

BSR Governance Review

June 2021

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1. Introduction

The purpose of this review is to consider the overall governance of the British School at Rome (the “BSR”) in the context of its objects under its Royal Charter.

An independent panel was established in March 2021 to undertake a review of the governance of the BSR, which has not been properly reviewed since 1995. The Governance Review is intended to position the BSR, now the largest UK research institution in the European Union, on a firm footing for the next generation.

The independent panel consisted of five persons with significant governance, legal, academic and institutional experience: Suzanna Taverner (Chair), Bridget Barker, Sir Richard Heaton, Professor Bill Sherman and Sir John Tusa. The panel was assisted by Penny Walsh and Dr Timothy Schmalz.

The panel interviewed a range of those with experience of the BSR and its governance, including staff and Faculty members, the Director and former Directors along with the Deputy Director and Assistant Director, members of Council, award-holders, external funders and others. It reviewed documents relevant to the governance and operation of the BSR, along with structures and codes of governance at other relevant organisations.

2. Impressions of the BSR

In the course of our review, we were able to identify clearly significant strengths of the BSR, which both underscore its uniqueness as an institution and constitute sources of potential for the future. Amongst these, there is a genuine and universal passion about the importance of the institution, which is felt across all levels of affiliation with the BSR. The unique mixture of academic and artistic activities was seen to be one of the BSR’s greatest attractions. The residential nature of the institution made for a form of cross-fertilisation and camaraderie that is rare in both academic and the artistic sphere. Indeed, the general experience of award-holders was frequently positive and often described as ‘transformational’ or ‘life-changing’. The BSR excels at fostering life-long relationships with those who encounter the institution, often following a journey from award-holder to staff or even Council.

Furthermore, this sense of commitment is reflected in many examples of exceptional service, quite outside levels of remuneration and far beyond the call of duty, which speaks to the exceptional pride people invest in the BSR. Members of Council have given an astonishing amount of time to the management of the institution. Staff members have regularly sacrificed both salary and status to play a role in the running of the BSR, with people routinely carrying out roles that are not part of their formal job descriptions.

The review has also illuminated areas of untapped potential. The Library and Archive contain under-utilised materials that should generate interest and applications well beyond the work of internal researchers. The publications of the BSR have garnered an impressive reputation that might be enhanced further. The building has unique gallery spaces that might be activated more widely, not just to draw together the residential community but to put it into contact with Rome’s communities of artists, curators, gallerists and collectors. The BSR is also part of a large network of institutions (including the other British International Research Institutes (the “BIRIs”), other foreign institutes in Rome and academic partners around the world) which can

provide models for best practice and partners in the projects and purchases that could help the BSR to make the most of its limited resources.

Notwithstanding the BSR's considerable assets and potential, we also have identified a number of areas that are seriously in need of improvement and development. The BSR lacks a clearly articulated and widely promulgated strategy. The interviews undertaken by the panel illuminated a widespread sense that the BSR feels inward-looking and insufficiently embedded within Rome and a network of Italian institutions, which hinders its ability to engage more fully with contemporary Italian culture. This sense also surfaced in reflections on the culture and ethos of the institution, which did not come across as supportive or inclusive. There is a common sense that a very small number of people from a similarly small number of British institutions have shaped the BSR in a particular mould, with a lack of diversity of background, experience and perspective. While there is evidence of a strong attachment to the BSR's founding mission of supporting academic and artistic activities in tandem, there is a lack of consensus within the institution on the best way to fulfil this objective.

An area requiring urgent attention is the definition of the roles, duties and responsibilities of Council and its Committees. Out of perceived necessity, there has been a recent fusion of trusteeship of a charity with its management. We recognise that the BSR, like all institutions, faced considerable hardship during the global pandemic, but when a crisis emerged from within the BSR, weaknesses in Council as a governing body were laid bare. It was not clear that members of Council knew enough about the BSR or about the risks and issues involved in the running of a residential institute. In addition, there was an unequal distribution of responsibilities amongst members of Council, with some members much more heavily involved than others. This was especially the case in relation to the Finance and Personnel Committee which, rather than acting in an advisory capacity on behalf of Council, in some instances took on an executive role.

We were repeatedly alerted to a perceived opacity in terms of roles and responsibilities and a lack of clear procedures, with muddled understanding of responsibilities and duties between Council, Faculties, BSR staff and within its residential community. In some cases, individuals and/or BSR facilities were exposed to (or asked to manage) unacceptable risks. The situation was compounded by poor communications and ineffective feedback loops between Council and the rest of the organisation, both formal and informal. Communications from Council—even responses to direct inquiries from senior staff, members of Committees and external stakeholders—were sometimes missing, late or unnecessarily defensive.

Lastly, although we acknowledge our remit is forward-looking, we feel we must record the extent to which there remains a significant and widely held sense of frustration about the lack of a clear process for expressing grievance, a lack of a timely or appropriate response and a debilitating lack of closure in relation to the HR Review and grievance processes of 2020. We have not had access to any records in relation to Council's decision to terminate the grievance process. It is our understanding that there were grievances against individual members and, in the absence of any record that these individuals recused themselves from this decision, the lack of closure is particularly troubling.

3. Guiding principles of the Governance Review

Before developing our recommendations, we found it helpful to set out some guiding principles. These have been informed by the Charity Governance Code for Larger Charities. See Appendix I.

3.1 The role of Council is to set the strategy and monitor performance. It must also set the culture and tone for the organisation, demonstrating the BSR's aims and values. Council is accountable to the BSR's beneficiaries, staff, funders and supporters.

3.2 The role of the Director is to implement the strategy and run the BSR. Council's operational responsibilities should be formally delegated to the Director, who remains accountable to Council.

3.3 Some conditions are essential for the BSR's success. These include its sustainability and financial health, the security of its facilities, and the safety and well-being of its staff and residents. All those involved in leading the BSR have a role to play in making sure the conditions are in place.

3.4 Transparency and clarity are important. Roles, responsibilities and delegations should be clearly defined and published.

3.5 The BSR must have policies in place setting out how certain risks are avoided, how problems are dealt with and what happens when something goes wrong. Those policies must be accessible, widely known and workable.

3.6 The BSR's success depends on functioning and trusted relationships. Members of Council should have contact with, as well as a strong understanding of, the staff and activities in Rome.

3.7 Regular, open, two-way communication between the BSR and its staff and stakeholders is essential and improves trust and accountability. Communication should cover the BSR's purpose, performance, governance and future plans.

3.8 Performance management and feedback must be integrated into the BSR's way of working. Council should take the lead by reviewing its own effectiveness.

3.9 The composition of Council should be planned with reference to a diverse range of desirable skills, perspectives and backgrounds. Council must be large enough to discharge its responsibilities and those of its Committees, but small enough to be a cohesive and effective team.

4. Main recommendations

The Assurance Review conducted by the British Academy, as the principal funder of the BSR, has looked in particular at how the BSR handles grievances. That review makes it clear that the BSR's core funding is at risk under current governance arrangements. Our recommendations, if implemented urgently alongside those of the British Academy, offer Council a route to securing the BSR's future at this critical juncture.

We recognise that the implementation of these recommendations will take time, planning and access to constrained resources. There will be logistical and administrative considerations affecting the sequence. Where the recommendations envisage a significant shift of responsibility away from Council and towards the Director and Senior Management Team, there will need to be a managed transition and building of capacity. Necessarily, changes in the culture of the BSR will take time to become rooted. After setting out our detailed recommendations, therefore, we have proposed a road map, with suggestions for the timing and sequence of adoption. See 5.8.

