

In confidence

Tuesday 23 September 2025

12.00 – 15.30

MINUTES

Trustees present

Paul Thompson (Chair)
Wendy Alexander
Mariella Frostrup
Richard Hookway
Kate Marsh
Yaw Nsarkoh
Katy Radford
Fiona Salzen
Sushil Saluja
David Todd
Christian Turner
Paul Woodgates

In attendance

Scott McDonald, Chief Executive (CEO)
Kate Ewart-Biggs, Deputy Chair Executive (D/CEO)
Vijay Doshi, Chief Financial Officer (CFO)
Mark Walker, Director English & Exams
Rageh Omaar, Former Trustee
Nick Alexander, Chief Transformation Adviser (CTA)
Lucy Watkins, Director Global Change Programme (item 4)
Mark Stephens, Director Cultural Engagement (item 5)
Ruth Mackenzie, Director Arts (item 5)
Tom Birtwistle, Director Brazil (item 5)
Rebecca Simor, Director Festivals & Seasons (item 5)
Alison Coutts, Secretary

1. Chair's introduction

1.1 Apologies for absence and declarations of interest

Apologies were received from David Lefevre and Malcolm Press. Sushil Saluja declared an interest due to his spouse's appointment as an FCDO minister. As the minister does not oversee the British Council portfolio, the Board agreed this was manageable. The Secretary will notify the FCDO and register the declaration. No other declarations were made.

1.2 Minutes and matters arising

The minutes of the meetings held on 8 July and 6 August 2025 were approved. The Chair noted that matters arising would be addressed during the meeting. Trustee changes were

noted, including the departures of Katy Radford, Christian Turner, and Rageh Omaar. The Board expressed appreciation for their contributions. The annual Board diversity monitoring questionnaire will be circulated shortly and all trustees were encouraged to complete it.

2. CEO update

The CEO reported on operational highlights, including new contracts and partnerships across multiple countries. He noted ongoing crises affecting operations across the world and emphasised that strong internal risk management structures were in place to support. The financial position remains dependent on government negotiations, particularly regarding the loan and the outcome of the Spending Review. The risk of running out of cash within the next year was highlighted. It was noted that approval for the release of 'Berry' investment funds is pending and critical for transformation activities.

3. Update on FCDO discussions

The CEO and trustees discussed negotiations with the FCDO and Treasury concerning the loan, the turnaround plan and solvency. The recent ministerial changes will lead to a delay in reaching resolution. In the meantime, engagement continues, including meetings with the FCDO Permanent Under-Secretary and other senior officials. The Board asked that a formal request be put in for sight of the minutes from the 17 July meeting with the Foreign Secretary and Minister West. Nick Alexander, the new CTA, was introduced and will join Board discussions on the turnaround plan as needed.

4. Turnaround programme

4.1 Reports from Committees

The Finance Committee reviewed cash flow and solvency risks, noting potential cash shortfalls by late spring. It discussed investment challenges, trapped cash and currency depreciation risks, and contingency plans (Plan B and C).

The Commercial Committee focused on business performance, the turnaround plan, and digital capability. It had a deep dive on the China market strategy, including the potential for innovation transfer from China to other regions. China will be a focus at the November Strategy Day.

The Audit & Risk Committee reviewed the Annual Report & Accounts timeline and filing deadlines, noting that meeting the latter is dependent on a successful outcome from the loan negotiations or a letter of comfort before the end of the year. It also reviewed the reserves policy and risk management. It was satisfied that the financial sanctions compliance process was robust.

4.2 Management update

The CEO reported that project plans are being converted into business cases, with investment funding being the main constraint to meeting our targets. Alongside, a new reporting

framework is being developed to provide concise and meaningful updates to Committees and the Board. The turnaround plan includes closing 15 offices, contingent on FCDO negotiations as unilateral action could jeopardise trust and future funding. Trustees emphasised the need for political navigation whilst preparing alternative actions in case of further delay.

4.3 Summary draft milestones/due dates for Turnaround plan

Lucy presented a new reporting approach with standardised reports and critical milestones. The framework will support differentiated reporting for committees and the Board, with the first full packs due in October. The framework includes a rolling milestone report, which will support the planning of committee and Board agendas.

Trustees requested concise, high-level reporting on progress and the critical issues, including a focus on key markets. They confirmed the framework's usefulness.

5. Arts & Culture update: Edinburgh and Brazil festivals

The Chair welcomed Mark Stephens, Ruth Mackenzie, Tom Birtwistle and Rebecca Simor to the meeting.

The team gave a presentation on bilateral cultural seasons in Poland, Kenya, and Brazil, highlighting exhibitions, festivals, and partnerships.

Trustees expressed appreciation and requested early notification of future events which they could attend and/or promote.

6. CFO report: management information and Q1 forecast

The CFO referred to the reports in the Board pack which had been reviewed by the Finance Committee, and summarised the headlines. He noted the negative impact of foreign exchange losses and its impact on the turnaround plan.

7. Modern slavery statement

The Board reviewed and approved the annual Modern Slavery Statement. Management confirmed compliance with the Modern Slavery Act, the introduction of mandatory staff training, and enhanced supply chain risk management.

8. Any other business

Nominations & Governance Committee meeting report

The Chair shared the headlines from his report on the Nominations & Governance Committee meeting including its discussion on the governance of the Scotland, Wales and Northern Ireland Advisory Committees.

The Board approved recommended changes to the governance, noting that Country Chairs will attend the Board Strategy Day and one additional Board meeting annually, rather than continuing with the current representative arrangement. The Board also emphasised the importance of seeking strong applications from across the UK during trustee recruitment exercises.

The Chair proposed initiating recruitment for two trustees, including an arts professional and someone who would hold a safeguarding brief. The Board agreed that to observe proper governance this should return to the Nominations & Governance Committee for formal recommendation.

Board meetings

It was agreed that pre-Board briefings will be discontinued. The CEO and Secretary will codesign the Strategy Day agenda with the Chair. It was suggested that it focuses on vision and strategy alignment before drilling down into specific areas to which it would be helpful to have trustees' contributions. It was reinforced that all agendas should be managed this way, as the CEO has a detailed overview of progress and issues arising, and manages the priorities and workloads of the teams.

The Secretariat will review and revise the content of weekly trustee updates to improve communication and engagement.

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