

In confidence

BCB(18)1st meeting

Tuesday 13 February 2018

MINUTES

Present

Christopher Rodrigues Chair
Janet Beer
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
Hilary Cross, Director Strategy & Engagement (items 1 to 4)
Ed Griffin, Interim Director HR (items 1 to 4)
Andrew Horton, Director Digital & Partnerships (items 1 to 4)
Mark Robson, Director English & Exams (items 1 to 4)
Graham Sheffield, Director Arts (items 1 to 4 and 6)
Moses Anibaba, Regional Director Sub Saharan Africa (items 1 to 4)
Kate Arthurs, Director Strategy, Arts (items 1 to 4 and 6)
Adrian Chadwick, Director Global Business Change (items 1 to 4)
John Dubber, Head of Policy and External Relations (item 4)
Paul Fairclough, Head Corporate Planning (items 4 and 5)
Mark Howard, Regional Director Americas (items 1 to 4)
Chris Rawlings, Regional Director Middle East and North Africa (items 1 to 4)
Terry Toney, Head of Business Development, Education & Society (items 1 to 4)
Mark Walker, Regional Director East Asia (items 1 to 4)
Rebecca Walton, Regional Director European Union (items 1 to 4)
Charlie Walker, Regional Head, Global Network Team (items 1 to 4)
Andy Williams, Regional Director Wider Europe (items 1 to 4)
John Yates, Head Planning and Insight (items 1 to 5)
Alison Coutts, Secretary

1. Apologies for absence & declarations of interest

Deborah Bronnert, Gareth Bullock and Rohan Gunatillake had sent apologies for their absence.

There were no declarations of interest.

2. Minutes of the Board meeting of 12th December and matters arising

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

The minutes were approved.

3. Review of Organisational Priorities and Plans

The Chair welcomed members of the executive to the meeting.

The Chair noted that the purpose of the session was to understand the organisation's priorities and what these mean for our operations on the ground, and for Trustees to assure themselves that they are comfortable with what is proposed.

Ciarán referred Trustees to the Plan on a Page which had been tabled and gave an overview of the priority areas of impact and challenges at a corporate level.

Adrian reminded Trustees that for the purposes of this session, operational planning has been based on the assumption of securing additional grant-in-aid funding to support our non-ODA work. He noted that the next session on the Corporate Plan will focus on scenarios to manage with no further non-ODA funding.

Following an update on the UK review, each of the Regional Directors gave a perspective on how the planned priorities play out in their areas of operation.

The Trustees made the following points.

- there is a need for a strategic review on the future remit and shape of the centre
- it is important to create a clearer narrative on the benefit of cultural relations to the UK within the context of significant geo-political changes
- clarity is needed on the metrics which inform decision making on what we do where, including on where the regions have discretion.
- the digital challenge is significant and Trustees found the various initiatives being piloted in the regions, such as the English Channel, encouraging. They commented that it is important to build on learning from these, then roll out and scale up quickly where appropriate.
- It is our nuanced understanding of local contexts combined with our connectivity with the UK's and international agendas, which are particularly valued by our stakeholders and contacts. It is therefore important that our talent management and development programmes provide a funnel of skilled staff to maintain this.

Overall the Trustees agreed that the plans and priorities were going in the right direction and thanked the contributors for a rich, thought-provoking and helpful session.

4. Review Corporate Plan draft

The Chair welcomed John Dubber and Paul Fairclough to the meeting.

The COO noted that the version of the Corporate Plan shared with Trustees was a first draft, that it would shortly go through external consultation, and that a final version, taking into account feedback from Trustees and stakeholders, would be brought back to the Board for approval at their next meeting.

He also reminded trustees that the audience is primarily UK government and other senior stakeholders.

The CFO then talked through funding scenarios and on-going discussions with government, the outcome of which will inform the content of the final Corporate Plan. He presented ways in which the

organisation would need to cut, if there is no additional non-ODA funding. He also stressed that in order to make these cuts, it would be important to start implementing soon, as there is a long lead in time before the costs come out.

