.
- 1.2 Pursuant to Article 6 of the Charter, the duties of the Chancellor shall be:
 - 1.2.1 to act as the titular head of the University entitled to confer degrees and other academic awards of the University; *and*
 - 1.2.2 to undertake such ceremonial and formal duties as the Council may request from time to time.
- 1.3 The Chancellor shall not hold any paid appointment in the University.
- 1.4 The Chancellor shall hold office for a period of five years from the date of installation but the Council may extend the Chancellor's tenure of office for one further period of not more than five years.
- 1.5 The Chancellor may resign by letter addressed to the University Secretary and may be removed for good cause by the Council after the Chancellor has been given the opportunity to make representations against their removal.

2. The Chair of Council

- 2.1 The Council shall appoint a Chair of the Council who shall by virtue of that office be a Pro-Chancellor.
- 2.2 The Chair of the Council shall not hold any paid appointment in the University.
- 2.3 The duties of the Chair of the Council shall be:
 - 2.3.1 to be responsible for the leadership of the Council and ensure that the business of the Council is carried out efficiently and effectively for the furtherance of the University's Objects and in accordance with the University's instruments of governance, the principles of public life drawn up by the Committee on Standards in Public Life, and the public interest governance principles drawn up by the Office for Students;
 - 2.3.2 to seek advice from the University Secretary in any case of uncertainty as to the performance of their duties or the business of the Council; *and*
 - 2.3.3 to undertake such other duties as may be specified by the Council.
- 2.4 Subject to the Statutes, the Chair of the Council shall hold office for four University years and shall be eligible for re-appointment for one further such term.
- 2.5 In the event of a casual vacancy occurring in the office of Chair of the Council, the Council may appoint an Acting Chair to hold office for the remainder of the University year.
- 2.6 The Chair of Council may be removed by the Council in accordance with Regulation II.

3. The Pro-Chancellors

- 3.1 Pro-Chancellors other than the Chair of the Council shall be appointed by the Council.
- 3.2 The Pro-Chancellors shall not hold any paid appointment in the University.
- 3.3 The duties of the Pro-Chancellors shall be:
 - 3.3.1 to support the Chair of the Council in meeting their responsibilities, including chairing meetings of the Council during the absence of the Chair or during a vacancy in the office of the Chair of Council;
 - 3.3.2 to take lead roles for assurance in relation to particular aspects of the Council's business as may be specified by the Council;
 - 3.3.3 to chair meetings of such Committees and undertake such other duties as may be specified by the Council including the conferment of degrees and other academic awards of the University.
- 3.4 A Pro-Chancellor appointed under this Regulation shall, subject to the Statutes, hold office for four University years and shall be eligible for re-appointment for one further such term.
- 3.5 A Pro-Chancellor may be removed by the Council in accordance with Regulation II.

4. The Treasurer

- 4.1 The Treasurer shall be appointed by the Council.
- 4.2 The Treasurer shall not hold any paid appointment in the University.
- 4.3 The duties of the Treasurer shall be:
 - 4.3.1 to work with the Chair of the Council to seek to ensure that the Council exercises efficient and effective use of the resources of the University for the furtherance of its Objects and in accordance with the Office for Students' continuing conditions of registration relating to financial sustainability;
 - 4.3.2 to chair meetings of the Council Finance Committee and the Investment Group; *and*
 - 4.3.3 to undertake such other duties as may be specified by the Council.
- 4.4 Subject to the Statutes, the Treasurer shall hold office for four University years and shall be eligible for re-appointment for one further such term.
- 4.5 In the event of a casual vacancy occurring in the office of Treasurer, the Council may appoint an acting Treasurer to hold office for the remainder of the University year.
- 4.6 The Treasurer may be removed by the Council in accordance with Regulation II.

5. The President & Vice-Chancellor

- 5.1 The President & Vice-Chancellor shall be appointed to that position by the Council after recommendation by a Joint Committee of the Council and the Senate.
- 5.2 The President & Vice-Chancellor shall by virtue of their office be a Member of Council.

