

In confidence

BCB(17)6th meeting

Tuesday 31 October 2017

MINUTES

Present

Christopher Rodrigues Chair
Janet Beer
Deborah Bronnert
Gareth Bullock
James Cronin
Yasmin Diamond
Kevin Havelock
Oliver Laird
Kirsty Lang
Ros Marshall
Usha Prashar
Willy Roe
Tom Thomson
David Verey

In attendance

Ciarán Devane, Chief Executive
Adrian Greer, Chief Operating Officer
Nigel Arthur, Interim Chief Financial Officer
Adrian Chadwick, Director Global Business Change (item 6)
Kate Ewart-Biggs, Director Global Network (item 6)
Andrew Horton, Director Digital & Partnerships (item 6)
Mark Robson, Director English & Exams (item 6)
Terry Toney, Head of Business Development (items 6 and 8)
John Yates, Head Planning & Evaluation (item 6)
Alison Coutts, Secretary

1. Apologies for absence & declarations of interest

Rohan Gunatillake had sent apologies for his absence.

The Chair welcomed Kevin Havelock to his first meeting.

There were no declarations of interest.

2. Minutes of the Board meetings of 11th July and of 19th September and matters arising

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

The minutes were approved.

3. Chief Executive's Report

Ciarán referred to the recent Future Leaders Connect programme in Parliament which had gone well with approximately 60 people joining from across the world.

He noted that two members of staff had been included in power lists in the previous few weeks: Fiona Bartels-Ellis and Alan Gemmell, in large part because of the work they have done on behalf of the British Council. The Trustees gave their congratulations.

He talked through a note that had been tabled on different types of indemnities and related risk. He informed the Board that a more detailed note describing the risk as well as options for addressing, particularly in relation to government contracts, would be taken to the next Audit & Finance Committee for review and then to the Board. In the meantime, he asked whether Trustees would be willing to approve the Education and Skills Funding Agency's apprenticeship contract as the risk to the organisation in this instance is minimal and is one that all organisations in the scheme are having to accept. The Board approved.

4. Organisational Performance Report

Adrian talked trustees through the new-style organisational report which will report against impact measures as described in the new research and evaluation framework (REF). He noted that the current planning exercise is built around impact and broader customer and people metrics for the first time, so the data will improve over next year and beyond but this is a first take. He explained that each area will have a set of impact statements similar to the draft included for arts as an example. There will also be external evaluation as well as internal to provide rigour.

Trustees agreed this will be a great improvement. They made the point that it is important to have a proper external stakeholder engagement plan to increase understanding of the impact of our work and to hear their views through as many channels as possible. This should include equipping trustees with compelling examples to use when talking to their contacts and involving them appropriately. They also asked that the people metrics include data on gender, ethnicity and other diversity areas.

Nigel gave a summary of the main points to note from the mid-year results. He noted that overall the results are reasonably strong with exams doing particularly well. Teaching is not yet achieving the growth planned. Grant spend is low compared to plan and will now accelerate. This is partly due to inadequate profiling which will be worked on, but also due to managing increases in non-ODA at the same time as significant change. He updated trustees on cashflow informing them that the tax and finance teams had succeeded in repatriating £22m that had been trapped in Egypt which is a major achievement.

5. Chief Executive's business

Ciarán gave an overview of the journey the British Council has made over the last 10 years, including substantial growth, a changing funding profile, constantly evolving programmes, partnerships and ways of working, and better monitoring and evaluation of impact to ensure we continue to be relevant and responsive in the context of huge external change both overseas and in this country. He summarised the main findings of the Triennial Review in 2014, lessons learned and progress made since. He informed Trustees that a Tailored Review, the successor to the Triennial, is due to start around September 2018 and that he and the Chair would be discussing terms of reference with senior colleagues in the FCO soon.

The Trustees said they found the overview extremely useful and that the organisation has come a long way in the last few years. They discussed the need to be able to tell our story better and have a clear narrative that staff and trustees can use. They agreed it will be important to discuss the terms of reference for the Tailored Review and take a proactive approach in consultation with the Trustees.

6. High level planning

The Chair welcomed Adrian Chadwick, Kate Ewart-Biggs, Andrew Horton, Mark Robson, Terry Toney and John Yates to the meeting.

Adrian Greer introduced the session reminding the Trustees that they will see more detailed plans at the February meeting but that this gives them a high-level view of priorities and the framing which will inform the Corporate Plan. This time it is strategy and impact led with financial assumptions behind it.

Trustees welcomed the approach and agreed that good progress has been made since the Away Day. They asked for a clear narrative to overlay it that reminds everyone what we are, our mission, key facts and impact stories. They also asked us to be clearer in the documents on our charitable status and mission as it is so important and should be up front in all our minds. They discussed financial constraints depending on on-going discussions with government and the cuts that may be necessary. Overall they agreed that it was going in the right direction and should lead to some compelling and clear business plans early next year.

7. Appointment of a second co-opted member to the Audit & Finance Committee

David Verey ran through the process that had led the Committee to identify Fiona Salzen, a former Deloitte's partner, as a second co-opted member and asked for the Board's approval. The Board approved.

8. Report from Contracts Committee

Terry Toney joined the meeting.

The Chair reported back from the meeting of 11th October. Main discussion points had included the Building Education and Society Sustainability (BESS) programme which is now getting good traction in the organisation, a review of the pipeline and a discussion on indemnities.

The Committee had also discussed the Connecting Classrooms 2018-21 proposal and agreed to recommend it to the Board for approval subject to legal and financial sign-off. The Board approved.

Trustees also made the point that papers such as the above should be clearer on what the programme is and does.

9. Nigeria status

The Board was asked to approve the establishment of two new legal entities in Nigeria: 1/ a for-profit company limited by shares as a vehicle for full cost recovery services, and 2/ a not-for-profit company limited by guarantee. This was proposed by Gareth Bullock and seconded by James Cronin. The Board approved.

10. Thailand status

The Board was asked to approve the resolution on the endowment of the new Thai not-for-profit foundation. This was proposed by Usha Prashar and seconded by Tom Thomson. The Board approved.

11. External complaints report

The Trustees noted and discussed the report and are pleased the service continues and is promoted in our guidance. They agreed that the change to customer service guidelines to incorporate the Cambridge appeals system for IELTS related cases makes sense.

12. Chair's business

The Chair updated trustees on his visits to Japan, Canada, Mexico and Pontignano, all of which had provided valuable insights as well as enabling him to contribute to our agendas. Kirsty also updated on her visit to Saudi Arabia and Janet on her visit to Ireland with Ciarán.

He also referred to his meeting with John Manzoni which had been very useful.

He reminded trustees that there would be a dinner the evening before the December board meeting in Spring Gardens. He also explained that he'd postponed the Exams and English deep dive from the current meeting to the next as the paper needed further framing from D E&E, the CEO and CFO.

Trustees also agreed that next year it would be useful to discuss and agree the terms of reference and programme for the Away Day in the preceding Board meeting to ensure it is a joint effort and gives management a clear steer.

13. Any other business

There was no other business and the meeting ended at 13.00.

Summary of action points arising

Updated from previous meetings

17(03)9	A proposal to be shared on Board effectiveness review	2017
17(04)3	IELTS partnership to come back to Board as part of exams deep dive	2017
17(05)10	Changes on subcommittees, their focus and membership to come to the board for approval	2017

Current meeting

17(06)4/ 6	A stakeholder plan with a clear narrative, data and impact stories to be shared with Trustees urgently	2017
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