Terms of reference of the Contracts Committee

Approved by the Board of Trustees of the British Council on 5th June 2018.

Role and responsibilities

1. The Contracts Committee (hereafter referred to as the Committee) is a permanent sub-committee of the Board of Trustees (hereafter referred to as the Board) of the British Council.

   1.1. On behalf of the Board it reviews the scale and nature of the global full cost recovery and partnership portfolios and the pipeline of high value contract and partnership opportunities. It also advises on the organisation’s strategies in these areas.

   1.2. The Committee’s responsibilities are:

      1.2.1. to review the implementation of the contract and partnership strategy and the contract pipeline and to make recommendations to the Board

      1.2.2. to review and make recommendations to the Board on:

         i. opportunities for tendering for contracts where the expected income exceeds the values reserved* to the Board,

         ii. contracts where the expected income exceeds the values reserved* to the Board,

         iii. variations to income generating contracts or agreements previously approved by the Board of Trustees where the variation requires the Board’s approval*,

      1.2.3. to evaluate the Education and Society business strategy, including the critical success factors, risk analysis and approach to risk mitigation.

      1.2.4. to consider any other matters as requested by the Board.

2. The role of the Committee is advisory, unless a specific delegation of power is made by the board.

Authority

3. The Contracts Committee has the following authority:

   3.1. To have full access to all information and staff in the British Council. It may delegate this right to British Council staff.

   3.2. To have full access to any third party advisor it may request

4. The Contracts Committee relies on the executive to implement recommendations.

Reporting

5. The Chair of the Contracts Committee, or in his/her absence another trustee member of the

* At the last review of matters reserved to the board in December 2017, matters reserved to the board included contracts and agreements for the supply by the British Council of goods and services of over the lesser of:

   - £20 million total, or
   - £7 million annual contract value, and variations to contracts or agreements previously approved by the Board of Trustees where the variation exceeds 10% of the approved value, or where there is a material adverse change in the ratio of income to costs, or the variation exceeds £7 million.
Committee, shall report to the Board at the next Board meeting.

6. The secretary shall circulate minutes of the Committee’s meetings to the members of the Committee. Once agreed with the members, the minutes will be made available to other members of the Board.

Constitution

7. The Committee is chaired by the Chair of the British Council and will consist of at least three Trustees selected by the Board.

8. 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. Co-opted members will be appointed for a term of three years. The term may be renewed once subject to approval by the Board.

9. If the Chair is unable to attend a meeting, he/she may nominate another Trustee on the Committee to chair that meeting.

10. As the Accounting Officer, the Chief Executive is accountable to the Foreign and Commonwealth Office and to Parliament for the financial affairs of the British Council. In order to properly execute these responsibilities, the Chief Executive is invited to attend and participate in all Contracts Committee meetings.

11. The Secretary to the Committee shall be a member of British Council staff recommended by the Secretary to the Board and the Chair of the Committee.

12. The Chief Financial Officer, the Head of Legal, and a representative from Education & Society will be expected to routinely attend Committee meetings.

13. The Committee may request the presence of any other official of the organisation to attend to assist it with its discussions on any particular matter.

14. Committee members will not be remunerated.

Meetings

15. The quorum will be two members, one of whom must be a Trustee of the British Council.

16. The Committee will meet three times a year. The Chair may call an additional Committee meeting at any time.

17. A meeting may be held by telephone or using any televisual or other electronic or virtual means agreed by the members, in which all participants may communicate simultaneously with all other participants.

Membership and selection

18. Members shall be selected such that the Committee as a body has a broad range of skills and experience appropriate to its responsibilities.

19. Where possible, and without compromise to the balance of skills, the composition of the Committee should be such so as to achieve a reasonable balance in terms of gender, age and ethnicity.

20. The members will be independent of British Council management and free of any factor which might interfere with the exercise of independent judgement. British Council group staff are not eligible to be members of the Committee.

Review of these terms of reference

21. The Committee will review its terms of reference annually and will recommend any necessary changes to the Board.