- 5.3 Pursuant to Article 7 of the Charter, the President & Vice-Chancellor shall be the chief executive of the University, the accountable officer to the Office for Students and the Chair of Senate and shall in the absence of the Chancellor be entitled to confer degrees and other academic awards of the University.
- 5.4 Subject to the Statutes, the President & Vice-Chancellor shall hold office for a period of seven years and shall be eligible for re-appointment for further periods.
- 5.5 A President & Vice-Chancellor who is also a Professor of the University may continue to hold the latter office on retirement from the office of President & Vice-Chancellor.
- 5.6 The President & Vice-Chancellor may be removed by the Council in accordance with Regulation VII.

6. The Provost & Deputy Vice-Chancellor

- 6.1 The Provost & Deputy Vice-Chancellor shall be appointed by the Council on the recommendation of a Committee chaired by the President & Vice-Chancellor. Membership of the Committee shall include staff appointed by the President & Vice-Chancellor.
- 6.2 Subject to Section 6 of the Statutes, the Provost & Deputy Vice-Chancellor shall hold office for an initial period not exceeding five years, and shall be eligible for re-appointment, or shall be appointed on an open-ended basis, as determined by the Committee referred to at 6.1 above and recommended to Council.
- 6.3 The duties of the Provost & Deputy Vice-Chancellor shall be:
 - 6.3.1 to act for the President & Vice-Chancellor during the absence of the President & Vice-Chancellor or during a vacancy in the office of President & Vice-Chancellor;
 - 6.3.2 to assist the President & Vice-Chancellor in such matters as may be specified by the President & Vice-Chancellor;
 - 6.3.3 to carry out such other duties as may be specified by the President & Vice-Chancellor and the Council.
- 6.4 The Provost & Deputy Vice-Chancellor may be removed by the Council.

7. The Vice-Presidents

- 7.1 Vice-Presidents shall be appointed by the Council on the recommendation of a Committee chaired by the President & Vice-Chancellor. Membership of the Committee shall include staff appointed by the President & Vice-Chancellor.
- 7.2 Subject to Section 6 of the Statutes, a Vice-President shall hold office for an initial period not exceeding five years, and shall be eligible for re-appointment, or shall be appointed on an open-ended basis, as determined by the Committee referred to at 7.1 above and recommended to Council.
- 7.3 The duties of a Vice-President shall be:
 - 7.3.1 to act for the President & Vice-Chancellor during the absence of the President & Vice-Chancellor and Provost & Deputy Vice-Chancellor or during a vacancy in the office of President & Vice-Chancellor and Provost & Deputy Vice-Chancellor:

The University Officers

- 7.3.2 to assist the President & Vice-Chancellor in such matters as may be specified by the President & Vice-Chancellor;
 - 7.3.3 to carry out such other duties as may be specified by the President & Vice-Chancellor and the Council.
- 7.4 A Vice-President may be removed by the Council in accordance with Regulation II.

8. The University Secretary

- 8.1 The University Secretary shall be appointed by the Council on the recommendation of a Committee chaired by the President & Vice-Chancellor. Membership of that Committee shall include staff appointed by the President & Vice-Chancellor and the Senate.
- 8.2 The University Secretary shall be the Secretary of the Council and the Senate.
- 8.3 The University Secretary may be removed by the Council in accordance with Regulation II.