The arrival of a new Director will provide the BSR with a great opportunity to establish a new sense of common purpose and direction for this unique and wonderful institution. We hope that our recommendations can play their part in realising its future potential.

Our main recommendations are listed below. These recommendations are embedded in a more detailed discussion of the respective area under examination with additional, related recommendations and suggestions throughout the report.

4.1 Council should develop, with the Director, a statement of the BSR's aims and purpose and a ten-year strategy for the BSR.

4.2 Council should adopt a Code of Conduct in line with the values that the BSR wishes to promote.

4.3 Council should develop a tailor-made approach to diversity and inclusion, integrated with the strategy, processes, communications and culture of the BSR.

4.4 Council should have formal terms of reference that set out its functions.

4.5 Council should aim for a board size of between ten and twelve members.

4.6 Council should urgently manage its composition through succession planning and a transparent process of advertising and recruitment. An agreed balance of composition should be informed by a periodic skills and diversity audit. Members should be chosen for their ability to contribute broadly to Council's work, as well as their technical and professional skills.

4.7 The current five-year terms of Council members should not be subject to automatic renewal.

4.8 Council should meet six times a year, with one of these meetings being an extended 'awayday' that takes place in Rome.

4.9 Council should abolish the Finance and Personnel Committee and establish three new Committees, covering Finance and Audit, Nominations and Development.

4.10 Council should delegate the management of the organisation to the Director, holding the Director to account for the BSR's performance. This and all other formal delegations should be set in a scheme.

4.11 Council should produce clear terms of reference for each Faculty, which should include making recommendations of awards. Council should also take measures to increase the diversity of each Faculty, with new appointments being advertised.

4.12 Meetings of the Faculties should be attended by the Director and other members of the SMT, as appropriate. Council and the Director should consider co-opting Faculty members for Committees or projects.

4.13 The Director must take responsibility for the overall well-being of the BSR community, including award-holders.

4.14 The Director should create a Senior Management Team. They should be empowered as a cohesive executive group.

4.15 Council should ensure that there is a system of line management in place to appraise and support the performance of each member of staff.

4.16 Council should review the BSR's policies as a matter of urgency, which should be combined into one handbook and reviewed at least once a year. In addition, the policies should form part of a formal induction process for each member of Council, all staff and each award-holder.

4.17 Council should develop a wide-ranging plan of engagement, covering regular formal and informal meetings with the Senior Management Team, Faculties, staff and award-holders.

4.18 Council, Committees and Faculties should keep a record of all significant issues raised and decisions taken in their meetings.

4.19 Council should, with the assistance of feedback, review its own effectiveness annually on both a collective and individual basis. It should undertake an external evaluation every three years.

4.20 Council should review the Bye-laws, the Financial Standing Orders and the BSR Financial Regulations to reflect the terms of this Review.

5. Considerations and recommendations

5.1 Strategy

5.1.1 Aims, purpose and strategy

The BSR needs a concise but ambitious, forward-looking statement of its aims and purpose. Council should develop this with the Director. At the same time, Council should commission the Director to propose a 10-year strategy for the BSR, which should be debated and developed in the course of an extended Council meeting or 'awayday', and be assisted by an external speaker and/or a professional facilitator. Council should consult partners, Faculty members and funding agencies on the strategy before formally adopting it. As part of its strategic thinking, Council must ask itself where, why and how it needs to improve the BSR's diversity.

Recommendation 1:

Council should develop, with the Director, a statement of the BSR's aims and purpose and a ten-year strategy for the BSR.

5.1.2 Values, culture and behaviours

We recommend that Council should agree a set of values, consistent with the BSR's purpose, that it wishes to promote. Council and the Director should include those in a Code of Conduct for the BSR, and promulgate it widely. See Appendix II.

Recommendation 2:

Council should agree a set of values for the BSR and adopt a Code of Conduct.

5.1.3 Diversity and inclusion

The BSR should develop a tailor-made approach to diversity and inclusion, which reflects its values and forms a central tenet of the BSR's strategy. In addition, it should identify the actions on diversity and inclusion that will help the BSR deliver its strategic objectives. Diversity and inclusion should be addressed in the context (for example) of Council membership, the selection process for award-holders, staff appointments and retention, communications and culture.

Recommendation 3:

Council should develop a tailor-made approach to diversity and inclusion, integrated with the strategy, processes, communications and culture of the BSR.

5.2 The Council

5.2.1 Functions

We recommend that Council's functions should be formally adopted and recorded in terms of reference. These should include:

- a. setting a compelling strategy for the BSR;
- b. appointing the Director;
- c. supporting the Director and the Senior Management, and holding them to account for their performance;
- d. appointing Committees and overseeing their work;
- e. assuring itself that risks are being managed effectively, including for data protection;
- f. receiving and approving the BSR's audited accounts;
- g. owning and promoting the BSR's reputation;
- h. overseeing income development and strategic fund-raising; and
- i. approving the BSR's policies and assuring itself that the framework of control is effective and widely communicated.

Appendix III sets out draft terms of reference.

Recommendation 4:

Council should have formal terms of reference that set out its functions.

5.2.2 Size of Council

A trustee body of between eight and twelve members is typically considered good practice. The Charter allows up to fifteen; we do not recommend changing that, as it gives Council some future flexibility, particularly in managing succession. However, we recommend a board size in practice of between ten and twelve members. We do not recommend falling below ten for the time being, partly because moving to a smaller board would inhibit the influx of new members, which is the fastest route to greater diversity.

Recommendation 5:

Council should aim for a board size of between ten and twelve members.

5.2.3 Selection of members

Recruitment of members of Council should be carried out by a transparent process of advertising and selection, overseen by a Nominations Committee. See 5.2.6.b below.

The Nominations Committee should maintain a forward view of anticipated vacancies, arranging recruitment and term lengths to avoid (as far as possible) a large number of vacancies falling at the same time. It should also identify future gaps in relation to an agreed balance of composition.

In establishing its composition and choosing new members of Council, attention should be paid not simply to technical and professional skills, but also to the need for members to make contributions across a range of subjects in a balanced and effective Council. In order to inform the selection of future members, we recommend that the Nominations Committee carries out a periodic skills and diversity audit of Council membership.

We have not carried out a formal skills and diversity audit as part of this review, but we recommend that, in the coming eighteen months Council should seek to secure or retain members who have:

- a. experience of managing or overseeing a residential or educational institution;
- b. experience and networks likely to support the BSR's development and fund-raising efforts;
- c. legal and governance experience, ideally with some knowledge of the Italian context;
- d. financial management experience, ideally with audit committee experience.
- e. a member who has Italian citizenship and is ideally resident in Rome;
- f. a range of educational backgrounds and institutional affiliations, together with
- g. greater diversity in line with the BSR's newly-established approach to diversity and inclusion. See Recommendation 3.

We understand that the Chairs of the two Faculties are due to stand down by the end of 2021. As set out in 5.3.2 below, we recommend that the ties binding Faculties with both Council and the Senior Management Team should be strengthened and their interests further aligned. As part of this we suggest that, in addition to replacing the two Chairs, each Faculty should include another member of the Council. This could be achieved by two Council members joining the Faculties or by identifying two Faculty members to sit on Council.

However it is achieved, substantial changes in the composition of Council will be necessary. The Nominations Committee should therefore be considering succession to existing members, as their terms expire, in order to achieve the target balance within the time frame we have recommended.

