

Board of Trustees

Committee protocols

Purpose: These protocols¹ are intended to support the effective and consistent operation of the committees of the British Council's Board of Trustees.

Terms of reference: The Board of Trustees delegates some responsibilities to its committees, as laid out in their [terms of reference](#). Each committee reports to the Board.

Roles and responsibilities:

- The Chair² of each committee ensures that the committee functions effectively, committee discussions are open and inclusive of all members, all relevant matters are discussed, and the committee's decisions and recommendations are communicated or acted on as appropriate.
- The committee secretary supports the work of the committee and supports the Chair in carrying out their function. S/he has a direct reporting line to the Chair.
- The members, i.e. the trustees and any independent members, scrutinise reports to the committee and contribute their views and expertise to the committee's discussions and decisions.
- Each committee is supported by an 'SLT lead', a member of the Senior Leadership Team (SLT) who is responsible for advising on the development of the agenda and reviewing reports³ to each committee to ensure they are of an appropriate quality.
- As set out in the terms of reference or otherwise agreed with the Chair, other senior managers may be invited to attend and present at committee meetings.

Committee meetings, time commitment and apologies:

- The frequency of meetings varies from one committee to another as set out in their [terms of reference](#).
- Future committee meeting dates will normally be agreed at the same time as those of the Board of Trustees. Additional meetings may be convened at shorter notice at the committee Chair's discretion.
- Members and senior managers invited to attend are expected to make efforts to participate in committee meetings and prioritise these over internal meetings.

¹ The protocols were updated in February 2022.

² 'The Chair' refers to the chairperson of each committee of the Board of Trustees.

³ The CFO also reviews financial and audit reports to the audit and risk committee and has a direct relationship with the Committee chair on those matters.

- If unable to join the meeting, members and other attendees should send apologies to the committee secretary a week before the meeting.
- If the Chair is unable to join but wishes the meeting to go ahead, s/he should ask another trustee on the committee to act as Chair for that meeting.
- Members who are unable to participate are asked to provide any comments they have on the papers to the Chair, copied to the secretary, before the meeting.

Agenda:

- Agendas should be manageable within the time available, set a clear business purpose, clarify whether items are for recommendation to the board, approval by the committee or comment, and include timings.
- The agenda is drafted by the committee's secretary, in consultation with the SLT lead, and sent to the relevant committee Chair for approval.
- Agendas for the Commercial and Remuneration and People Committees should be shared with the Chief Executive before going to the relevant committee Chair.

Meeting papers: Each agenda item should be supported by a concise paper summarising the context, target outcome, and the issues relevant to the committee's deliberations. Papers should be prepared in Microsoft Word unless otherwise agreed with the committee Chair.

- Strategically significant issues should be discussed by the SLT before going to a committee. Where necessary the SLT lead should liaise with the Secretary to the Board to arrange this.
- SLT members have access to the papers of the Finance, Commercial and Audit and Risk committee papers in Diligent.
- There is [guidance](#) for those preparing papers or presenting to the committees.

A typical timeline for the commissioning, drafting, review and issue of papers for the Audit and Risk Committee is outlined below:

Week	1	2	3	4	5	6	7
Committee secretary drafts agenda, consults the SLT lead, then sends the proposed agenda to the Chair for approval.							
Chair approves agenda. Secretary circulates approved agenda and the template and deadline for papers.							
Presenters draft papers and send them to the SLT lead for review. Reports on financial and audit matters should also be sent to CFO for review.							
SLT lead reviews the papers, liaises with presenters regarding any changes required, and sends approved papers to the committee secretary.							
Committee secretary checks the papers are clear and consistent, issues them to members and SLT attendees via Diligent and to other attendees by email.							
Committee meeting is held.							

Minutes:

- The committee secretary drafts the minutes.
 - Audit and Risk and Commercial Committee minutes will be sent for review by the SLT lead(s) and to the Chair within one week of the meeting and circulated to the Board of Trustees within two weeks of each meeting.
 - Finance Committee minutes will be sent for review by the SLT lead and then to the Chair within one week of the meeting. Finance Committee minutes are sent to the Board following approval at the next monthly committee meeting.
- The committee members formally review and approve the draft minutes at the next committee meeting.