The Trustees agreed to the plan for cuts within the envelope he proposed, but with a steer to avoid cuts in arts operations and in operations in non-ODA countries as much as is possible and to focus on cutting corporate overhead costs.

The Trustees also asked for a longer-term view of possible scenarios and their impact, i.e. over 3 years or more. They stressed that all decisions in the short-term should keep our long-term mission and future in mind, and ensure this is not put at risk.

Overall it was agreed that:

- The Corporate Plan should be written assuming no more non-ODA funding from government
- Consultation with senior stakeholders should go ahead.

5. Annual Report approach

The COO set out the approach and the timetable for the 2017/18 Annual Report and Accounts.

The Trustees agreed the way forward.

6. Deep dive arts

The Chair welcomed Graham Sheffield and Kate Arthurs back to the meeting.

Graham and Kate talked the Trustees through the arts strategy, plans and impact, using case studies to illustrate and evidence. The Board remarked on the significant profile and impact built up over the last few years and congratulated Graham and the team.

Trustees asked for more clarity to be set through the evaluation framework on which arts programmes produce most impact. This should inform decisions on which projects should be rolled out and where.

The Board also noted that this was Graham's last Board meeting and thanked him for all he has done to ensure that our arts work is seen as central to our mission.

7. Chief Executive's report

Ciarán noted that a long-planned workshop on Child Protection with the Management Board would take place the day after the Board of Trustees meeting. He also noted that the organisation will be doing more to promulgate compliance with the Code of Conduct and to communicate on policies and procedures and reporting mechanisms related to bullying and harassment. Our approach to safeguarding will come to the Risk Committee for review.

He also updated trustees on meetings with EU partners including the Institut Francais and the Goethe to ensure on-going connectivity between the UK and EU partners.

8. Organisational Performance Report (impact & financial)

The COO and CFO talked through the headlines in their respective reports

Nigel noted that there is now a strong quarterly financial review process in place through which the CEO, COO, CFO and Regional Finance Directors monitor progress against plans with each of the Regional Directors and other Business and Corporate area leads.

Trustees noted that most of the content had been discussed in the organisational priorities and plans, and Corporate Plan sessions, so had no further comment.

9. Reports from Committees

Nominations Committee

The Chair reported back on the meeting of 9th January.

He noted that the focus had been on the composition of the Board and the skills and experience required in the next recruitment round. He also outlined the proposed process and timetable for recruiting to the Deputy Chair role and the forthcoming vacancies for two trustees. The Board approved the focus of the role profiles and the processes.

Commercial Committee

Kevin Havelock reported back on the meeting of 11th January which was the first meeting of the Commercial Committee. He updated trustees on discussions on the scope, terms of reference and future membership (including independent members) of the Committee.

The Board approved the approach and Terms of Reference.

10. Report from Tailored Review group

The Chair reported back on the meeting of the group on 7th February. He noted that we are still discussing the Terms of Reference and start date with the FCO but are doing as much preparation work as we can in advance.

11. Chair's business

The Chair asked the Trustees for feedback on today's meeting and whether the extended meeting and participation by Regional Directors was useful. Trustees agreed that it was and should be repeated next year.

12. Any other business

There was no other business and the meeting ended at 16.00.

Summary of action points arising

Updated from previous meetings

17(07)7	Updated IELTS partnership to come to Board for approval	2018
17(07)7	Recommendations on opportunities, funding and contract options for further British Council schools to come to the Board for review and approval	2018
17(07)8	Partnerships due diligence policy and process to go to Risk Committee for review	2018
17(07)8	Novel partnership arrangements to be taken to Risk Committee for review before committing	2018
17(07)13	Business change committee Terms and membership to come to Board for approval	Feb 2018

Current meeting

18(01)04	<ul style="list-style-type: none"> - The Corporate Plan should be written assuming no more non-ODA funding from government - Consultation with senior stakeholders should go ahead. 	Mar 2018
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