Regulation VII: The Dismissal and Removal from Office of the President & Vice-Chancellor

1. This Regulation sets out the applicable procedure for the Council determining that the President & Vice-Chancellor shall be dismissed and removed from office, for any reason.
2. The Chair of the Council may at any time request Council to consider the dismissal and removal from office of the President & Vice-Chancellor where:
 - 2.1 the Chair themselves considers that there are grounds for such dismissal and removal from office; *or*
 - 2.2 the Chair has received a written request from any member of Council seeking the dismissal and removal from office of the President & Vice-Chancellor and the Chair considers that it raises sufficient grounds for the matter to be referred to Council for decision.
3. Where the Council is to be asked to consider the dismissal and removal from office of the President & Vice-Chancellor, the Chair of the Council shall notify the President & Vice-Chancellor of that fact.
4. The Chair of Council may suspend the President & Vice-Chancellor from their duties and may exclude the President & Vice-Chancellor from the precincts of the University or any part thereof without loss of salary:
 - 4.1 where the Council is to be asked to consider the President & Vice-Chancellor's dismissal and removal from office; *or*
 - 4.2 at any other time where the Chair considers that this is appropriate.
5. At any meeting of Council at which the dismissal and removal from office of the President & Vice-Chancellor is to be considered, the Chair may request the President & Vice-Chancellor to absent themselves from the whole or any part of that meeting.
6. If the Council considers that it is necessary, before taking any decision on the proposed dismissal and removal from office of the President & Vice-Chancellor, to investigate any matter or establish any facts, it may at its discretion appoint a member or members of the Council to carry out such investigation and make a written report to the Council. It shall be for the member or members of Council so appointed to determine how any such investigation should be progressed, save that the President & Vice-Chancellor shall be afforded the opportunity to make written or oral representations (as the member or members of Council appointed consider appropriate) before reporting back to the Council. Nothing in this paragraph shall oblige the Council to appoint a member or members of the Council to carry out any investigation before the Council determines whether the President & Vice-Chancellor shall be dismissed or removed from office.
7. The Council may decide by a simple majority of those present to dismiss the President & Vice-Chancellor and remove them from office and whether such dismissal shall be a summary dismissal (i.e. without notice or payment in lieu of notice) or a dismissal on notice or (where provided for in the President & Vice-Chancellor's contract of employment) with a payment in lieu of notice. If the vote shall be equally divided for and against, the Chair shall have a second and casting vote. The Council's decision shall be final.

Regulation VIII: Definitions

1. As provided for in the Charter and Statutes:

- 1.1 **“Academic Staff”** means:
 - 1.1.1 any employee employed by the University to engage directly in, or carry out teaching, learning and research in an academic context under the terms of their contract of employment;
 - 1.1.2 such other senior Members of Staff as may be determined by Council from time to time.
- 1.2 **“Charter”** means the Charter of the University.
- 1.3 **“Council”** means the Council of the University.
- 1.4 **“Objects”** means the objects of the University set out in the Charter, being to advance education through teaching and research.
- 1.5 **“Regulations”** means the Regulations of the University.
- 1.6 **“Research Staff”** means any employee employed by the University to engage directly in, or carry out research.
- 1.7 **“Senate”** means the Senate of the University.
- 1.8 **“Staff”** means all persons employed by the University.
- 1.9 **“Statutes”** means the Statutes of the University which shall be interpreted in such a way as not to conflict with the Charter.
- 1.10 **“Student”** means any registered student of the University.
- 1.11 **“Students' Union”** means the body known as "The University of Sheffield Union of Students".
- 1.12 **“Teaching Staff”** means any employee employed by the University to engage directly in, or carry out teaching and learning.
- 1.13 **“University”** means the University of Sheffield.
- 1.14 **“University Year”** means the period of 12 calendar months ending on the last day of July in each year or on such other day in each year as the Council shall determine.

2. In addition:

- 2.1 **“Authorised Financial Officer”** means the Chief Financial Officer, Director of Finance, Assistant Directors of Finance, Commercial Director or interim authorised delegate.
- 2.2 **“Chancellor”** means an Officer of the University with the title of Chancellor appointed in accordance with Regulation VI.
- 2.3 **“Committee”** means a committee or sub-committee of Council constituted in accordance with these Regulations.

