

In confidence

BCB(17)3rd meeting

Tuesday 6 June 2017

## **MINUTES**

### **Present**

Christopher Rodrigues                      Chair  
Janet Beer  
Deborah Bronnert  
Gareth Bullock  
Rohan Gunatillake  
Kirsty Lang  
Ros Marshall  
Usha Prashar  
Willy Roe  
Tom Thomson  
David Verey

### **In attendance**

Richard Davies, Chair Wales Advisory Committee  
Alan Shannon, Chair Northern Ireland Advisory Committee

Ciarán Devane, Chief Executive  
Nigel Arthur, Interim Chief Financial Officer  
Hilary Cross, Director Strategy & Engagement  
Adrian Greer, Chief Operating Officer  
Alison Coutts, Secretary  
Rob Lynes, Regional Director UK (item 8)

*Information in this section has been removed as it is likely to be exempt from disclosure on the grounds that it contains "personal data" as defined in Section 40(2) (Personal Information) of the Freedom of Information Act 2000\* Independent Board Effectiveness Reviewer (item 9)*

### **1. Apologies for absence & declarations of interest**

James Cronin and Oliver Laird had sent apologies for his absence.

There were no declarations of interest.

### **2. Minutes of the Board meeting of 21<sup>st</sup> March 2017 and matters arising**

All matters arising from the meeting had been actioned or were scheduled for a future meeting.

The Minutes were approved.

### **3. Chief Executive's Report**

Ciarán updated trustees on recent meetings with government on our financial position to 2020 and beyond. He informed them on progress on the London office premises plans and agreed to send trustees a summary of the business case.

He then talked trustees through progress on financial transparency and thinking on the operating model in response to recommendations made by the EY report following the Triennial Review. Trustees agreed that significant progress has been made on the transparency project and supported the direction of travel on the operating model.

He also referred the trustees to a draft Communiqué which had been tabled. He explained that this is an outcome from the EU-UK Culture and Education Series and summarises the views of institutional representatives operating across Europe's education, culture and science sectors. It will go to all EU Member state governments and relevant policy-makers. Trustees supported this.

### **4. Chief Financial Officer's report**

Nigel took the Board through the final set of management accounts. He noted that the net deficit for the year is -£11m which is a £26.3m improvement on plan but still a loss which needs to be addressed. He also confirmed that there will be an emphasis on better forecasting going forward. This will be supported by better management data and a new month end process which is currently being rolled out.

He noted that examinations had performed well. Trustees asked for figures for teaching and schools to be split out in future so easier to understand. They also asked for an in-depth session on the teaching model and plans as well as an update on the schools plan to come to the Board before the end of the year.

Adrian drew the Board's attention to a one page summary of the structure of the Annual Report. He noted that the full report will be scrutinised by the Audit & Finance Committee in June.

### **5. Thailand status**

The Chair proposed and Tom Thomson seconded a motion to approve the establishment of a new entity in Thailand – a not-for-profit foundation – for our grant and donor funded work. The board approved.

### **6. Report from Nominations Committee**

Having confirmed by email, Trustees noted for the record their approval and election of Yasmin Diamond and Kevin Havelock as new trustees. The Secretary will confirm start dates.

### **7. Report from Audit & Finance Committee**

David Verey updated Trustees on issues considered at the meeting of 25<sup>th</sup> May. The Committee had reviewed the reserves policy. They wish to discuss it further and will then bring it to the Board for discussion and approval. They had also looked at foreign exchange rate management and how to improve it. The Committee had reviewed progress on the transparency project and agreed it is going well.

### **8. UK Strategy**

The Chair welcomed Rob Lynes, UK Regional Director to the meeting.

Hilary introduced the session with an overview of our research into our reputation in the UK and its findings. Rob then provided a summary of the main ambitions of the UK strategy, the drivers and risks.

Trustees welcomed the presentations and strategy and made a number of contributions and comments. These included:

- Support for consistently representing and engaging with all parts of the UK.
- Endorsement of the ambition to help ensure every young person has intercultural and international experience by working closely with other partners and stakeholders.
- The need for some qualitative thinking/research to define clearly the difference between intercultural and international experience.
- Strong endorsement for the focus on cities.
- The need to strongly reflect the diversity of the UK and its different communities.
- A request to share a picture of what we already do across the UK which could be built on.

Overall they agreed that although there is more work to be done this is going in the right direction. They asked for it to come back to the Board at a later stage.

## **9. Board Effectiveness Review**

The Chair welcomed *Information in this section has been removed as it is likely to be exempt from disclosure on the grounds that it contains "personal data" as defined in Section 40(2) (Personal Information) of the Freedom of Information Act 2000\** to the meeting.

*Information in this section has been removed as it is likely to be exempt from disclosure on the grounds that it contains "personal data" as defined in Section 40(2) (Personal Information) of the Freedom of Information Act 2000\** summarised her main findings. She noted that there had been improvements since the last review and that from her experience in many ways the Board is very strong. She referred in particular to the skills, diversity and commitment of the Board which have led to high quality engagement. However there is still room for further improvements. These were mainly in the areas of 1/ providing appropriate challenge, 2/ the workings of board meetings, and 3/ the workings and interrelationships of the sub-committees.

Over lunch trustees were tasked with discussing their top priorities in terms of what they would like to be different in a year's time.

The chair confirmed that their views would feed into a proposal for discussion.

The Board thanked *Information in this section has been removed as it is likely to be exempt from disclosure on the grounds that it contains "personal data" as defined in Section 40(2) (Personal Information) of the Freedom of Information Act 2000\** for an excellent piece of work.

## **10. Chair's notes**

The Chair informed the Board that he had received a letter of resignation from Martin Roth. He agreed to send a letter on behalf of all trustees thanking him for his valuable contribution over the last few years and wishing him well.

He also welcomed Willy Roe to his first meeting as a co-opted Trustee.

Trustees discussed the Away Day in September and agreed that this year it would be located in Belfast. The Secretariat will be in contact on the agenda and logistics.

## **11. Any other business**

It was agreed that the Secretary will re-send the proposed dates for meetings in 2018 for agreement.

There was no other business and the meeting ended at 15.00.



## Summary of action points arising

### Updated from previous meetings

16(04)6	Include a review of diversity targets and progress on the Board's agenda	2017
16(04)12	Include a review of child protection on the Board's annual agenda	2017
16(05)5	Include in-depth sessions on people issues on the Board's 2017 annual agenda	2017
16(05)7	partnerships strategy to come to the Board in 2017	2017
16(05)8	Send China strategy to Trustees by email	2017
17(01)9	Proposal on refresh of subcommittees	2017

### Current meeting

17(03)4	In depth session on teaching and schools to come to board	2017
17(03)8	UK strategy update to be shared with the board	2017
17(03)9	A proposal to be shared on Board effectiveness review recommendations	2017