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# Nominations and Governance Committee

## Terms of Reference

**Approved by the Board of Trustees on 8 July 2025**

### **Roles and Responsibilities**

1. The Nominations and Governance Committee is a sub-committee of the Board of the British Council. On behalf of the Board it ensures that the Board fulfils its legal, ethical and functional responsibilities, maintains an overview of the composition of the Board of Trustees and ensures that the Trustees collectively provide the expertise and experience required for the governance of the British Council, as determined by the Board and the Charter. It also leads recruitment of the Deputy Chair and Chief Executive, ensuring that these persons hold the expertise and experience required.

The Committee's responsibilities are:

- a) To ensure compliance with regulatory, legal and ethical guidance in managing Board governance
- b) To lead on Board sub-committee Terms of Reference and delegations, making sure that all key decisions are made by the Board collectively
- c) To nominate members of the Board to its sub-committees as required
- d) To ensure there is a robust and effective process for evaluating the performance of the Board, sub-committees and individual trustees
- e) To oversee Board effectiveness reviews and ensure appropriate follow up on recommendations
- f) To ensure regular skills audits are carried out and to identify and take action to fill any gaps in numbers or profile of the Board of Trustees through initiating and directing an appointments process
- g) To approve the job and person specifications of the Chief Executive and Trustees and direct their recruitment
- h) To ensure that all recruitment is undertaken in accordance with the current appointments policy and processes of the Board, aligns with the Framework Agreement governing the relationship between the British Council and the FCDO, and keeps abreast of best practice on appointments in the public sector
- i) To act as the Selection Panel for appointment of Trustees and Chief Executive
- j) To ensure a suitably diverse and qualified field of candidates for all appointments and to ensure that in its totality the pool of trustees meets the needs of the Board and its sub-committees

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- k) To propose preferred persons to the Board of Trustees for election, or for appointment in the case of the Chief Executive
  - l) To make proposals to the Board on the need to amend the current appointments policy and processes as required.

## **Authority**

2. The Nominations & Governance Committee may, as it considers appropriate:

- Co-opt additional Trustees or independent external persons to the Committee on an ad hoc basis to assist with individual appointments and in particular to sit on selection panels.
- Appoint recruitment consultants to assist with identification of candidates, short-listing and administration of selection processes.
- Delegate identification of candidates and administration of selection processes to the executive.
- Appoint an independent assessor to monitor the appointments process.

## **Membership**

- 3. Members shall be selected by the Board such that the Committee has a broad range of experience appropriate to its responsibilities and including experience of recruitment and selection for large organisations and the governance of charitable, public sector and revenue earning organisations.
- 4. The composition of the Committee should be such so as to achieve a reasonable balance in terms of gender, age, ethnicity and other dimensions of diversity.

## **Quorum and frequency of meetings**

- 5. The Committee will consist of at least three Trustees selected by the Board. The Chair of the Board will chair the Committee. When business is connected to recruitment of the Deputy Chair, the Deputy Chair will not be present.
- 6. The quorum will be two members. The Chair may call a meeting of the Committee at any time.
- 7. The Secretary to the Board is secretary to the Committee
- 8. The Committee will meet at least once a year
- 9. The Committee may invite other people to attend its meetings, including external representatives or other British Council staff.

## **Reporting**

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10. The Chair of the Committee [or in his/her absence another Trustee member of the Committee] will report to the Board at the next Board meeting.
  11. The Committee will report annually to the Board on the overall profile of the Board of Trustees and on the work of the Committee.

## **Review of these terms of reference**

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

**Note:** The recruitment of Chair follows a similar process to that of the Chief Executive but is led by the Deputy Chair who constitutes a selection panel and process for Board approval.