Definitions

- 2.4 **“Equality Duty”** means the public sector equality duty on public authorities set out in section 149 of the Equality Act 2010.
- 2.5 **“Faculty”** means an academic faculty of the University, the powers and details of which are set out in Regulation X.
- 2.6 **“Member”** means a member of the University pursuant to Regulation V.
- 2.7 **“Member of Council”** or **“Council Member”** means a member of the Council appointed in accordance with Regulation II.
- 2.8 **“Office for Students”** means the Office for Students, a non-departmental public body of the Department for Education, acting as the regulator and competition authority for the higher education sector in England, and includes any successor body.
- 2.9 **“President & Vice-Chancellor”** means an Officer of the University with the title of President & Vice-Chancellor appointed in accordance with Regulation VI and pursuant to Article 7 of the Charter.
- 2.10 **“Pro-Chancellor”** means an Officer of the University with the title of Pro-Chancellor appointed in accordance with Regulation VI.
- 2.11 **“Professional Staff”** means any member of Staff other than Academic, Teaching or Research Staff employed by the University to provide professional and support services under the terms of their contract of employment.
- 2.12 **“Professor”** means a member of Academic Staff who has been appointed as professor by the University.
- 2.13 **“Provost & Deputy Vice-Chancellor”** means an Officer of the University with the title of Provost & Deputy Vice-Chancellor appointed in accordance with Regulation VI.
- 2.14 **“Scheme of Delegation”** means the summary of the powers of the Council, the Senate and the Faculties set out in Regulation III as maintained by the University and which includes a non-exhaustive list of powers that have been delegated in accordance with the Statutes and Regulation II.
- 2.15 **“Seal”** means the seal of the University applied to documents signed or executed as a deed, in accordance with Regulation XII and Financial Regulations.
- 2.16 **“Senior Academic Officer”** means the Provost & Deputy Vice-Chancellor, the Vice-Presidents, the Chief Financial Officer and the Chief Operating Officer.
- 2.17 **“Treasurer”** means an Officer of the University with the title of Treasurer appointed in accordance with Regulation VI.
- 2.18 **“University Officer”** shall mean those persons holding the offices set out in Regulation VI and includes any deputy appointed in accordance with these Regulations.
- 2.19 **“Vice-President”** means an Officer of the University with the title of Vice-President appointed in accordance with Regulation VI, for the purposes of Regulations I to XII, and otherwise has the meaning conferred in Regulation XIII.

Regulation IX: The Senate

1. Powers of the Senate

- 1.1 The Senate shall have the following powers:
 - 1.1.1 To act as an advisory body to Council on any issues related to the education and research, encompassing innovation, activities of the University, including changes to Regulations as set out in Regulation I and Regulation II (4.2). Council will use the Senate as a consultative body as set out in Regulation II (10).
 - 1.1.2 To receive assurance regarding the education or research-related work of Faculties and Schools, reviewing and noting compliance with the conditions of registration from the Office for Students.
 - 1.1.3 To provide assurance to Council on education and research, the admission and regulation of Students, and academic quality and standards.
 - 1.1.4 To provide assurance to the Vice-Chancellor as Accountable Officer regarding academic and student-related conditions of registration from the Office for Students and compliance with OFSTED requirements.
 - 1.1.5 To review and amend Regulations for which it has responsibility, as set out in Regulation I.
 - 1.1.6 To oversee and regulate the recruitment, selection, admission, teaching, supervision and assessment of the students of the University; to decide on the award of degrees or other academic awards or distinctions and to regulate the conduct, discipline and academic progress of the students.
 - 1.1.7 To monitor and maintain academic standards, to monitor and enhance the quality of academic provision, to approve new programmes of study and closure of programmes, or major amendment to existing programmes.
 - 1.1.8 To delegate decision-making responsibilities for education and research activities to Senate sub-committees, to Faculties, and to staff as appropriate, detailed in Regulation III: Scheme of Council Delegation, and to receive assurance related to delegations.
 - 1.1.9 To report on any other matter referred to or delegated to it by the Council, in relation to education and research activities.
 - 1.1.10 To discuss and declare an opinion on any matter whatsoever relating to the University.