The Charter requires that seven Council members must be selected “from the fields of specialisation and work enshrined in the objects of the BSR”. We do not recommend changing that requirement, though we note that it should not preclude the recruitment of members who both meet this criterion and additionally have other desirable skills or characteristics.

Council members’ roles should not be limited to their specialisation or professional area – each should contribute more broadly to Council’s work. However, where a member is given a particular responsibility or area (such as Chair, Deputy Chair, membership of a Committee or advising the Senior Management Team in a particular area) that should be clearly described and recorded so that expectations are understood. Council should review the spread of responsibilities, with a view to each member contributing to Council’s collective effort, on equal terms.

We do not recommend any *ex officio* membership of Council. Relationships with bodies and agencies such as the British Embassy and the British Academy are crucial; but trusteeship requires personal rather than institutional attention and commitment. Our suggestions for external voices on Committees give scope for representation from partner organisations.

Recommendation 6:

Council should urgently manage its composition through succession planning and a transparent process of advertising and recruitment. An agreed balance of composition should be informed by a periodic skills and diversity audit. Members should be chosen for their ability to contribute broadly to Council’s work, as well as their technical and professional skills.

5.2.4 Members’ terms of office

The Charter provides for members to be appointed for five-year terms, renewable for a second term of five years. We note that the Charity Governance Code for Larger Charities regards trustee service of more than nine years as requiring special justification. See Appendix I. Since changing the term of BSR trustees would require changes to the Supplemental Charter, we recognise that it may not be practical to change the length of members’ terms at this point. However, there should be no automatic renewal. A member’s appointment to a second term should depend on whether that is consistent with the succession plan to create a balanced Council, and on that member’s contribution to Council’s effectiveness.

Recommendation 7:

The current five-year terms of Council members should not be subject to automatic renewal.

5.2.5 Frequency and location of Council meetings

The Charter requires Council to meet at least three times a year. We do not recommend any change to this provision, but we recommend that in practice Council should plan to meet six times a year, with one of those meetings being an extended ‘awayday’.

We recommend that at least one meeting each year, preferably this ‘awayday’, should be held at the BSR. We would regard further meetings in Rome as desirable, if the budget allows.

The schedule of meetings should be set with reference to a forward view of agenda items requiring Council’s attention.

Recommendation 8:

Council should meet six times a year, with one of these meetings being an extended ‘awayday’ that takes place in Rome.

5.2.6 Committees of Council

We recommend that the Finance and Personnel Committee is disbanded and that three new Committees are formally constituted:

- a. **Finance and Audit Committee**, responsible for overseeing all financial matters relating to the BSR and acting as a source of advice and assurance for the finance function. See further discussion of this role under 5.4.2 below. We suggest that the Honorary Treasurer should chair this Committee and that it should include a second member of Council and an independent member with appropriate financial experience. We recommend that this Committee is responsible for investment matters; it should recommend a formal Investment Policy for adoption by Council. Outline terms of reference are attached in Appendix V;
- b. **Nominations Committee**, responsible for recommending appropriately qualified persons for membership of Council and for the role of Director and such other posts as are tasked by Council, overseeing the entire recruitment campaign in each case. It should be responsible for carrying out a regular skills and diversity audit and for succession planning in line with an agreed target composition for Council. As each member of Council’s term expires, it would consider whether this should be renewed. In addition, the Nominations Committee would create a programme of induction and training for new and existing members. We suggest that Council considers appointing an independent member to this Committee, possibly from one of the Faculties. Outline terms of reference are provided in Appendix VI; and
- c. **Development Committee**, responsible for all fund-raising activities relating to the BSR, whether in London, Rome or elsewhere. The Committee should include three or four well-connected outsiders. These might include the British Ambassador to Italy. We have suggested under 5.4.2 below that steps be taken to fill the post of Development Officer in the London office, which is currently vacant.

The Committees should be formally constituted using the powers in the Charter. This means that Council will be able to delegate matters to any of the Committees. However, we suggest that, at least initially, each of these Committees has an advisory role, with no formal delegation from Council. They would make recommendations for Council to consider and take the final decision. In time, once the new structures are embedded and operating well, Council may consider delegating matters to a Committee, so that the Committee can make the final decision, with appropriate reporting to Council.

Committees of Council should be chaired by a member of Council. Each Committee should be responsible for the conduct of its meetings and business but should meet at least twice a year. Committees should report to Council in writing and, where possible, in person at the Council meeting following each Committee meeting. We recommend that terms of reference for each Committee should be published on the BSR's website.

Recommendation 9:

Council should establish three new Committees: Finance and Audit, Nominations and Development.

5.2.7 Delegation to the Director

We recommend that the operation of the BSR, and implementation of the strategy adopted by Council, should be carried out by the Director and the Senior Management on delegated authority from Council.

We recommend that Council adopt a Scheme of Delegation, setting out clearly what authority has been delegated to the Director or to Committees. There are standard templates available; we include, as Appendix IV, a template produced by the NCVO.

Drawing up the scheme of delegation will be part of the implementation plan; the Director and Senior Management Team will want to draft it and bring it to Council. As a minimum, we recommend that the scheme covers the following:

- a. operational leadership and management of staff – Director, monitored by Council;
- b. setting the BSR's overall strategy (including communications, diversity and inclusion, key relationships) and agreeing its key policies – Council;
- c. formulation and implementation of a multi-year plan to meet the BSR's legal obligations and implement the BSR's strategy – Director, monitored by Council;
- d. annual operating plan and budget – Director to formulate; Finance and Audit Committee to review and recommend; Council to approve;
- e. control and monitoring of activities and expenditure in line with annual budget approved by Board – Director, monitored by Finance and Audit Committee;
- f. accept legacies and donations – Development Committee, referring contentious decisions to Council;
- g. authorisation of expenditure – Director, with approval of Finance and Audit Committee or Council needed according to thresholds set out in Financial Regulations;
- h. appoint members of Council – Council, on recommendation from Nominations Committee;
- i. determine pay and conditions of service of Director – recommended by Nominations Committee, to be approved by Council;
- j. appraisal of Director – Chair and Deputy Chair;
- k. recruit staff and determine staffing arrangements (e.g. staffing structures and reporting) within operating plan and budget – Director;
- l. agreeing policies for staff management (including discipline and grievance procedures) – Director, to recommend to Council for approval; and
- m. inviting applications for awards and selecting award-holders (within the BSR's agreed strategy) – Faculties, to be approved by Council.

Recommendation 10:

Council should delegate the management of the organisation to the Director, holding the Director to account for the BSR's performance. This and all other formal delegations should be set in a scheme.

5.3 The Faculties

The Faculties are a unique feature of the BSR. They play an essential role in the management of academic/artistic awards and oversee the BSR's publications. As an extended network of experienced scholars and artists, they are also available to advise both Council and the Director on all matters related to the mission, strategy and sustainability of the BSR.

5.3.1 Faculties: responsibilities and make-up

In the founding charter of 1912, there were four faculties. Their formal status was removed in the Supplemental Charter of 1995 and they currently have advisory status under the 2013 Bye-Laws—with the three original Fine Arts faculties consolidated into one and the other devoted (as in the original Charter) to Archaeology, History and Letters. There is currently a wide range of understandings about the role of the Faculties: for some they are simply responsible for the selection of annual award-holders, but for others they have a broader responsibility for advising Council, supporting the Senior Management Team and/or mentoring award-holders.

We recommend that the Faculties should manage the selection process for award-holders, making recommendations for Council formally to ratify. We recommend the publication of a clear statement about the function of the Faculties to facilitate a shared understanding by members of Council, staff, award-holders and members of the Faculties themselves. This should clarify the nature and extent of their role.

