



The Council

Standing Orders

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Introduction

The Charter provides that there will be a Council of the University which shall be the University's governing body. The powers, functions and composition of the Council are set out in the Statutes and in Regulations. These Standing Orders of the Council are secondary to the Charter, Statutes and Regulations. The Standing Orders set out the procedures for the conduct of the Council in discharging its obligations, powers and functions.

The University Secretary is responsible to the Council for the provision of advice in relation to compliance with its governing instruments, including standing orders. They are also responsible for ensuring information provided to the Council is timely, appropriate and enables informed decision making. All members of the Council have independent access to the advice and services of the University Secretary, who must ensure that Council members are fully aware of the appropriate rules, regulations and procedures for them to individually and collectively discharge their responsibilities as governors and the University's charitable trustees.

1. Membership and Quoracy

1.1 Composition of Council

The composition of the Council is set out in Section 3 of the Statutes.

1.2 Appointment to the Council

Council members are appointed and re-appointed in accordance with the provisions of University Statute Section 3 and the appointment arrangements as specified in the Regulations and Council Nominations Committee's Terms of Reference, supported by the Council Membership Framework, from time to time in force.

The procedure for carrying out elections for Class (4) and Class (5) Council members shall be prepared by the University Secretary pursuant to Regulation II: 1.4. Guidance as to the conduct of elections shall be circulated with requests for nominations or expressions of interest and published on the Council website. Any Council member who resigns during their term of office should submit their resignation in writing to the University Secretary (Regulation II: 2.1.). Council may remove a member of Council from office in accordance with the provisions of Regulation II: 2.

Council members are not members in any representative capacity and should exercise the responsibilities of Council in the best interests of the University as a whole. They should abide by the principle of collective responsibility. Detailed information and guidance for members of Council on their role and responsibilities is provided on appointment, reviewed annually, and available to all members online¹.

The University Secretary is Secretary to the Council and is supported in that function by other members of staff in the University Secretary's Office. The University Secretary is not a member of the Council. They shall have the right to speak subject to the Chair's normal direction but shall have no right to vote.

1.3 Attendance and Quoracy

In the absence of the Chair one of the Pro-Chancellors will take the Chair or if that is not possible the University Secretary must make arrangements for Council to determine another Class (1) or Class (3) Council member who will assume the role of Acting Chair.

Council members should make every endeavour to attend all meetings of Council. When they are unable to attend a meeting, their apologies should be submitted in advance to the University Secretary's Office and if appropriate provide any comments on the agenda so that these may be shared at Council.

The failure of a Council member to attend three consecutive meetings of the Council without prior notification to the Chair will result in their automatic removal from Council, unless mitigating circumstances have been approved by the Chair.

Deputies are not permitted.

Where circumstances do not permit Council to meet in person, a virtual meeting may be convened. Such meetings are subject to all provisions set out in these Standing Orders.

For all meetings convened in person, exceptionally and at the Chair's discretion, Council members may attend virtually, providing that sufficient notice has been given to allow appropriate arrangements to be put in place. A Council member attending in a virtual capacity will be deemed to have attended the meeting, will be counted in the quorum, and can participate in decision-making.

The Chief Financial Officer and/or the Chief Operating Officer shall attend meetings of Council in an ex-officio capacity at times when they are not appointed as a member of Council.

Other persons who are not members of the Council will not be permitted to attend meetings of the Council except by prior agreement of the University Secretary and with the permission of the Chair (Regulation II: 3.1.). Any additional attendees shall

¹ <https://www.sheffield.ac.uk/media/18862/download>

attend only for the item or items of business for which they are required, unless otherwise agreed by the University Secretary and Chair.

The President of the Students' Union (Class (6) member) may be accompanied at meetings of the Council by another Students' Union Officer, nominated by the President of the Students' Union (Regulation II: 3.2.).

Any person in attendance, other than members of the Council, will not be counted in the quoracy, shall have no right to speak, except at the request of the Chair, nor to vote. All additional attendees shall be recorded in the minutes of the meeting. The quorum of a Council meeting is seven members of the Council of whom not more than three may be members of staff of the University (Statute Section 3, para 5.)

If the meeting becomes inquorate, no further decisions can be taken. At the discretion of the Chair, on the advice of the University Secretary, the meeting may continue with all decisions subject to subsequent ratification and endorsement by circulation, or the business outstanding shall be deferred to the next ordinary meeting of the Council, or if that is not possible items may be dealt with by circulation or by Chair's action. Decisions taken or ratified by circulation shall be properly taken provided that the usual requirement for quorum is satisfied, see below.