2. Composition of the Senate

- 2.1 The Senate shall consist of:
 - 2.1.1 The President & Vice-Chancellor.
 - 2.1.2 The Provost & Deputy Vice-Chancellor.

The Senate

- 2.1.3 The Vice-Presidents & Heads of Faculty.
- 2.1.4 The Vice-President for Education and the Vice-President for Research & Innovation.
- 2.1.5 The following Faculty Officers:
 - (a) the Directors of Education;
 - (b) the Directors of Research and Innovation.
- 2.1.6 The Heads of School.
- 2.1.7 One senior leader, who shall be in a role equivalent to that of the Heads of School, from the University's Advanced Manufacturing Group, appointed by the Vice-President & Head of the Advanced Manufacturing Group.
- 2.1.8 Subject to Paragraph 2.1.12, members of the Academic, Teaching, and Research Staff of the University in Grades 7 and above elected by and from that population in each of the Faculties, the total number of whom shall not exceed the number of members under paragraph 2.1.6. These shall be elected by Faculty constituencies, the total number of places to be divided in number in proportion to the size of the electorate in each Faculty, to be determined annually. Such members shall normally hold office for a period of three years.
- 2.1.9 One member of the Academic, Teaching, and Research Staff of the University in Grades 7 and above elected by and from that population in the University's Advanced Manufacturing Group. Such members shall normally hold office for a period of three years.
- 2.1.10 Student members comprising six in total from:
 - (a) the President;
 - (b) the Education Officer;
 - (c) four other representatives nominated by the Students' Union.
- 2.1.11 Professional Services staff members comprising five in total from:
 - (a) the Chief Operating Officer;
 - (b) the University Librarian;
 - (c) three Professional Services staff in Grades 7 and above elected by and from the Professional Services staff of the University. Such members shall normally hold office for a period of three years.
- 2.1.12 In the case of changes in the proportion of elected places allocated to each Faculty under paragraph 2.1.8, vacancies will only arise and elections will only be required if the total number of elected members under 2.1.8 falls below the number of Heads of School appointed under paragraph 2.1.6. In no circumstances shall the number of members elected under paragraph 2.1.8 exceed the number of Heads of School appointed under 2.1.6.
- 2.2 Deputies are not permitted except in the following categories and subject to the following conditions, who may appoint a deputy for a specific meeting:
 - 2.2.1 the University Librarian and Chief Operating Officer may only appoint a deputy from their own direct reports;

The Senate

- 2.2.2 an Officer of the Students' Union who is a member under paragraph 2.1.10 may appoint a deputy from the Officers of the Students' Union or the Students' Union Council members nominated for this purpose by the President of the Students' Union;
- 2.2.3 the University Secretary must be notified in advance by the member of Senate that they have nominated a deputy for the specific meeting.
- 2.3 Fifteen members of the Senate, including not fewer than eleven members of the senior academic staff (Professors and Heads of School), shall form a quorum.
- 2.4 The Senate shall, in addition to the members in 2.1 above, co-opt such members as may be necessary to ensure that:
 - 2.4.1 the senior members of the academic staff (Heads of School and Professors) shall constitute the majority of the Senate;
 - 2.4.2 Chairs of Senate committees not otherwise in the membership of the Senate are ex-officio members.
- 2.5 The University Secretary attends as Secretary to the Senate.

3. Validity of Decisions of the Senate

- 3.1 Decisions taken at a meeting of the Senate shall not be invalidated because of:
 - 3.1.1 a procedural defect of which the Senate is unaware at the time, provided that the defect, once identified, is at the earliest reasonable opportunity brought to the attention of the Senate and the Senate is asked to consider whether the decision should stand;
 - 3.1.2 a technical defect in the appointment of a Senate Member of which the Senate is unaware at the time;
 - 3.1.3 a technical defect in the giving of notice of which the Senate is unaware at the time;
 - 3.1.4 a vacancy in the membership of the Senate.

