

In confidence

BCB(18)6th meeting

Tuesday 13 November 2018

## **MINUTES**

### **Present**

Christopher Rodrigues                      Chair  
Janet Beer  
Mark Beddy  
Deborah Bronnert (items 1 to 6)  
James Cronin  
Rohan Gunatillake  
Kevin Havelock  
Kirsty Lang  
Willy Roe  
Tom Thomson  
David Verey

### **In attendance**

Ciarán Devane, Chief Executive  
Adrian Greer, Chief Operating Officer  
Richard Thomas, Chief Financial Officer  
Kate Ewart-Biggs, Director Network  
Kate Arhurs, Acting Director Arts (items 1 to 6)  
Andrew Horton, Director Digital, Partnerships and Innovation (items 1 to 6)  
Mark Robson, Director English and Examinations (items 1 to 6)  
Catherine Ward, Global People Director (items 1 to 6)  
Christopher Wade, Senior Policy Adviser (item 6)  
FCO (item 6)  
FCO (item 6)  
Alison Coutts, Secretary

*Some information in the section above has been removed as it is likely to be exempt from disclosure on the grounds that it contains "personal data" as defined under Section 40(2) (Personal Information) of the Freedom of Information Act 2000.*

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

Oliver Laird and Yasmin Diamond had sent apologies for their absence. There were no declarations of interest.

The Chair noted that Oliver Laird was resigning from the Board as of the following day (14<sup>th</sup> November).

Trustees asked the Chair to pass on their thanks to him for his valuable contribution to the Board.

### **2. Chair's introduction**

The chair reminded Trustees that the meeting had been set up in 2 parts. He noted that the morning sessions would focus on the strategy piece that had originally been planned for the Board Away Day in September, as well as on a high-level overview of business planning and on the emerging findings of the Tailored Review. He noted that the afternoon session would in the main focus on governance issues

### **3. Strategic direction**

The Executive Board presented a summary of a set of proposals which could shape the organisation's ambitions for the next 5 or so years. They noted that the proposed themes were informed by research and data on geo-political trends, analyses of markets across the world, a review of what UK stakeholders would value from the British Council, and work carried out by a range of colleagues over the last few months to work up options to respond to the above.

Rohan Gunatillake then chaired a discussion. Overall, Trustees were extremely positive about the proposals and agreed they were appropriately ambitious and also inspiring. They noted that they were still at the conceptual stage and will now need to be worked through, tested and consulted on.

It was agreed that Trustees would be kept up-to-date on progress. It was also agreed that the Executive would set out a short narrative that will explain succinctly what our ambitions are, the themes and areas we are already focussing on, and clarity on the benefits for the UK and countries in which we work.

### **4. Business and financial planning update**

The COO and CFO presented the top-level priorities for the next Corporate Plan which will be published in March 2019 and talked through the planning assumptions. They noted that a more detailed draft of the plan would come to the Board in February 2019 before the final draft plan comes to the Board in March 2019 for sign off.

Trustees agreed that they were content with the direction of travel. They also asked to see the list of planned investments, plus sight of others that are important but have been de-prioritised because of financial constraints.

### **5. CEO priorities**

Ciarán talked through the 3 documents he had provided to clarify his and the Executive Board's priorities and measures of success for the next few months. Trustees noted that the deliverables for individual Executive Board members had been agreed by the Remuneration Committee.

Trustees agreed with the priorities.

### **6. Tailored Review: emerging findings**

The Chair welcomed Christopher Wade, [REDACTED] and [REDACTED] to the meeting.

[REDACTED] and [REDACTED] presented an overview of the Tailored Review process and their emerging findings. They noted that their final report would likely focus on the following 3 areas: strategic framework, relationships with government and operational efficiency.

Trustees agreed that the process had been well managed whilst appropriately challenging and that they looked forward to engaging with the recommendations.

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## **7. Minutes of the Board meetings of 3<sup>rd</sup> July and 25<sup>th</sup> September and matters arising**

All matters arising from the meetings had been actioned or were scheduled for future meetings. The minutes were approved.

