BUSINESS CHANGE COMMITTEE: TERMS OF REFERENCE

Role and Responsibilities

1. The Business Change Committee is a sub-committee of the Board of the British Council. It has been set up to support the Board in its overall responsibility for ensuring that the organisation’s change programmes deliver a sustainable and effective organisation.

2. The Committee’s responsibilities are:
   - To review the top level transformation change portfolio and related investment plans, including benefit plans, milestones, accountabilities, capacity and capability. The Committee will then make recommendations to the Board.
   - To monitor and comment on the extent to which the current and future portfolio of change is on track to deliver the right outcomes and behavioural change.
   - To consider any other matters where requested to do so by the Board.

Authority

3. The Business Change Committee has an advisory function only and supports the Board which holds ultimate responsibility for ensuring the organisation is sustainable.

Reporting

4. The Chair of the Business Change Committee [or in his/her absence another Trustee member of the Committee] shall report to the Board at the next Board meeting.

Constitution

5. The Chair of the Committee must be a Trustee of the British Council, as must at least two other members. The Committee may co-opt additional members to provide specialist skills, knowledge and experience subject to those appointments being approved by the Board of the British Council.

6. The quorum will be two members, at least one of whom must be a trustee. The Committee will meet normally three or four times a year pro rata. The Chair may call an additional Business Change Committee at any time.

7. The Secretary of the Business Change Committee shall be the Secretary to the Board of Trustees or another member of British Council staff as agreed by the Secretary to the Board of Trustees and the Chair of the Business Change Committee.

8. The Chief Operating Officer and Director Global Business Change are expected to attend and participate in all Business Change Committee meetings. Other Executive Board members will attend as required.

9. The Business Change Committee may invite other people to attend its meetings, including external representatives or other British Council staff.
**Membership and Selection**

10. All Business Change Committee members shall be appointed by the Board of the British Council and shall be Trustees. Members will be independent of the management and free from any factor which might interfere with the exercise of independent judgement.

11. Business Change Committee members shall be selected such that the Committee as a body has a broad range of skills and experience commensurate to its responsibilities.

12. Where possible the composition of the Business Change Committee should be diverse.

**Review of these Terms of Reference**

13. The Business Change Committee will review its Terms of Reference annually and will recommend any necessary changes to the Board.

**Approved by the Board of Trustees of the British Council on:**

27 March 2018