2. Meetings, Order of Business, Agenda and Papers

2.1 Meetings

The Council shall hold a minimum of five ordinary meetings per year, the dates for which are notified to members before the start of the academic year and published in the Almanac of University Committees.

Special meetings of the Council may be convened by the Chair to dispose of any urgent and unforeseen business that cannot wait until the next ordinary meeting of the Council.

Notice of special and extraordinary meetings shall be issued to every member of the Council by the University Secretary not later than 48 hours before the Council is to meet.

At special meetings and at extraordinary meetings no business shall be taken which does not appear on the agenda, without exceptional agreement of the Chair.

The Chair has the power to adjourn a meeting temporarily, or to another date. Their reasons for doing so must be notified to the Council and recorded in the minutes.

2.2 Order of Business

Subject to the discretion of the Chair, the order of business at an ordinary meeting of the Council shall be as follows:

Category A: STANDING ITEMS

- Declaration of Conflicts of Interest
- Consideration of Category C Business

Category B: BUSINESS FOR DISCUSSION/DECISION/APPROVAL

- President & Vice-Chancellor's Report
- Substantive items for discussion which require Council consideration or approval

Category C: ROUTINE MATTERS

- Minutes of the Previous Meeting
- Action Log and Matters Arising on the Minutes
- Minutes or Reports from the Committees of the Council
- Council Business Plan
- Public Availability of Council Papers
- Any other business required by the Statutes, Regulations or Standing Orders to be done

All items in Category C will be moved *en bloc* by the Chair but committee chairs and paper sponsors will be invited to highlight matters of significance to Council and offer the opportunity for questions.

Items can be taken without notice under "Any Other Business" at the discretion of the Chair.

2.3 Agenda and Supporting Papers

The agenda for each meeting of the Council shall be proposed by the University Secretary and approved by the Chair of Council, with the advice of the other Class (1) members of the Council and University Officers at the Chair's discretion.

The University Secretary must issue a formal notice of an ordinary Council meeting, along with an agenda and papers, no later than seven days before the date of the meeting. The deadline for special meetings is 48 hours before the meeting.

All notices and circulations will be in electronic format, unless a request for a paper copy is submitted to the University Secretary's Office no later than seven days before the date of the meeting.

The Chair has discretion over the inclusion of proposed items of business on the agenda and the form in which they will be received or presented. The Council can be advised by request of the basis for any decision for inclusion or rejection.

Reports and other papers for the Council must be submitted to the University Secretary's Office no later than 14 days before the date of an ordinary meeting of the Council. Authors of papers should follow guidance for the preparation of

Council papers, including by seeking advice on the content of papers at an early stage in the process, as necessary.

Papers shall not be circulated in advance or tabled at the meeting by members of the Council or by others except with the agreement of the Chair, normally to be obtained through the University Secretary. Papers may be circulated or tabled by the University Secretary, with the agreement of the Chair of Council.

No business can be considered at a special meeting except that which gives rise to the meeting and is specified within the notice of meeting issued by the University Secretary. All other matters must be retained for consideration at the next ordinary meeting of the Council.

2.4 Late Reports

In exceptional circumstances and at the discretion of the Chair, late papers may be circulated separately by the University Secretary's Office. The University Secretary must be informed in advance of the meeting and as soon as possible of any request to circulate a late paper. Papers circulated by members of the Council, or tabled in the meeting of the Council, without the agreement of the University Secretary and the Chair will not normally be considered.

2.5 Questions of Fact and Clarification

Questions of fact or requests for clarification in respect of any items of business or supporting papers must be raised with the University Secretary as far as possible in advance of the meeting and no later than noon on the fifth day preceding the meeting.

Responses to any questions of fact or requests for clarification shall be provided to the member who has raised the matter in advance of the meeting. On the advice of the University Secretary, the Chair at their discretion may provide the response to the Council at the meeting under the relevant item of business.

Where a question of fact or request for clarification relates to a Category C item, and the member raising it is not satisfied with the response provided in advance of the meeting, the item will be taken under Category B.

The Council will be informed at the start of each meeting if any Category C items are to be taken under Category B.

2.6 Minutes

Minutes of meetings will be recorded by a member of the University Secretary's Office and are approved by the University Secretary before circulation to the Council in draft as an unconfirmed minute. The minutes of a previous meeting must be approved by the Council. The University Secretary should if possible be advised in writing, not less than twenty-four hours before the meeting, of any proposed amendment to the unconfirmed minutes of the Council. Once a minute is approved by the Council it is signed by the Chair, published and archived.

