

Commercial Committee

Terms of reference

Approved by the Board of Trustees on 24 March 2020

Constitution

1. The Board of Trustees ('the Board') of the British Council has established a Committee of the Board to be known as the Commercial Committee ('the Committee').

Membership and attendees

2. Committee members shall be appointed by the Board.
3. The Committee shall comprise at least three members of whom at least two (including the Chair) shall be Trustees.
4. If the person appointed by the Board as Chair of the Committee is unable to attend a meeting, he/she may nominate another Trustee on the Committee to chair that meeting.
5. Subject to the Board's approval of the appointments, the Committee may co-opt up to two independent members to provide specialist skills, knowledge and experience. Co-opted members may serve a term of up to three years, renewable once.
6. Committee members shall be selected such that the Committee as a whole has a broad range of skills and experience commensurate to its responsibilities.
7. Committee members will be independent of management and free from any factor which might interfere with the exercise of independent judgement.
8. Where possible without compromise to the balance of skills, the composition of the Committee should be diverse.
9. Committee meetings will normally be attended by the Chief Financial Officer and Director English and Examinations.
10. The Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.
11. The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

Secretary

12. The Committee's secretary shall be the Secretary to the Board or another member of British Council staff as agreed by the Secretary to the Board and the Chair of the Committee.

Quorum and frequency of meetings

13. The quorum will be three members of whom at least two must be Trustees.
14. The Committee will meet regularly and normally four times a year. The Chair may call an additional meeting at any time.

Conflicts of interest

15. All members must act solely in the interests of furthering the charitable objectives of the British Council for public benefit.
16. Conflicts of interest of members, including any co-opted members, shall be declared and managed in line with the procedure for Trustees set out in clauses 13 to 17 of the Royal Charter.

Minutes of meetings

17. The secretary shall take minutes of all Committee meetings.
18. Draft minutes shall be circulated promptly to the Chair for initial review prior to circulation as a draft to the Board. The minutes shall be submitted for approval at the next meeting of the Committee.
19. Once approved and signed the minutes shall be retained as part of the organisation's records.

Role and responsibilities

20. On behalf of the Board the Committee maintains an overview of the British Council's charitable activities undertaken on a commercial basis and seeks assurance that the management of those activities is effective, transparent and in line with corporate objectives.
21. The Committee's focus is on the management of strategic issues relating to the areas of English teaching, examinations and schools. The Committee is not responsible for the operational management of these areas and shall not take management decisions.
22. The Committee's responsibilities relate to the British Council group as a whole.
23. The Committee will:
 - a. contribute to the development of the strategy for the commercial business;
 - b. review business plans and report back to the Board;
 - c. assist the Board in holding management to account through the year;
 - d. assist in managing government relationships as they relate to the British Council's commercial activities.

Authority

24. The Committee is a non-executive Committee and has no powers other than those specifically delegated in these terms of reference. The Committee is authorised:
 - a. to seek any information it requires from any employee of the British Council group in order to perform its duties,
 - b. to call any employee to be questioned at a meeting as and when required,
 - c. to have full access to any third party advisor it may request.

Reporting

25. The Chair of the Committee, or in their absence another Trustee member, shall report to the Board at the next Board meeting.
26. The Committee's effectiveness shall be considered as part of the externally facilitated Board effectiveness reviews.
27. The Chair of the Committee has direct access to report to the Chairman of the Board as required.

Review of the terms of reference

28. The Committee shall review its terms of reference annually and submit any proposed changes to the Board for approval.