

In confidence

BCB(19)6th meeting

Tuesday 22 October 2019

MINUTES

Present

Stevie Spring Chairman
Rachel Lomax
Mark Beddy
Janet Beer
James Cronin
Stephen Deuchar
Yasmin Diamond
Rob Humphreys
Kirsty Lang
Clare Reddington
Fiona Salzen

In attendance

Ciarán Devane, Chief Executive
Kate Ewart-Biggs, Director Global Network
Andy Williams, Chief Operating Officer
Richard Thomas, Chief Financial Officer
Mark Robson, Director English and Examinations (item2)
Mark Walker, Regional Director East Asia (item2)
Catherine Ward, Global People Director (item 2)
Alison Coutts, Secretary

1. Chair introduction

1.1 Apologies & Conflict declarations

Lindsay Appleby, Kevin Havelock and David Verey had sent apologies for their absence.

There were no declarations of interest.

1.2 Minutes of the Board meeting of 10th July and matters arising

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

1.3 Chairman's comments

The Chairman thanked Rachel Lomax, Deputy Chair, for acting as Chairman over the preceding months.

The Chairman noted that Debbie Forster, the newly appointed Trustee, was unable to make the meeting but would attend the December meeting, and that induction meetings were being planned.

She also noted that the advert for a trustee to take over from Janet Beer next September would be advertised shortly, and that the Secretary would send round the link. She encouraged Trustees to share with their networks.

The Chairman then gave a summary of meetings and events she had attended. As some examples she mentioned a range of induction meetings, meetings with staff in the Manchester Office, joining an event with Future New participants, a meeting with the PUS and visiting the Arts Collection.

She encouraged Trustees to read the 'week in pictures' which is sent to Trustees weekly, as a reminder of the great things the British Council does.

2. Examinations strategy

Mark Robson, Catherine Ward and Mark Walker joined the meeting.

The CEO gave an introduction to options being explored to sustain our examinations work going forward.

Trustees were briefed about people implications for a couple of scenarios as background.

Trustees agreed that more information on both should come to the Board of Trustees meeting in December.

This should include revenue and cost projections. It should also be accompanied by more thought on the following:

- the risks and mitigations
- benefits for the mission, vision and purpose
- Impact on our brand
- What it would look like in ODA and non-ODA countries
- How it would impact on staff
- How safeguarding issues would be managed
- How it would affect our customers
- What the governance structure would be to ensure due diligence
- Resourcing requirements
- How it would impact on our investments and innovations strategies.

3. Management Reports

3.1 CEO

Ciaran updated Trustees on the situation in Iran and the organisation's support for the member of staff who has been imprisoned.

He also referred to meetings he'd had with DFID and DCMS over the last year which are now leading to concrete agreements.

He mentioned that he had attended the FCO Management Board along with Kate Ewart-Biggs and Andy Williams. This involved a useful discussion on strengthening the relationship between the British Council and FCO with agreement that senior staff should meet at least twice a year.

3.2 CFO

The CFO talked the trustees through the papers. He noted that the current forecast shows we are on track against the plan but results are still unpredictable as exchange rates will have an impact. He also noted that work is on-going on managing potential risks from Brexit which may also have an impact.

Trustees were content with performance against plan. They also asked that going forward, the cover sheet is clear on what has gone to plan, and what hasn't and is a concern, in order to help focus the discussion.

They also suggested that detailed annexes are posted in the reading room.

4. Corporate and governance

4.1 Commercial Committee Report

In Kevin Havelock's absence, Mark Beddy reported on the Commercial Committee meeting of 18th September. Mark noted that the minutes of the meeting had been shared with Trustees but particularly brought Trustees' attention to the following.

- the outcome of the UKVI Secure English Language Test concession tender is still pending due to a legal challenge.
- The board will shortly be asked for approval for a non-wholly-owned IELTS partnership subsidiary in China of the newly established IELTS UK joint venture,
- There has been some progress on schools.

He also noted that Kevin will be doing a review of the Committee's ways of working and Terms of Reference.

4.2 Changes to Sub-Committees

The Chairman noted that the committees need to be efficient and effective and make the best use of Trustees' time and the time and energy of the Senior Leadership Team. She noted that rather than suggest changes at her first Board meeting, she would consult further with the Nominations Committee and the executive and come back with recommendations.

5. Issues to note

5.1 Future Work Programme

The Chairman referred trustees to the draft work programme in the papers and asked for any suggestions to be sent to the Secretary.

In the meantime, it was noted that more time would need to be given to the examinations strategy and that other items planned for the December meeting would need to be re-scheduled. It was agreed that the Chairman would meet with the Secretary to update the Work Programme for 2020.

5.2 Tailored Review action tracking

Trustees reviewed progress and were content that this is on track.

6. Any other business

The CEO mentioned that a request for approval for the sale of a property would come to the Trustees shortly, as it is above the delegations of the CEO.

There was no other business and the meeting ended at 12.45.

Summary of action tracking

Meeting date	Action	Owner	Due date (note reasons for changes)	Status:
May 19	Share a tracking document on progress on Tailored Review recommendations	Andy W/Christopher Wade	July 2019. This will come to the Board quarterly until complete. A key to the RAG status has now been included. Complete by March 2020	Open but on track
May 19	Session on strategic partnerships including how the organisation approaches and manages them, and scale of ambition	Andrew H	October 2019 Delayed until early 2020 when it will come as part of a wider Cultural Engagement session. Fundraising strategy to come to the Dec Board meeting. At Oct 2019 meeting: agreed both the above delayed until the first half of 2020.	Open
May 19	Exams strategy: make recommendation based on options analysis for review at July Board	Ciaran D/Mark R	July 2019	Closed
July 19	Impact performance report format: include a one pager at the front to set out management's main concerns to help focus the trustees' conversations	Andy W	December 2019	Closed
July 19	Risk appetite statement: redraft definitions of high and low risk so more intuitive. Likewise either switch the indicators or eliminate them. Come back to the Dec Board for approval	Andy W	December 2019 The Risk Committee to review.	Closed
Oct 19	Exams Strategy: further options to be provided to the Board to consider and agree way forward	Ciaran/Mark R	December 2019	Open
Oct 19	Review Board meeting agendas for 2020 with the Chairman to take into account new priorities	Secretary	Jan 2020	Open