

Council Terms of Reference and Role Descriptor

2024-25

Governance instruments

1. Charter

Point 7: There shall be a Council of the University which shall be the governing body of the University and shall have the custody and use of the Common Seal and shall be responsible for the revenue and property of the University, its conduct and activities, and shall exercise all the University's powers.

Full Charter available: [Governance documents : Governance and Compliance : University of Sussex](#)

2. Statutes

IV. THE COUNCIL

1. The Council shall consist of a maximum of twenty-five members ensuring always that Independent Members are in the majority and comprising the following persons:
 - (1) The Vice-Chancellor and President;
 - (2) The Provost;
 - (3) Up to fifteen Independent Members appointed in accordance with the Regulations;
 - (4) Six members elected by and from the Staff in accordance with the Regulations;
 - (5) The President of the Students' Union;
 - (6) One other student as specified in the Regulations.
2. The members of the Council referred to in Statute IV.1(1), (2), (5) and (6) shall continue in membership so long as they continue to occupy the positions named respectively.
3. The members of the Council referred to in Statute IV.1(3) and (4) shall continue in membership for a period of up to three years commencing on their appointments, and shall be eligible for reappointment or re-election for a maximum of two further terms of office each of up to three years up to a maximum period of nine years, as set out in the Regulations.
4. The composition of the Council should seek to reflect the diversity of thought, background and circumstance of the University's constituency and society more generally.
5. The quorum for the Council shall be one third of the actual membership of the Council, with Independent Members always being in the majority.
6. Every issue shall be decided by consensus or if put to a vote by a majority of the votes cast, which shall be by a simple majority unless determined otherwise by Regulation. With the exceptions listed below, a written resolution circulated by the Secretary to all members of Council and approval signed or communicated by electronic means by a majority of those entitled to vote at a meeting of Council shall be as valid as a resolution actually passed at a meeting. A member shall signify their agreement to a proposed written resolution in accordance with procedures set out in the Regulations. The exceptions to written resolutions shall include amendments to the Charter, Statutes and any Regulations requiring a three-fourths majority, as well as any further exceptions that may be specified in Regulations.

3. Statutes V. POWERS OF THE COUNCIL

1. The Council shall be responsible for the revenue and property of the University, its conduct and activities and shall exercise all the University's powers, which shall include without limitation the powers and functions set out in the Regulations.
2. The Council shall be entitled to delegate all or any of its functions, powers and duties to any person or body, subject to Statute V.3.
3. The Council shall prescribe in Regulations the matters for which it shall not delegate responsibility, including:
 - (1) appointing the Vice-Chancellor and President;
 - (2) the variation, amendment or revocation of the Charter or Statutes;
 - (3) the approval of the University's annual audited accounts;
 - (4) appointing the Auditors of the University.
4. The Council may review, amend, refer back, control or disallow any act of Senate required under the Statutes or the Regulations to be reported to Council, and to give directions thereon to Senate; provided that any such act of Senate which is amended by Council shall be referred again to Senate for consideration and report before such act (so amended) is put into effect.
5. **Regulations- [Regulation 5: Council](#)**

Role of Council, Role Descriptor approved by Council in April 2022

Council is the Senior Governing Body of the University of Sussex

Council's role is to act in the best interests of the University as a whole, ensuring it strategically delivers its mission to high standards with the necessary financial stability and long-term sustainability. It does this by:

- Discharging its responsibilities in relation to all relevant legislation, including the Higher Education and Research Act 2017 (HERA), and other statutory and regulatory requirements.
- Determining the University's mission, strategic direction, strategic objectives, and values. It seeks and receives assurance that the strategic plan is in line with the above and will meet the prevailing legislative and regulatory requirements.
- Ensuring an effective framework is in place for risk management, control, and governance.
- Meeting the requirements deriving from the Charter and Statutes.
- Monitoring the Institution's and its own effectiveness¹.

Powers and accountability of Council

Council is collectively responsible and accountable for all institutional activity² and conduct. Council delegates its powers and responsibilities to individuals and bodies within the institution to ensure the effective operation of the University and delivery of its charitable objectives.

In addition to all legal responsibilities, Council is accountable to the Office for Students and Charity Commission and has responsibilities under HERA, Trustees Act 2000, Companies Act 2006 and Charities Act 2011. It is required to:

- Maximise value for money and ensure that University funds are properly safeguarded;
- Operate within the limits of delegated authorities agreed with the Regulator and those set out in the University's Charter, Statutes and Regulations (i.e. not in an operational management capacity);
- Act in an open and responsible way in all its dealings with students, staff and the public;
- Bear responsibility for compliance and promotion of equality, diversity, and disability legislation, and ensure that the University complies with its statutory and contractual responsibilities.

Council cannot delegate the following powers: appointment of the Vice-Chancellor; the variation, amendment or revocation of the Charter or Statutes; the approval of the University's annual audited accounts; and appointment of the Auditors of the University.³

Individual Council members

All members of the governing body (including students and staff members) share the same legal responsibilities and obligations as other members.⁴ Each member has personal liability for decisions made by Council. Members should not act individually or in informal groupings to take decisions on Council business outside of Council meetings. Members are required to respect confidentiality in line with Data Protection Act 2018 and university policies.

All decisions taken by Council are done so collectively, with all members acting in the capacity of a single body.

¹ Organisation of the University, [THE COURT \(sussex.ac.uk\)](https://www.sussex.ac.uk/the-court)

² HE CUC Code 2020

³ Statute V.3

⁴ Higher Education Code of Governance (CUC, September 2020)

Members should always act ethically in line with the principles of public life (the Nolan principles), the institution's own ethical framework, and in the interests of the institution, its students and staff and other stakeholders.⁵

⁵ Higher Education Code of Governance (CUC, September 2020)