These terms of reference should cover:

- a. the role of the Faculties in the selection of awards;
- b. the role of the Faculties in supporting Council and staff in the development of strategies and the collections/facilities that serve them, including advising on the BSR's research, its programme of publications and the development of its strategy for the Library, Archives, studios and galleries; and
- c. the process for recruiting and selecting new members.

Newly appointed members of Faculty should be given a full induction, covering the following:

1. expectations of engagement with the BSR, its staff and its award-holders;
2. a comprehensive organisational chart including members of Council, both Faculties and staff; and
3. a full briefing on the BSR's performance and strategy.

The size of the Faculties is larger than most selection committees, but the balance of expertise needs to be driven by the nature of the applications for awards as well as strategic initiatives around the collections and facilities. To further this, we suggest that a member of staff working with the BSR's collections should participate in the selection of award-holders for both Faculties.

The number and range of institutions currently represented on the Faculties is very limited. We recommend that measures be taken to increase diversity as well as openness to projects that engage more directly with recent history and contemporary culture. Each Faculty should manage the selection process for recruiting new members with the support of the Director, HR Manager and administrative staff and we recommend that new appointments should be advertised. The list of Faculty members on the BSR website should include short biographies, contact information and the dates of their term.

Finally, the current division between the two Faculties seems to serve the BSR well, though further opportunities for integration between the two bodies—including the activities they support and the facilities they share—should be considered.

Recommendation 11:

Council should produce clear terms of reference for each Faculty, which should include making recommendations of awards. Council should also take measures to increase the diversity of each Faculty, with new appointments being advertised.

5.3.2 Faculties: involvement and communication

The 2013 Bye-Laws describe a number of roles for the Faculties beyond their formal responsibilities in the annual awards competition: they ‘provide a forum for advice and a possible source of consultancies both to the Council in the formulation of policy and to the Director in carrying it out’ [9.2.2] and ‘provide a representative academic/artistic forum to help validate and defend the work of the School’ [9.2.3]. As such, their understanding of the activities of both Council and the BSR is important and, as referred to in 5.2.3, we recommend that the ties binding the Faculties with both Council and the Senior Management Team should be strengthened and their interests more closely aligned.

As set out in 5.2.3 above, we recommend that, in addition to the two Faculty Chairs, each Faculty has another member of Council sitting on it. We recommend that the Director (and any Deputy/Assistant Directors) should attend meetings of the Faculties. All decisions and discussions (including a digest of issues raised by post-award reports) should be shared with the entire Council. The communication and engagement of Faculties with Council might also be aided by involving Faculty members in aspects of the annual ‘awayday’. Faculty members with specific areas of expertise and interest might be consulted and even co-opted for strategic projects or roles.

Recommendation 12:

Meetings of the Faculties should be attended by the Director and members of the SMT, as appropriate. Council and the Director should consider co-opting Faculty members for Committees or projects.

5.4 Senior Management Team: roles and responsibilities

5.4.1 Director

The Director should be given the authority and support needed to implement the strategy set by Council. The Director should have responsibility for formulating operational and financial

plans, and for ensuring that the BSR's Code of Conduct is observed by all staff. In all matters, the Director is overseen, challenged and supported by Council.

The Director must put line management structures in place for all staff. The performance of each member of staff should be subject to regular review and appraisal, drawing on feedback. Line managers should also take steps to support the well-being and personal development of their direct reports.

In addition to their responsibilities for the support and well-being of staff, the Director should be held clearly responsible for the overall well-being of the BSR community, including award-holders. Among other things, this means ensuring that the staff provide appropriate support, that policies address the needs of that community and that they are effectively communicated and widely understood. All staff and award-holders should know how to address questions, suggestions and problems of management in all areas of operation.

Like all other members of staff, the Director should be offered the opportunity of training and mentorship at an appropriate level. We recommend that each newly appointed Director should be given leadership or management training in areas where they have limited experience.

Most recent Directors have been seconded—for fixed terms—from academic posts at British universities. This generally increases the quality and seniority of the applicant pool and also ensures a regular turn-over in leadership. In cases where the Director retains obligations to their home institution (who may still be paying part of their salary), there needs to be clarity about areas of potential overlap or ambiguity in the terms and conditions for employment. Above all, the BSR must above all be confident that its rules and regulations are enforceable. Both institutions have the responsibility to inform the other about any allegations of misconduct that have required investigation or action.

Recommendation 13:

The Director must take responsibility for the overall well-being of the BSR community, including award-holders.

5.4.2 Senior Management Team

The Director should manage the BSR with the assistance of a clearly defined and empowered Senior Management Team (SMT). We would expect the SMT to include the following functions: finance, personnel, collections and resources, but the precise composition of the SMT should be left to the discretion of the Director.

The SMT should meet frequently. The SMT should communicate its decisions with all staff in a transparent and timely fashion and the Director should report on relevant matters to all meetings of Council.

The BSR's Director and SMT should have day-to-day responsibility for finances and HR, areas where the Council's Finance and Personnel Committee has taken on more of an executive role rather than advisory role over the last year. The Honorary Treasurer in particular has been involved in some areas of finance reporting. The current finance team and the functions undertaken will need to be expanded to achieve the required division of functions. In addition, the HR Manager should report to the Director as part of SMT.

The Registrar is a key member of the SMT and plays a central role in the administration of all BSR operations—including those concerning award-holders. There are historic reasons for the Registrar to be based at the British Academy in London but, on balance, we believe that it would make more sense in the longer term (and as practical and succession issues allow) to have this role based, with the rest of SMT, in Rome. There is, however, a continuing need for the London office and we suggest that a new Development Manager should be recruited and based there.

Recommendation 14:

The Director should create a Senior Management Team. They should be empowered as a cohesive executive group.

5.4.3 Deputy and Assistant Directors

The appointment of Deputy and/or Assistant Directors should be a matter for the Director, whose strategy, priorities and budget will determine the most appropriate configuration. The roles should be set out in clear job descriptions. Areas of special importance include:

- a. their role in supporting the BSR's strategy;
- b. their responsibility for the BSR community and facilities (including days and hours of duty);
- c. expectations around production of research, submission of funding applications and organisation of events/exhibitions;
- d. opportunities for occupational development and career progression;
- e. channels of communication to Council; and
- f. entitlement to and procedures for holidays and sabbaticals.

With the long-serving Deputy Director retiring soon, this role will need to be carefully considered by the incoming Director. A Deputy is by no means necessary, but can be very helpful where 1) the Director's workload or movements mean that they cannot attend essential meetings or 2) a permanent and experienced member of staff would provide continuity and counsel for a Director who is new to the BSR. If a new Deputy Director is appointed, it will be crucial to clarify (through a formal job description) chains of command and lines of communication to reinforce the scheme of delegation and structures of line management.

There is also a pressing need to decide what the level, purpose and number of Assistant Directors should be. The post (with between one and three post-holders) has been introduced in the past to help the Director with workload around events or projects and to serve as a point of contact for award-holders. It has also been used to give early-career scholars the opportunity to develop their portfolio of skills and partnerships, while increasing the number of grant applications for research. Roles and responsibilities need to be clear, with expectations for performance explicit and reasonable. Contracts need to be in place before duties are carried out; and training/mentorship should be offered when and where needed.

5.5 Performance, control and trust

5.5.1 Performance

The Director should submit a regular report to Council on the BSR's performance against its strategic objectives, together with a summary of current risks, opportunities and issues. Each Council meeting should address the Director's report as a standing agenda item.

