

In confidence**BCB(20)2nd meeting**

Tuesday 24 March 2020

MINUTES**Present**

Stevie Spring
Rachel Lomax
Mark Beddy
Janet Beer
James Cronin
Stephen Deuchar
Yasmin Diamond
Tom Drew
Debbie Forster
Kevin Havelock
Rob Humphreys
Kirsty Lang
Clare Reddington
Fiona Salzen
David Verey

Chairman

In attendance

Ciaran Devane, Chief Executive (CEO)
Richard Thomas, Chief Finance Officer (CFO)
Andy Williams, Chief Operating Officer (COO)
Kate Ewart-Biggs, Director Global Network
Mark Robson, Director English and Exams (item 3)
Catherine Ward, Global People Director, (item 3)
Alison Coutts, Secretary

1. Chairman's introduction

1.1 Apologies for absence & declarations of interest

There were no apologies for absence and no declarations of interest.

1.2 Minutes of the Board meeting of 12th February 2020 and matters arising

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

The minutes were approved.

1.3 Chairman's comments

The Chairman welcomed Tom Drew to his first meeting.

She noted that the focus of the meeting would be almost entirely on the impact of Covid-19, but that other governance matters would be considered at the end.

2. Covid-19 risk management

The Chairman reminded Trustees that the financial impact is extremely serious, and that it is essential that Trustees are fully briefed and able to help navigate the organisation through both the immediate cashflow issues and ensuring it remains solvent for the longer-term.

She asked the CEO, CFO and Director Global Network to give short updates on the overall impact, the financial position and risks, and people and operational management.

The Board agreed that the senior leadership team has the management of the crisis well in hand with strong processes and structures (including the bronze, silver and gold groups) to support it. They noted that it is a very complicated picture involving working with a variety of governmental and legal systems across the world. They also observed that the management of evacuations of staff from a growing number of countries is being handled well and that there is a system of regular communications with staff across the world and in the UK. The Chairman on behalf of the Board recorded their thanks for the fantastic efforts undertaken by the network and UK teams in keeping people safe and managing the varying situations in every country.

In terms of the financial viability of the organisation and going concern risk, Trustees noted that the senior leadership team had already taken measures to reduce costs, including cancelling or delaying spend on programmes where not contractually committed, cutting back on spend on revenue generating work except where required to develop further revenue earning strands of work, freezing recruitment, and stopping all but essential travel (the latter includes repatriation costs). They also considered further measures being modelled which would have more drastic impact.

The Board discussed the seriousness of the liquidity issue, the reputational issue both in the UK and overseas if the organisation can't pay debts, and the risks that this would incur for some staff. They supported strong engagement with government and particularly with the FCO and agreed that the Chairman would write to the Foreign Secretary on their behalf after the meeting. It was noted that the Chairs of the Wales, Scotland and Northern Ireland Committees would offer courtesy calls with their governments to brief them.

Overall the Board agreed the following.

It would be useful to set out a set of principles both to guide decision making and to inform conversations with government. These could be related to people, the UK's reputation and future viability.

In terms of policies for staff, these should be in line with those the government is applying to civil servants. Although the organisation also needs to continue to model more extreme options in case required later, these should be agreed with the Board and government before implementing.

Trustees will have fortnightly calls over the next period to assess progress and agree further interventions.

A small group of trustees – the Chairman, Deputy Chair, Mark Beddy and Fiona Salzen, will meet more regularly to review the cashflow forecast.

In parallel with managing the immediate crisis, it will be important for the leadership team to have some staff focussed on developing ideas and operating models for what the organisation could look like in a changed future. The aim should be to enable the organisation to come out of the current situation financially stronger, as well as to identify new ways to strengthen the UK's international relationships. The work already done on Strategy 25 should help with this.

It will be important to find ways of working in close contact with the arts and higher education sectors during this period, which are also struggling to deal with the situation.

Trustees asked that communications with staff are shared with the Board, as well as some of the stories on the creative ways being tested by colleagues to deliver services and develop products digitally.

Trustees will share any relevant ideas from their own experience as well as contacts with the senior leadership team. They also offered to be sounding boards for the senior leadership team.

They noted that the Charity Commission will be updated following this Board meeting.

3. Examinations strategy

The Chairman welcomed Mark Robson, Director English and Exams, and Catherine Ward, Global People Director, to the meeting.

Overall Trustees agreed to put the project on hold whilst the British Council and partner organisations focus on managing the impact of Covid-19 for the next few months.

However it was noted that the team had already worked up draft implementation plans which can be picked up again and developed further when appropriate. The Board were also assured that no consultancy firms are currently being paid, and that this position will continue until the work is formally resumed.

The Chairman, on behalf of the Board, thanked Mark, Catherine and other staff involved, for all their hard work on this over a long period of time. She assured them that this would not be wasted as it had provided valuable groundwork for whichever direction the organisation takes in the future.

4. Strategy 25 and the Corporate Plan

Trustees agreed that the publication of Strategy 25 and the Corporate Plan should be delayed from April to October 2020. This is in order for the Strategy to be aligned with the government's Integrated Review and Spending Review, expected in July at the earliest, and to allow time to agree a budget for the Corporate Plan, which isn't currently possible due to the financial uncertainties caused by Covid-19.

5. Management reports

5.1 CEO

The CEO updated Trustees on the situation in Iran. The other most important issues in his report had been discussed in the previous conversations.

5.2 COO

The COO referred to the quarter 3 report in the pack. He noted that most of the management responses identified in the report were now largely on hold as the focus is on managing the impact of Covid-19. However the senior team will keep momentum going on the customer experience and digital as we need to continue innovating in these areas for the future. Trustees raised a concern on safeguarding as the organisation trials new products and ways of working. The COO noted that although challenging this is being taken into account, for example new platforms are being tested to ensure we don't compromise on safety before they are rolled out.

6. Corporate and governance

6.1 Reports from Audit & Finance, Risk and Commercial Committee meetings

The Chairs of the above Committees referred Trustees to the minutes of recent meetings which had been uploaded onto Diligent.

6.2 Commercial Committee updated Terms of Reference

Kevin noted the changes proposed following the Committee's annual review of its Terms of Reference.

The Board approved the updated Terms of Reference.

6.3 Updated Board Code of Conduct

Trustees noted that the Code had been revised in line with updates to the Cabinet Office code of conduct for board members of public bodies.

The Board approved the updated Board Code of Conduct.

7. Tailored Review action tracking, work programme and country priorities

The Board noted the papers related to the above which had been shared for information.

6. Any other business

Trustees noted that the briefing papers had been useful and focussed.

There was no other business and the meeting finished at 12.30.

There followed an in camera session with Trustees only.

Meeting date	Action	Owner	Due date (note reasons for changes)	Status:
Feb 2020	Share a paper on partnership funding, including fundraising <i>To be picked up in the Futures work</i>	Mark Stephens	Apr 2020	Closed
Mar 2020	Set up fortnightly Board calls for the next 2 months and more regular calls for a smaller group of trustees to review cashflow forecasts	Secretary	Mar 2020	Closed
Mar 2020	Share communications and stories with Trustees regularly <i>Regular comms from CEO and copies of D/GNT's daily messages shared</i>	Secretary	Mar 2020	Closed