4. Delegation of Powers of the Senate

- 4.1 Subject to Regulation II: (4), powers of the Senate shall be delegated as follows:

	Power delegated	Body whose power is delegated	Officer or committee to whom the power shall be delegated
4.1.1	The power to co-opt such members as may be necessary to ensure that the senior members of the academic staff, as defined by Regulation, shall constitute the majority of the Senate.	Senate	The President & Vice-Chancellor

The Senate

4.1.2	The power to approve recommendations of the Faculties concerning the award of degrees or other academic awards or distinctions.	Senate	The President & Vice-Chancellor or the Provost & Deputy Vice-Chancellor or a Vice-President other than one responsible for a Faculty
4.1.3	The power to impose fines and other penalties as set out in the Library Regulations.	Council and Senate	The Librarian
4.1.4	The power to review, amend or disallow any decision of a Faculty Student Review Committee concerning the progress of a student.	Senate	Senate Appeals Panel
4.1.5	The power in accordance with the Discipline Regulations to suspend or expel any student when thought necessary or take such other action as the Discipline Regulations shall provide.	Senate	Senate Discipline Panel or Senate Appeals Panel
4.1.6	The power to make all Regulations for giving effect to the Statutes of the University relating to programmes of study, Fellowships, Scholarships, Prizes and other Distinctions.	Senate	The President & Vice-Chancellor or a Vice-President other than one responsible for a Faculty
4.1.7	The power to withdraw any Degree (other than an Honorary or Ex-Officio Degree) Diploma Certificate Associateship or Distinction which has been awarded or conferred upon any person.	Senate	The President & Vice-Chancellor or the Provost & Deputy Vice-Chancellor or a Vice-President other than one responsible for a Faculty

Regulation X: The Faculties

1. Faculties of the University

- 1.1 The Faculties of the University shall be those of Arts and Humanities; Science; Health; Engineering; and Social Sciences.

2. Powers of the Faculties

- 2.1 Subject to review by the Senate and to the Statutes and Regulations of the University each Faculty shall:
 - 2.1.1 make recommendations to the Senate regarding the award of Degrees, Fellowships, Prizes and other distinctions and examination results;
 - 2.1.2 in accordance with Regulations made by the Senate review the progress or fitness to practise of students registered in the Faculty and shall have the power in accordance with those Regulations to suspend or exclude any such student from further attendance at lectures, classes and examinations in the Faculty or take such other action as may be prescribed by those Regulations;
 - 2.1.3 in accordance with Regulations made by the Senate consider academic appeals submitted by students registered in the Faculty;
 - 2.1.4 be responsible for programmes of study or research falling within the province of the Faculty and for the academic quality and standards of the teaching, supervision and assessment of students registered in the Faculty;
 - 2.1.5 report to the Senate on Regulations as to programmes of study or research, examinations or other requirements for Degrees, Diplomas, Certificates and other distinctions and as to the award and tenure of Fellowships, Scholarships and Prizes; *and*
 - 2.1.6 undertake any business as delegated by the Senate, as set out in the Scheme of Delegation, and provide assurance on use of delegations through agreed routes.
- 2.2 Such other matters as shall be committed to any Faculty by the Senate shall be transacted by that Faculty.

3. Delegation of the Powers of the Faculties

- 3.1 Subject to Regulation II: (4), the powers of the Faculties shall be delegated in accordance with Regulation III: The Scheme of Delegation.