Council should monitor organisational performance using a consistent framework, assessing delivery against strategic aims, operational plans and budgets. Council should seek assurance from the Director that there are structures in place to hold staff to account and support them in meeting these goals. The performance, well-being and personal development of each member of staff should be subject to regular review and appraisal by a line manager.

In the case of the Director's own performance, we recommend that this function should fall generally to the Chair. However, we recommend that the Director's annual appraisal is carried out by the Chair and Deputy Chair acting together, who should seek feedback on the Director's performance from a range of other members of staff and stakeholders.

Recommendation 15:

Council should ensure that there is a system of line management in place to appraise and support the performance of each member of staff.

5.5.2 Framework of risk management, assurance and control

We believe that there is a need to rebuild trust and confidence in the BSR and that Council's decision-making and monitoring framework should be underpinned by appropriate supporting policies and procedures that are widely distributed and understood.

It is important for the BSR to demonstrate a culture of compliance with all relevant laws and best practice. As set out in paragraph 3.5 of the guiding principles, the policies must be accessible, widely known and workable.

It became clear from the interview process that very few people within BSR had any detailed knowledge of the current policies, which do not seem to fit together in a comprehensible manner. There were particular ambiguities in relation to the question of who has a duty of care towards award-holders. We were also told that the Grievance Policy was not fit for purpose. These issues have already been highlighted HR Review of June 2020. Similarly, the Ronzoni Report prepared in April 2020, which reviewed the employment position (including contractual matters and benefits) for all staff on Italian contracts, contained a number of recommendations for the BSR to rectify areas which had not been properly addressed.

We have seen the recommendations contained in the BA Assurance Report relating to the policies and procedures at the BSR. We endorse these recommendations. In addition, we recommend that Council reviews the policies and procedures as a matter of urgency, with support from the HR Manager and appropriate advice from an independent HR consultant/legal adviser to ensure that:

- a. they reflect best practice for an institution such as the BSR, including the requirements of English and Italian employment law and include the matters recommended by the Ronzoni report; and

- b. these policies are combined into one handbook and made available to each member of Council, all staff and each award-holder (in English or Italian, as appropriate) prior to or upon the commencement of any involvement with the BSR. See 5.5.4.

We also suggest that:

1. any contract is negotiated and signed before the member of staff begins employment;
2. award-holders receive and sign terms and conditions before beginning their stay at the BSR;
3. the policies are formally reviewed by the HR Manager and reported on to Council at least once a year;
4. an explanation of the policies forms part of the induction process;
5. all staff and award-holders are given a formal induction and an exit interview;
6. award-holders should have a primary point of contact during their period of residence—normally the relevant Assistant Director but, where appropriate and as needed, a member of the Faculty might serve this role. Award-holders should not undertake any activities or duties for which they have insufficient authority, training or compensation; and
7. Council looks proactively for ways of knowing whether the policies are understood, whether people have confidence in them, and whether they are being observed or followed. These might include feedback from staff and award-holder surveys, online training, line manager conversations or regular reports to Council on complaints and incidents. In some cases, Council may wish to commission an independent audit of practice.

Recommendation 16:

Council should review the BSR's policies as a matter of urgency, which should be combined into one handbook and reviewed at least once a year. In addition, the policies should form part of a formal induction process for each member of Council, all staff and each award-holder.

5.5.3 Engagement and communication

Beyond the formal structures and processes set out in these recommendations, the informal relationships developed across the organisation are crucial to the establishment of trust and confidence.

We recommend that the Director of the BSR should attend all Council meetings unless, for a particular agenda item, that would be inappropriate (because, for example, their performance or remuneration is under review). Other members of the Senior Management Team should also attend Council meetings for appropriate agenda items.

We suggest that a wide-ranging plan of engagement between Council members and the BSR is developed, under which:

- a. the annual 'awayday' includes an opportunity for Council to meet and listen to a range of people who engage with or are associated with the BSR;
- b. at the very least, each Council member should spend some time at the BSR each year, meeting some or all of the Senior Management Team, staff and award-holders through some combination of business review and social events; and

- c. Council ensures effective engagement with the Faculties. Suggestions are made under 5.3.2 above.

In addition, in order to facilitate transparency, we suggest that key documents relating to the governance of the BSR should be made clearly and readily available on the BSR's website and regularly reviewed to ensure they are up-to-date. Among these should be the BSR's statutes, terms of reference for Council and its Committees (including membership and members' terms of office) along with the strategic plan, scheme of delegation and policies, as well as advertisements for vacancies on Council, its Committees and the Faculties. See 5.5.4.

Recommendation 17:

Council should develop a plan of engagement, covering regular formal and informal meetings with the Senior Management Team, Faculties, staff and award-holders.

5.5.4 Transparency and recordkeeping

In order to promote a culture of openness and accountability in the BSR, we believe that Council, its Committees and the Faculties should be transparent about their business. This begins with a clear and regular procedure for submitting matters for discussion at their meetings and keeping records, which should be circulated for review/approval/information to Council, its Committees and the Faculties, as appropriate.

We recommend that Council, its Committees and the Faculties record all notices and decisions discussed in these meetings. The agenda and unrestricted papers (including the confirmed minutes of the previous meeting) for each meeting should be posted on a secure portal of the BSR website and made available to members of Council, its Committees, the Faculties and all staff. To facilitate this, we suggest strengthening the function of the secretariat of Council, which should fall under the responsibilities of the Registrar.

In cases where the announcement of a decision made by Council is considered appropriate, that announcement should be published without delay and, where possible, the papers should indicate when and by what means it will be published, e.g. a press release on the BSR website.

The BSR's website is a significant resource. It should serve as a hub for external and internal information, which should be easily accessible and kept up-to-date. This information should include the principal governance documents and the policies handbook. See 5.5.2.b and 5.5.3.

Recommendation 18:

Council, Committees and Faculties should record all significant issues raised and decisions taken in their meetings.

5.5.5 The role of the Chair and Council's effectiveness

For any aspect of the governance canvassed in these recommendations to be effective, the Chair's role is central. That role starts with a close relationship with the Director based on complete mutual openness and trust. It also involves critical supervision and scrutiny which may ultimately lead to the Director's departure. This relationship is often summed up in the phrase "partnership and separation".

The Chair should maintain the separate roles of the Senior Management Team (executive) and Council (supervisory) and be alert to any possible blurring or confusion between these distinct functions. Their responsibility includes reining in Council members who incline to trespass onto activities delegated to the executive. All members of Council should be alert to any problems that arise in the executive; the Chair should lead Council in any timely remedial action that may be needed.

There is no formal role of Deputy Chair under the Charter, though the Bye-Laws require Council to appoint a member to take the Chair on those occasions when the Chair is absent. We recommend that this practice continues (and we think Council should remain responsible for appointing a deputy from its existing members).

We have not carried out a formal board effectiveness review but several of our recommendations are designed to improve the effective working of Council as a team, to promote transparency and accountability, to ensure that the BSR's staff are confident and enabled to provide information, advice and feedback to Council and to strengthen Council's sources of assurance.

We recommend that Council should annually review Council's own effectiveness; the review should cover both its collective effectiveness and that of individual members. In the case of the Chair, the review should be undertaken by the Deputy Chair in consultation with other members of Council and with feedback from the Director. In line with the Charity Governance Code, there should be an external evaluation every three years.

Recommendation 19:

Council should, with the assistance of feedback, review its own effectiveness annually on both a collective and individual basis. It should undertake an external evaluation every three years.

