

# THE BRITISH SCHOOL AT ROME

## COUNCIL TERMS OF REFERENCE

### Introduction

1. The British School of Rome (the “BSR”) was constituted by 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.
2. The Royal Charter as replaced and amended is referred to as the “Charter.” The objects of the BSR (the “Objects”) are set out in the Charter.
3. The BSR is registered as a charity (Number 314176) with the Charity Commission of England and Wales. The Council of the BSR takes its authority and its responsibilities from two sources:
  - a. The Charter which sets out who may become a trustee of the charity, how trustees are appointed and their powers.
  - b. The Charities Act 2011 under which the trustees of a charity are “the people having the general control and management of the administration of a charity”. Charity law imposes a number of specific duties on all charity trustees, which are reflected in these terms of reference. In essence these are:
    - A duty of compliance with the charity’s objects, its governing documents and all relevant legislation and regulation.
    - A duty of care, to ensure that the charity is well run and efficient and that professional advice is sought in order to manage risk.
    - A duty of prudence in respect of managing the charity’s assets.
4. The overall responsibility of the Council is to provide direction and stewardship for the BSR for the benefit of current and future users, by:
  - a. Setting the vision, mission, values and strategic direction of the charity.
  - b. Monitoring and communicating performance against the strategy, its impact upon stakeholders and its corporate behaviour.
  - c. Acting as the guardians of the charity’s assets, both tangible and intangible, taking all due care over their security, deployment and proper application.
  - d. Ensuring that the charity complies with all constitutional, legal and regulatory requirements both in the United Kingdom and Italy.
  - e. Ensuring that the charity’s governance is of the highest possible standard.

## **Main duties**

### **Strategic direction**

5. The Trustees work in partnership with the Director and other senior staff to ensure that:
  - a. The constitution and rules that govern the charity, remain fit for purpose (reviewed at least every three years).
  - b. There is regular review of the need for the charity and for the services it provides or could provide, and regular review of strategic plans and priorities.
  - c. The charity has a clear vision, mission, set of values and strategy, and that there is a common understanding of these by Council members, staff and volunteers.
  - d. Annual and operational plans and budgets, and the fundraising strategy support the vision, mission and strategy.
  - e. A clear policy for diversity and inclusion is adopted across the BSR.
  - f. Clear communication and transparency at all levels within the BSR and externally.
  - g. The views of current users are regularly sought and considered in developing strategy and delivering services, and that efforts are made to identify and seek the views of possible future users.
  - h. There is regular review of the external environment for changes that might affect the charity (environmental, political, financial, competitive, partnerships, alliances).

### **Performance management**

6. The Trustees are responsible for the performance of the charity, for its impact upon beneficiaries and other stakeholders, and for its corporate behaviour by:
  - a. Agreeing the mechanisms for measuring the charity's impact and progress towards its vision, mission and strategic objectives, business plans and annual budgets, and regularly considering reports on the charity's performance.
  - b. Ensuring that there are policies and position statements to direct key areas of the charity's business.
  - c. Ensuring that there are quality and service standards for major areas of delivery and that these are met.
  - d. Ensuring that the major risks to the charity are regularly identified and reviewed and that systems are in place to mitigate or minimise these risks.
  - e. Ensuring that there are complaint systems in place, for users and supporters.
  - f. Ensuring that there are processes for Council members, staff and volunteers to report activity which might compromise the effectiveness of the charity.
  - g. Employing and holding the Director to account for the management and administration of the charity, with regular constructive feedback on his/ her performance.
  - h. Ensuring that the charity has effective employment policies and processes in place, to recruit, train and develop staff and volunteers.

## **Finance and assets**

7. The Council members act as the guardians of the charity's finances and other assets by:
  - a. Ensuring that the charity's financial obligations are met and that there are adequate financial controls in place to ensure all money due is received and properly applied, and that all assets and liabilities are recorded.
  - b. Acting reasonably and prudently in all matters relating to the charity and always in the interests of the charity.
  - c. Ensuring that there is an effective fundraising strategy in place.
  - d. Being accountable for the solvency of the charity.
  - e. Reviewing the condition and use of the properties and land owned by the charity.
  - f. Ensuring that intangible assets such as organisational knowledge and expertise, intellectual property, the charity's brand, good name and reputation are recognized, used and safeguarded.

## **Compliance**

8. The Trustees must:
  - a. Ensure, with professional advice as appropriate, that the charity complies with all constitutional, legal, regulatory and statutory requirements both in the United Kingdom and Italy.
  - b. Ensure the charity complies with health and safety standards as regards its staff, volunteers and when putting on events.
  - c. Understand and comply with the constitution and regulations that govern the charity.

## **Governance**

9. The Council members aim for the highest possible standard of governance by ensuring that:
  - a. The charity has a governance framework that is appropriate to a charity of its size/ complexity, stage of development, and its charitable objects, and reflects the diversity of its users and that this framework is regularly reviewed.
  - b. The Council has the mix of skills and experience it requires to govern the charity well, and that the Council has access to, and considers, relevant external professional advice and expertise.
  - c. Major decisions and policies are made by the Council members acting collectively, and that Council decisions are recorded in writing by means of minutes.
  - d. The Council's delegated authority is recorded by terms of reference for subcommittees and faculties and that reporting procedures back to the Council are recorded in writing and complied with.

- e. The responsibilities delegated to the Director are clearly expressed and understood, and directions given to him/her come from the Council as a whole.
- f. There is a systematic, open and fair procedure for recruitment of Council members and of the Director.
- g. All members of the Council receive appropriate induction on their appointment and that they continue to receive appropriate advice, information and training (both individual and collective).
- h. Council members have a code of conduct and comply with it, and that there are mechanisms for the removal of Council members who do not abide by the BSR code of conduct.
- i. In carrying out the above duties, professional advice is taken when necessary, and the advice received is recorded.

## **Membership**

10. 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.
  - f. Such other members as Council shall appoint from time to time.
11. 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.

## **Meetings**

12. 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. At least one of these meetings should be held in Rome.
13. 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.
14. 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. Other senior members of staff may be invited to attend meetings but shall not be entitled to vote.
15. Eight members present shall be a quorum of Council.

16. Any member of the Council unable to attend should inform the Director prior to the meeting. If a Council member is unable to attend the possibility of attending remotely will be explored.

### **Secretary**

17. A member of BSR staff will be nominated to act as secretary of the Council and will ensure that the Council receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

### **Minutes of meetings**

18. The Secretary will minute the proceedings and decisions of all meetings of the Council, including the names of those present and in attendance.
19. Draft minutes of Council meetings and a summary record (for external publication) will be circulated promptly after the meeting to all members of the Council. Matters that are sensitive such as legal issues, staffing issues and commercially sensitive information will be restricted to Council and will not be included in the summary record. Once the minutes and summary record are approved the summary record will be made available to staff.

*Approved by the BSR Council March 2023  
Next review expected: March 2024*