3. Confidentiality and Declarations and Interest

3.1 Classification of Information

The Council operates on the principle of transparency, unless there is good reason to impose confidentiality. Reports at Council will be designated Public, Internal, Restricted or Confidential. The author of any paper containing confidential or sensitive information should mark it “confidential” and it should not be shared with any person outside the Council without the approval of the Chair, on the advice of the University Secretary.

Council members are responsible for ensuring the secure storage and disposal of confidential Council documents, whether in electronic or paper form.

3.2 Declarations of Interest²

The proper conduct of the business of the University requires that members of the Council and its committees should both act and be perceived to act impartially, in the interest of the University, and not be influenced in their role by any personal, social or business relationship.

Every Council member must make a full declaration of interests at the start of each academic year and must take responsibility for updating their declaration throughout the academic year, as appropriate as a means of discharging their duties as trustees.

A central register of interests must be maintained by the University Secretary's Office and published on the Council website.

Council members should decline to participate in any committee of Council where there is a possibility that a conflict of interest will arise on a regular basis.

A Council member with any direct or indirect personal or financial interest in any matter under discussion by the Council should declare that interest to the University Secretary at the earliest opportunity, either before or during the meeting. All such declarations must be recorded in the minutes by the University Secretary.

The agenda for each meeting of the Council (and of its Committees) will include a standing item, ‘Declarations of conflicts of interest’. Any member who believes that they may have a direct or indirect personal or financial interest in any matter to be discussed shall state that interest in advance to the University Secretary or in the meeting (which shall be minuted). There may be certain circumstances where the Council member will need to withdraw from certain discussions or decisions, in

² Detailed information about conflicts of interest in decision making is set out in the procedure, available at: <https://www.sheffield.ac.uk/media/20122/download>

Further information about the expectations and duties on members of Council is included in the Roles and Responsibilities of Members document, with additional specific information for staff and student members: <https://www.sheffield.ac.uk/media/18862/download>

order to protect themselves and the University from accusations of unfair bias or impropriety. Actions could include:

- Requiring the member to not attend the meeting.
- Excluding the member from receiving meeting papers relating to their interest.
- Excluding the member from all or part of the relevant discussion and/or the decision making part.
- Noting the nature and extent of the interest, but judging it appropriate to allow the member to remain and participate.
- Removing the member from the group or process altogether.

As directed by the Chair the conflicted member may be required not to speak or vote on that matter, or not be counted in the quorum at the meeting.

In the event of a decision taken by correspondence, Council members with an interest in a particular item of business should not be counted amongst the responses.

4. Conduct of Meetings and Decision-Making

4.1 Conduct of Meetings

The Chair is responsible for the conduct of meetings of the Council and for ensuring that the business is considered efficiently, expeditiously and properly. Members who speak should address the Chair and accept their direction, keeping silent when the Chair speaks.

Members should at all times behave towards the Chair, to each other and to additional attendees or University staff with proper respect and consideration.

Members have the right to speak and are not limited in the number of times on which they may speak on any item but are required to speak only as often as they judge necessary for the proper conduct of the business and for the proper fulfilment of the responsibilities of the Council.

If the Chair considers that any member is unreasonably impeding the efficient, expeditious and proper running of a meeting of the Council the Chair may require that member keep silence or require they withdraw from the meeting. Should the member continue to refuse to observe the authority of the Chair in this matter it shall be open to the Chair and the other members of the Council in their absolute discretion to determine how the consideration of that item and/or the meeting as a whole shall proceed.

The Council should proceed by consensus wherever possible, resorting to formal procedural mechanisms only when all other solutions have been exhausted.

The Chair has discretion to accept or reject for debate a formal recommendation, or an amendment to a formal recommendation, moved in the meeting by a Council member, and to determine the order in which amendments and recommendations

are taken. Proceedings on any amendments must be completed before any decision is taken on the substantive motion as amended. Where there is more than one motion, the motion under consideration must be disposed of before proceedings on any subsequent motions are embarked upon.

The Chair may at their discretion put a procedural motion at any time during a meeting. No amendment may be proposed to a procedural motion, unless it relates to the time of adjournment, and no member may discuss any other subject whilst the procedural motion is being discussed. The procedural motions which may be proposed are:

- That the Council adjourn for (time specified);
- That the debate be adjourned at (time);
- That the question/recommendation be put;
- That the question/recommendation not be put;
- That the Council proceed to the next business item on its agenda;
- That the matter be referred back to a Council Committee or to the President & Vice-Chancellor.

Members may raise a point of order on a perceived breach of Standing Orders; University Charter, Statutes and Regulation, or statute or common law, and are entitled to be heard immediately on that point. The ruling of the Chair under advisement from the University Secretary on points of order is final.