5.6 External stakeholders

5.6.1 British Academy

The BSR is the largest of the eight international research institutions funded by the British Academy (the "BA") from a central government base grant. It is the most substantially funded: at £1million per annum, this represents almost a quarter of that government grant and constitutes fifty percent of the BSR's annual income.

The BSR is an independent charity. The BA has no formal governance role in its affairs, nor does it seek one. The BA values the BSR as an institution with a historically high reputation and considers the most suitable relationship with the BSR to be one of "arm's length". It would consider a BA presence on the BSR's Council as contradicting this principle and confusing rather than clarifying matters. However, there are BA Fellows on the BSR Council and the relationship, overseen by a BA Vice-President for the Research Institutions, is close.

As a funder of the BSR, the BA requires it to comply with acceptable standards of governance and public accountability in respect of public funding, as set out in the annual Grant Letter. The BA is accountable to the government for the public funds allocated to the BSR (and all the BIRIs) and reserves the right to test adherence with such conditions, to ensure that the systems

of financial and general management of the Grant are appropriate, and that the institution is compliant with practices applicable to the expenditure of public funds. It is in this capacity it has undertaken its recent Assurance Review.

The Assurance Review recommends that the BA continue to provide funding to the BSR during 2021/22, subject to satisfactory progress reports and the achievement of the deliverables listed within the Review. It intends to review the position with the BSR ahead of agreeing the allocation of 2022/23 funding.

In the longer term, and based on satisfactory progress as described, the BSR should work closely with the BA to formulate bids in line with its future strategic plan that address the “business development” element for additional bids within the central grant process, encouraging the BA throw its influence behind the BSR.

As one of the BIRIs, the BSR has recently been involved in various discussions to explore the scope for fruitful co-operation and the sharing of best practice. For example, in terms of improving communication and transparency, we suggest that the BSR look to the British School at Athens, whose presentation of key documents relating to its governance is clearly articulated and readily available on its website.

5.6.2 Other external stakeholders

There will need to be some rebuilding of relations with existing funders, beyond the British Academy—including the Abbey Awards, whose support for facilities and fellowships/studentships stretches back for a century. The Abbey Council have expressed serious concern about conflicts of interest relating to outstanding grievances, which could lead them to consider withdrawing their support. The rebuilding of relations and sound foundations of governance will be essential to secure the sustainability of existing and future awards programmes.

We recommend that the BSR explore the benefits of closer communication with other international research institutes—starting with those run by other countries in Rome. These might offer models for best practice in areas of governance or administration; they might suggest ways of sharing resources or otherwise increasing purchasing/lobbying power; they might simply raise visibility or fly the flag for international cooperation in the wake of Brexit.

5.7 Review of Charter and Bye-Laws

The BSR is constituted by:

- a. a Charter of Incorporation dated 22 June 1912;
- b. a Supplemental Charter dated 19 December 1995 which wholly replaced the original Charter and was further amended in 2012;
- c. the Bye-Laws, which were last amended on 25 November 2013; and
- d. the Financial Standing Orders, which were last updated in November 2019 and which are supplemented by the BSR Financial Regulations.

5.7.1. The Supplemental Charter

We understand that changes to the Supplemental Charter can only be made following a Special Resolution of Council and Royal Approval. As this process could take some time, we believe it is better for the BSR to continue to operate, at least in the short term, within the terms of the Supplemental Charter. In due course, following the Charity Governance Code for Larger Charities, Council may wish to consider:

- a. reducing the size of Council to no more than twelve members;
- b. in view of our recommendation to reduce the size of Council to a maximum of twelve members, to decrease the number of members required for a quorum from eight to seven;
- c. reducing the period that members of Council should serve from five years, plus possibly a further five years to three years plus three years and, exceptionally, a further three years; and
- d. reducing the terms of both the Chair and Honorary Treasurer from five to three years.

5.7.2 The Bye-Laws

We recommend that the Bye-Laws be reviewed as soon as possible to reflect the recommendations and other suggestions contained in this Review. In particular, we suggest that Council considers:

- a. amending the requirement concerning the removal of a member of Council to state that, rather than missing meetings for twelve months, absence from three consecutive Council meetings is a ground for removal; and
- b. revising the provisions relating to Committees to state that their powers can be revoked by Council (instead of only having a life of a year). We also suggest that a person who is not a member of Council can sit on a Committee, can chair such Committee and that the number of independent persons can exceed the number of Council members on a Committee.

5.7.3 Other

We recommend that the Financial Standing Orders and the BSR Financial Regulations be reviewed as soon as possible to reflect the recommendations contained in this Review.

We further recommend that the terms of the constitution be summarised into one document, which is available in printed form from the Registrar and published on the BSR website. We suggest that this document is reviewed, at least, annually so that it properly reflects the working practices adopted by BSR.

We note, for completeness, that under the Charter the BSR's Governing Body is its President (currently HRH Princess Alexandra, the Hon. Lady Ogilvy) and Council. In practice, the Governing Body has no functions under the Charter, and it is our understanding that it does not meet. The President is not a Trustee. We make no recommendations in this respect.

Recommendation 20:

Council should review the Bye-laws, the Financial Standing Orders and the BSR Financial Regulations to reflect the terms of this Review.

5.8 Road map for implementation of recommendations

Given the urgent need to rebuild trust and confidence in the governance of the BSR, Council should develop a plan for full and early implementation of these recommendations, with regular reviews of its progress and a first annual review of the effectiveness of Council completed by the end of Q2 2022.

We suggest that Council should proceed at once to establish its new structures, terms of reference and review of policies. By the end of Q4 2021, it should have recruited several new members and we believe that, by Q2 2023, the composition of Council should reflect fully the mix and balance it has agreed.

Taking account of the timing of the arrival of a new Director, it seems reasonable to expect a statement of aims and purposes, a new 10-year strategy and an integrated approach to diversity and inclusion to be in place by the end of Q1 2022. We recognise that there are likely to be the longer time frames for the roll-out of line management structures, the development of a strong and cohesive SMT and programmes of induction and training.

An outline road map for implementation is set out in Appendix VII.

6. Appendices

6.1 Appendix I: Charity Governance Code for Larger Charities

The Charity Governance Code for Larger Charities can be found [here](#).

6.2 Appendix II: British Council Code of Conduct

The British Council's Code of Conduct can be found [here](#).

6.3 Appendix III: Council Terms of Reference

The British School of Rome (the "BSR") was constituted under a Royal Charter dated 22 June 1912 which was replaced by a Supplemental Charter dated 18 October 1995. The Supplemental Charter was further amended on 30 May 2012 (together the "Charter"). The Objects of the BSR (the "Objects") are set out in the Charter.

1. THE COUNCIL

1.1 The governing body of the BSR shall consist of a President and a Council. The President shall be appointed by [the Crown] on the representation of the Council and shall hold office for such period and subject to such conditions as shall be imposed by [the Crown]. Members of Council are charity trustees of the BSR and have the general duties imposed by the law relating to a charity.

1.2 The Council shall consist of up to fifteen members (although Council shall endeavour to have between ten and twelve members) which shall comprise:

- a. the Chair, for a five-year term;
- b. the Honorary Treasurer, for a five-year term;
- c. a Deputy Chair, who shall be elected by the Council from among its members;
- d. no fewer than seven members who shall be elected by the Council from the fields of specialisation and work enshrined in the Objects;
- e. the Chair of the Faculty for Fine Arts and the Chair of the Faculty for Archaeology, History and Letters; and
- f. such other members as Council shall appoint from time to time.