## **8. CEO report**

The CEO brought Trustees' attention to the Future Leaders Connect programme mentioned in his report, and thanked Kirsty Lang for moderating a live debate on human rights and the future of ethical leadership in recognition of the 70-year anniversary of the Universal Declaration of Human Rights.

The CEO also shared a hand-out showing who is now on the Executive Board and Management Board and the amount of change over the last 4 years which is considerable. Trustees noted that this is challenging in terms of balancing the need for retaining experience along with ensuring a pipeline of new talent to fill senior positions. They also noted the need for more diversity of membership.

Ciarán then updated Trustees on preparation for IICSA (the Independent Inquiry into Child Sexual Abuse).

He also gave an update on the Independent Complaints Review Service which the British Council procured in 2015. He noted that no complaints have been escalated to the Service in the last year but it is important that we retain it so an independent route remains open.

## **9. Organisational Performance Report (finance)**

The CFO gave an update on year-to-date accounts and the quarter 2 forecast.

The Trustees noted the risks related to exchange rate movements and some unresolved tax liabilities overseas, but were confident that mitigation strategies were in place.

## **10. Issues for Board approval**

### **10.1 Trustee Chair of BC Holdings**

The Board approved the appointment of Mark Beddy to the board of directors of BC Holdings (United Kingdom) Limited, taking over from Oliver Laird.

### **10.2 Branch office in the Netherlands**

The Board approved registration of a branch in the Netherlands and to appoint the Country Director as authorised representative.

### **10.3 Board agendas**

The Chair set out his rationale for the forward look of Board agendas for the next year. He noted that the executive would find it helpful if the Trustees took a more thematic approach rather than focussing on individual departments, as this would enable them to see interdependencies.

Trustees agreed to the approach.

They also agreed that as draft minutes of all sub-committee meetings are now circulated, there is no need for formal reports from sub-committee chairs at Board meetings. Instead Trustees should be asked if they have any questions or concerns, and chairs should be asked to note or raise anything exceptional.

They noted that annual reports on the workings and conclusions of all sub-committees would continue to come to the Board each July to give them an overview, as had been instituted last year.

#### 10.4 Changes to committees and membership

The Chair referred Trustees to the tabled document with proposals for changes to the membership of committees to fill various gaps. The following was approved:

- the closure of the Contracts Committee (but agreed that remaining members would meet with the new Director Cultural Engagement when he takes up post early next year for a formal handover)
- that Ros Marshall and Gareth Bullock continue to be members of the Commercial Committee until the end of March 2019 as independents.
- that Janet Beer joins the Remuneration and Nominations Committees.
- that Mark Beddy joins the Commercial Committee
- that the new deputy chair will chair the Remuneration Committee and be a member of the Nominations and Risk Committees.

The Board expressed a concern on the lack of diversity on some committees. The Chair agreed to address this. The Chair also agreed to discuss remaining gaps with relevant individuals before coming back to the board for further approval.

#### 11. Chair's business

The Chair noted that Willy Roe has decided to formally stand down from the Board on 31<sup>st</sup> March, as although his term will end in May, the March Board meeting will be his last. The Chair reminded the Board that the role Willy has so ably filled, is co-opted, and will then pass to the chair of the Wales Advisory Committee.

#### 12. Any other business

There was no other business and the meeting ended at 15.30.

#### 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
18(04)	Progress on HR plans to be tracked more closely through the impact report and REMCO	Nov 2018
18(05)	Share summary of the correspondence between the Chair, CEO and Sec on the HSE and contract extensions issue	Dec 2018
18(05)	The Chair to ensure weekly meetings with the CEO, with the Secretary or another in attendance as an independent notetaker and share regular updates with the Board.	November 2018 and on going
18(05)	Consideration of the Chair's second term to come to the Board shortly so the Board can manage in conjunction with the recruitment of a new CEO	December/January

Current meeting

18(06)03	Provide a narrative that explains our ambitions, themes and areas of work with clarity on the benefits for the UK and countries in which we work.	Feb 2019
18(06)4	Share a list of current investments with Trustees	February 2019
18(06)10	Bring back further proposed changes to sub-committee membership for approval	December 2018