4.2 Decision-making

Decisions should normally be made on the basis of consensus. Where a consensus cannot be achieved and a clear majority does not exist then a formal vote can be held where the Chair deems it appropriate.

In any vote each member present shall have a single vote and voting shall be decided by a simple majority of the members present and voting except when specific majorities are required by Statute or Regulation, or by Standing Order.

Formal voting normally takes place by show of hands, with the University Secretary acting as teller. Only Council members can vote, unless they are precluded from doing so by a conflict of interest.

The Chair will make a second or casting vote in the event of a tie.

The University Secretary must record the number of votes cast for and against any proposition, and the number of abstentions, in the minutes of the meeting.

4.3 Decisions by Correspondence

The Chair of Council may decide that circumstances are exceptional and that it would be expedient in the best interests of the University for decisions to be made via email. A decision made in this form shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held, provided that:

- a report setting out the proposed decision with an explanation of the reasons for it and instructions for how a member of Council is to signify

- their agreement (or dissent) to the decision is sent to all members entitled to receive notice of a meeting (the "report") by the University Secretary; and
- all Council members have been consulted, and a minimum of 14 have responded by the deadline given in the report.

The University Secretary is responsible for the conduct of any decisions taken by correspondence, including keeping accurate records, and reporting the decision to the subsequent meeting of Council under the 'Report on Action Taken.'

4.4 Decisions by Chair's Action

Where necessary for the good of the University, the Chair is authorised, under advisement from the University Secretary and pursuant to Regulation II: 7.3 and 7.4, to act on behalf of the Council between meetings, and at other times to deal with urgent business which requires a formal decision before the next available meeting of the Council, subject to a 'Report on Action Taken' being made to the next meeting of the Council.

Under these exceptional circumstances, and where there is insufficient time for a decision to be taken by electronic correspondence, an urgent decision can be taken between meetings by the Chair of Council, including the Treasurer if it is a financial matter. Wherever possible, it is preferable that the authority to take such a decision is delegated by the Council in advance by means of a decision taken at a Council meeting. The University Secretary is responsible for the conduct of any decisions taken in this way, including keeping accurate records of both the decision and the reason why this procedure was used, and for reporting the decision to the subsequent meeting of the Council.

If any such matter is expected to be of significant interest or the subject of significant debate, members of the Council will be consulted by correspondence (either in writing or electronically – by email) before any decision is taken, or a decision sought by correspondence or a special meeting of Council will be scheduled.

5. Reporting

5.1 Minutes

The University Secretary is responsible for the recording of the minutes of proceedings of all formal meetings of the Council.

The formal minutes of Council meetings must be approved by the Chair of Council before being circulated to the Council. The minutes must then be approved [as amended] by the Council at the subsequent meeting as a true and accurate record and signed by the Chair.

The publicly available Council minutes are published on the Council's website as soon as practicable after they have been approved by the Council, with redactions

made under criteria set out in the Council minutes: Publication Framework, which is also published on the Council website.

The University Secretary shall be responsible for maintaining a formal Council Minute Book, which shall contain the signed minutes of each meeting of the Council and the agenda and all papers, including any additional or tabled papers and copies of any presentations provided to the meeting. The Minute Books shall be retained in the University Archives as a matter of historical record.

5.2 Council Committees and Joint Committees with Senate

Council may appoint such standing and ad-hoc committees and working groups for such purposes and with such powers as it sees fit and may appoint persons who are not Council members to them as appropriate.

The process for appointing Council members to the Council and Joint Committees is set out in the Terms of Reference of the Council Nominations Committee and the Terms of Reference of the Committee in question.

The delegation of powers to Council Committees is set out in the Council Scheme of Delegation. Any further delegation, to the sub-committee of any Council Committee, or to its Chair, is subject to the approval by the Council of an amendment to the Council Scheme of Delegation.

The functioning and terms of membership of Council Committees is set out in their Terms of Reference, any alteration to which should be submitted to Council for approval as part of the Committee's routine report to the Council.

At the first meeting of every Council Committee in an academic year, the committee should be invited to consider its Terms of Reference and Membership and to propose to the Council any changes deemed necessary.

5.3 Amendments to Standing Orders

The University Secretary will review the Standing Orders annually and propose any changes to the Council.

Amendments to Standing Orders can be made by a simple majority of Council members present at the meeting at which the amendments are considered.

Amendments to Standing Orders do not take effect until the conclusion of the meeting at which the decision to amend them was taken.

The Standing Orders will be published on the University website and provided to new Council members as part of their induction pack.