1.3 Each member of Council shall serve for an initial period of five years, which may, on the discretion of Council, be extended for a further period of five years.

1.4 The Council shall meet at least three times a year on a date and place to be appointed by the Chair and may meet on such other occasions as the Chair may determine.

1.5 Eight members present shall be a quorum of Council.

1.6 A meeting of the Council shall be held at the written request of eight members of the Council. In the absence of the Chair, the Council members present shall elect one of their number to chair the meeting.

1.7 The Director of the BSR shall normally attend meetings of the Council, but shall not be entitled to vote at any meeting of the Council.

2. DUTIES OF THE COUNCIL

2.1 The Council shall:

- a. consider and establish the aims, strategy and objectives of the BSR which shall include:
 1. a statement of the values that the BSR wishes to promote, enshrined in a Code of Conduct;
 2. a policy for diversity and inclusion to be adopted across the BSR;
 3. a commitment to clear communication and transparency at all levels within the BSR and externally; and
 4. a Scheme of Delegation, setting out the roles of the Committees and providing for the operation of BSR's activities;
- b. ensure compliance with the Objects;
- c. own and promote the reputation of the BSR;
- d. approve policies, plans and budgets, including the BSR's annual budget, so as to achieve the BSR's aims and objectives, and to monitor performance against them;

- e. ensure the solvency, financial strength and effective performance of the BSR, including working to secure the BSR's future through development and strategic fundraising;
- f. exercise guardianship over and ensure the effective management and control of the BSR's assets and resources;
- g. establish procedures for managing risks to the BSR, including appropriate policies to ensure data protection;
- h. ensure compliance with the law and regulation in the UK and Italy;
- i. approve and regularly review the BSR's Policies and ensure that the framework for safeguarding all employed by, or otherwise associated with, the BSR is effective and widely communicated;
- j. elect the Chair, the Honorary Treasurer, the Deputy Chair and the Chair of each Faculty;
- k. appoint the Director of the BSR and approve the establishment of a Senior Management Team comprising a Registrar, a Finance Manager, a Development Officer, a Human Resources Manager and such other executives as Council may consider appropriate to ensure the effective running of the BSR;
- l. appoint the BSR's auditors and receive for approval the BSR's annual audited accounts and reports;
- m. appoint, agree terms of reference for and oversee the work of the following Committees or Faculties:
 - 1. Finance and Audit Committee;
 - 2. Nominations Committee;
 - 3. Development Committee;
 - 4. Faculty of the Fine Arts;
 - 5. Faculty of Archaeology, History and Letters;

and such other Committee or Faculty as Council may from time to time believe necessary to ensure the effective running and development of the BSR;
- n. approve the granting of awards recommended by each Faculty; and
- o. issue such rules, bye laws and standing orders as are consistent with the Objects, the Charter and these Terms of Reference with a view to promoting the better administration and functioning of the BSR.

6.4 Appendix IV: NCVO Template Scheme of Delegation

[Name of Organisation]

SCHEME OF DELEGATION OF BOARD AUTHORITY [simple format]

Update approved: dd/mm/yyyy

The [name of organisation]'s Scheme of Delegation is a reference showing what authority the Board [or other name for the governing body] has delegated to committees, other volunteers or staff under the powers of the Constitution [or other name for the governing document]. It indicates where further details of the delegations may be found. The Scheme of Delegation empowers and enables timely and effective action by volunteers and staff working in partnership for the benefit of the charity and its beneficiaries. It ensures an appropriate level of delegation from the Board of Trustees so that there is effective input into decision-making. It also ensures that Trustees are able to fulfil their legal and constitutional duties, through levers which enable them to delegate, monitor and if necessary, withdraw the delegated authority if it is considered in the interests of the charity and its beneficiaries.

This Scheme of Delegation should be read alongside the Constitution, the Chief Executive's Job Description and Terms of Reference for the committees of the board:

[examples include]

- a. Finance
- b. Audit and Risk
- c. Governance

Where matters are referred to in the attached Scheme as being delegated to the Chief Executive, this empowers the Chief Executive to delegate further to staff or volunteers (except where indicated). In these instances, the Chief Executive remains accountable to the Board for exercise of the powers delegated.

Where matters are not specified as delegated, they are reserved to the Board. The Board is not entitled to give away any of its authority permanently and retains the right to revoke, at its sole discretion, any or all of the powers it delegates if, for example, the Board is concerned that:

1. delegated powers are not being used effectively in the interests of our charitable objects and beneficiaries
2. the use of delegated powers is damaging the interests or reputation of the organisation
3. delegated powers are being used against the letter or spirit of the organisation's agreed policies and procedures.

This Scheme of Delegation provides the framework for decision-making and action but there will be instances where it is not clear by whom an issue should be decided, or differences arise. The Board expects every volunteer or member of staff to work constructively together to arrive at timely, clear pragmatic solutions within the spirit of our leadership values, our strategy and the Code of Conduct, to maximise the positive impact of our work. This Scheme of Delegation also indicates the key sources of advice to the Board to assist the exercise of its functions.

Where other matters arise involving significant risk to the charity, but not defined in this document, these should be referred to the board. When implementing the scheme of delegation Boards should define their threshold for 'significant risk' in this context in terms of governance, operational, financial, external or compliance implications.

Except where otherwise stated, reference to a specific office holder applies to an individual nominated to act for them, for example during periods of leave or illness, or where the post is vacant.

[NB: This table provides some typical headings and examples of matters to delegate. This is a very incomplete list to which you will need to add for your own organisation's circumstances. The matters, delegated roles and relevant documents will vary from organisation to organisation.]

DELEGATED MATTER	DELEGATED TO	REFERENCE DOCUMENT
Leadership & management		
Operational leadership and management of staff and volunteers within the organisation's governance framework to meet the organisation's short- and long-term objectives	Chief Executive Monitored by: Board	Constitution Chief Executive job description
Strategy and policy formulation		
Leadership of the organisation's overall strategy and key policies	Board	Constitution
Formulation of policies to meet the organisation's legal obligations and/or implement the organisation's strategy	Chief Executive Monitored by: Board	Constitution Chief Executive job description

Policy implementation		
Implementation of policies to meet the organisation's legal obligations and/or implement the organisation's strategy	Chief Executive Monitored by: Board	Constitution
Planning and Finance		
Control and monitoring of activities and expenditure in line with annual budget approved by Board	Chief Executive Monitored by: Finance Committee Board	Chief Executive job description
Re-allocation of resources 'in-year' (virement) to meet emerging requirements	Chief Executive Monitored by: Finance Committee Board	
Formulate and recommend annual operating plan and budget to the Board	Chief Executive Assessed by: Finance Committee	

	Approved by: Board	
Cheque-signing and financial authorities (e.g., BACS)	Honorary officers Chief Executive	
Contract-signing	Honorary officers Chief Executive	
Approval of expenditure for items or projects over £xxk	Within contract signing limits: Chief Executive Honorary officers	
Accept legacies and donations	Chief Executive	Constitution Donations policy
Authorise statutory and other routine reports to regulatory bodies (e.g., Charity Commission and Office of the Scottish Charity Regulator)	Treasurer Monitored by: Board	
Decide which part of the organisation a donation should go to in cases where the terms are ambiguous	Chief Executive	