The Faculties

	Power delegated	Body whose power is delegated	Officer or committee to whom the power shall be delegated
3.1.1	The power to recommend to the Senate upon the award of first Degrees, Diplomas and Certificates, undergraduate Prizes and other distinctions and examination results within the Faculty, without the need to report on action taken or seek the confirmation of the Faculty.	The Faculty	The Vice-President & Head of Faculty, Faculty Director of Education or designate authorised by the Faculty
3.1.2	The power to recommend to the Senate upon the award of higher Degrees, Diplomas, Certificates and Prizes within the Faculty, without the need to report on action taken or seek the confirmation of the Faculty.	The Faculty	The Vice-President & Head of Faculty, Faculty Director of Education, Faculty Director of Research and Innovation or designate authorised by the Faculty
3.1.3	The power to recommend to the Senate upon Regulations relating to programmes of study or research, examinations or other requirements for Degrees, Diplomas, Certificates and other distinctions and upon Regulations relating to Fellowships, Scholarships and Prizes within the Faculty, without the need to report on action taken or seek the confirmation of the Faculty.	The Faculty	The Vice-President & Head of Faculty, Faculty Director of Education, Faculty Director of Research and Innovation or designate authorised by the Faculty
3.1.4	The power, in accordance with Regulations made by the Senate, to review the progress of students registered in the Faculty and to suspend or exclude any such student from further attendance at lectures, classes and examinations in the Faculty or to take such other action as may be prescribed by those Regulations, without the need to report on action taken or seek the confirmation of the Faculty.	The Faculty	The Student Review Committee of the Faculty in which the student concerned is registered

Regulation XI:

The Conferment and Withdrawal of Degrees

1. Congregations and Conferment of Degrees

- 1.1 Congregations of the whole University for the conferring of Degrees or other purposes shall be presided over by the Chancellor or in their absence by the President & Vice-Chancellor or in the absence of both by a Pro-Chancellor or the Provost & Deputy Vice-Chancellor or a Vice-President.
- 1.2 Unless otherwise determined by Regulation, all Degrees shall be conferred at a congregation of members of the University to be held for that purpose, at such time and place as the Council may determine, but at least once a year; and Degrees, other than Honorary Degrees, may be conferred upon persons in absentia on conditions approved by the Senate.
- 1.3 Honorary Degrees shall be conferred after approval by a Joint Committee of the Senate and the Council.

2. Withdrawal of Degrees and Distinctions

- 2.1 The Senate may on good cause shown withdraw any Degree (other than an Honorary Degree), Diploma, Certificate, Associateship, or Distinction which has been awarded to or conferred upon any person.
- 2.2 The Council may on good cause shown and after report from the Senate withdraw an honorary degree conferred upon any person.

Regulation XII: The Execution of Contracts and Deeds

1. Contracts and Deeds

- 1.1 The University may execute two types of legal agreement: deeds and contracts. There are fundamental distinctions between these in law; essentially a deed will be used in some transactions because there is a specific statutory requirement for it (e.g. certain land transactions) or because it is regarded as affording more enforceability as to the terms of the agreement. A contract will be used as the basis for all other agreements.

2. Execution as a Deed

- 2.1 In general, the circumstances that the University may come across where a deed is **required** include:
- 2.1.1 conveyances of land, or of any interest in land and certain mortgages;
 - 2.1.2 leases of land for terms over three years;
 - 2.1.3 assents, legal charges of land and transferring title to property; *and*
 - 2.1.4 the grant of powers of attorney.
- 2.2 A deed may be **preferred** where:
- 2.2.1 there is doubt about whether there is adequate consideration under the agreement; (i.e. the lack or low value of any payment by one party in exchange for a benefit from the other, for example where a guarantee is given by a third party);
 - 2.2.2 the parties to a contract wish to take advantage of an extended period to bring an action for breach of contract (12 years under a deed as opposed to six years under a contract); and
 - 2.2.3 a contract is subsequently varied or otherwise amended and it is not clear whether all the parties are providing fresh consideration.
- 2.3 It is **conventional** to use a deed where:
- 2.3.1 a vendor covenants with a purchaser to indemnify it against certain tax liabilities;
 - 2.3.2 there is an assignment of intellectual property;
 - 2.3.3 there is a release of a security; and
 - 2.3.4 a guarantee is given to a bank for amounts previously advanced.
- 2.4 Where there is any doubt as to whether an agreement should be executed as a deed, legal advice should be sought. If there is doubt then the preferred position would be to execute the agreement as a deed to ensure that the terms are fully enforceable.