<p>Authorise ex-gratia payments</p>	<p>Under £1,000: Chief Executive</p> <p>Over £1,000: Board (subject to Charity Commission approval)</p>	
<p>Authority to enter into contractual or other partnerships in pursuit of the organisation's objects (and report these to the Board)</p>	<p>Chief Executive</p>	
<p>Approve changes to banking arrangements (e.g., new borrowing terms)</p>	<p>Treasurer and Chief Executive</p> <p>Monitored by: Finance and Audit Committee</p>	
<p>Risk management framework developed and implemented</p>	<p>Chief Executive</p> <p>Monitored by: Finance and Audit Committee</p> <p>Reported to: Board</p>	
<p>Legal</p>		

People		
Determine pay and conditions of service of Chief Executive, and appraisal of Chief Executive	Remuneration Committee	Terms of reference
Determine pay and conditions of service for employees	Chief Executive Monitored by: Remuneration Committee Reported to: Board	
Recruit staff and determine staffing arrangements (e.g., staffing structures and reporting) within operating plan and budget	Chief Executive	Chief Executive job description
Approve policies for staff management (including discipline and grievance procedures)	Chief Executive Monitored/Approved by: Board	Appeals by staff against decisions made by the Chief Executive under terms of discipline and grievance procedures on specific cases to be heard by Governance Committee. (This does not apply where the organisation's procedures state that the Chief Executive's decision is final).
Determine arrangements and approve policies for volunteering and volunteers (other than for trustees)	Chief Executive Monitored/Approved by:	Arrangements for appeals by volunteers against decisions made by the Chief Executive under terms of volunteer procedures will be

	Board	determined by the Chair on a case-by-case basis (this does not apply where the organisation's procedures state that the Chief Executive's decision is final).
Property		

6.5 Appendix V: Finance and Audit Committee Terms of Reference

1. The Finance and Audit Committee is responsible for overseeing all financial matters relating to the BSR. It will act as a source of advice and assurance for the finance function as well as the audits.
2. The Committee will be chaired by the Honorary Treasurer and have up to four further members, one of whom shall be a member of Council and another shall be an additional independent member, with appropriate financial experience. The Committee may at any time co-opt additional expert advisers.
3. Unless any matters are delegated to the Committee by Council, the Committee will operate on an advisory basis. It will consider and review matters set out within these terms of reference and make appropriate recommendations to Council for deliberation.
4. All Committee members will be appointed by Council for a term of five years, unless otherwise stipulated.
5. Committee membership and other appropriate information relating to the work of the Committee, unless it is of a restricted nature, will be reported on the BSR website.
6. Council will appoint Committee members on the recommendation of the Nominations Committee and in consultation with the Chair of the Committee.

7. If Council determines there are exceptional circumstances, an individual may serve for a second five-year term. After serving for two consecutive terms, an individual may not be reappointed to the Committee until an interval of at least twelve months has elapsed.
8. A quorum of three members is required for each meeting, one of whom should be a member of Council.
9. In the absence of the Chair at any meeting, members of the Committee may appoint someone from among their number, provided such person is a member of Council, to chair the meeting.
10. The Committee may require the Director or any other member of staff to attend a meeting of the Committee.
11. The Committee should meet at least twice a year or more frequently if determined by the Chair. The Committee should report to Council in writing and, where possible, in person at the Council meeting following the relevant Committee meeting.
12. Functions:
 - 12.1 To manage the BSR's finances in order to:
 - a. receive, comment on and recommend to Council for its approval all annual budgets and, subject to Council's approval thereof, monitor their implementation;
 - b. oversee the BSR's investments, including preparing an investment policy for approval by Council and ensuring the effective management of BSR's investments pursuant thereto;
 - c. provide assurance to Council on BSR's internal financial controls and ensure compliance with all relevant laws and regulation and best practice for an institution such as the BSR;
 - d. review the draft annual financial statements and related reports of BSR and recommend their approval to Council;
 - e. make recommendations to Council on the appointment of external auditors;
 - f. oversee the audit function and the timely production of BSR's report and accounts; and
 - g. provide Council with such other assistance as it may from time to time require.
13. Meetings may take place in person or by teleconference/videoconference.
14. The Committee should monitor and review its performance annually.

6.6 Appendix VI: Nominations Committee Terms of Reference

1. The Nominations Committee is responsible for seeking out, and recommending the appointment of, appropriate individuals with the requisite skills and experience to carry out various roles within the BSR in order to ensure effective governance. This includes:
 - a. each member of Council;
 - b. the Director;
 - c. the Chair and each member of every Committee of the BSR;
 - d. the Chair of each Faculty of the BSR;
 - e. the additional Council member who sits on each Faculty of the BSR; and
 - f. any other person as Council may require to be appointed in order to ensure the smooth operation of the BSR.
2. The Nominations Committee shall seek candidates with diverse backgrounds and experience in accordance with the diversity and inclusion policy approved by Council from time to time.
3. The Committee will be chaired by a member of Council and have up to four further members, at least one of whom shall be an independent member, with appropriate skill and experience. The Committee may at any time co-opt additional expert advisers.
4. Unless any matters are delegated to the Committee by Council, the Committee will operate on an advisory basis. It will consider and review matters set out within these terms of reference and make appropriate recommendations to Council for deliberation.
5. All Committee members will be appointed by Council for a term of five years, unless otherwise stipulated.
6. Committee membership and other appropriate information, provided it is not restricted, relating to the work of the Committee will be reported on the BSR website.
7. If Council determines there are exceptional circumstances, an individual may serve for a second five-year term. After serving for two consecutive terms, an individual may not be reappointed to the Committee until an interval of at least twelve months has elapsed.
8. A quorum of three members is required for each meeting, one of whom should be a member of Council.
9. In the absence of the Chair at any meeting, members of the Committee may appoint someone from among their number, provided such person is a member of Council, to chair the meeting.
10. The Committee may require the Director or any other member of staff to attend a meeting of the Committee.
11. The Committee should meet at least twice a year or more frequently if determined by the Chair. The Committee should report to Council in writing and, where possible, in person

at the Council meeting following the relevant Committee meeting.

12. Functions:

To manage the appointment of appropriate individuals to particular roles within the BSR including:

- a. as soon as possible after being constituted, and not less than annually thereafter, the Nominations Committee shall undertake a skills and diversity audit of the members of Council, with a view to reflecting the diversity and inclusion policy adopted by Council;
- b. regularly considering succession planning issues for Council, in line with an agreed target composition for Council and, upon the anticipated expiry of a member of Council's term, reviewing the performance of such individual and determining whether to recommend that such term be renewed;
- c. where a post is required to be filled, ensuring that an appropriate recruitment campaign is undertaken in order to attract the best available candidates, including, if it considers it necessary, appointing an appropriate search agency and using such other means as it deems appropriate;
- d. considering applications received, interviewing potential candidates and making a recommendation to Council on any appropriately qualified person to take up the relevant position;
- e. creating a programme of induction and training for existing and new members of Council;
- f. overseeing the work of the Director and the HR Manager to create a programme of induction and training, plus entry and exit interviews, for all BSR staff and all award-holders;
- g. ensuring that all applications and nominations are acknowledged and that all applicants and nominees are informed of the outcome of the deliberations of the Committee and/ or Council;
- h. provide assurance to Council on BSR's internal recruitment and employment policies and ensure compliance with all relevant laws and regulations (including those relating to data protection) and best practice for an institution such as the BSR;
- i. oversee the timely production of and annual report for Council relating to progress within the BSR on diversity and inclusion, plus induction and training; and
- j. provide Council with such other assistance as it may from time to time require.

13. Meetings may take place in person or by teleconference/videoconference.

14. The Committee should monitor and review its performance annually.

6.7 Appendix VII: Road Map for Implementation of Recommendations

