

In confidence

Monday 29 January 2024 11.30 – 12.00

MINUTES**Trustees present**

Paul Thompson (Chair)
Sarah Sands
Mark Beddy
Wendy Alexander
Stephen Deuchar
Richard Hookway
Rageh Omaar
Katy Radford
Clare Reddington
Fiona Salzen
Sushil Saluja
Paul Woodgates

In attendance

Scott McDonald, Chief Executive (CEO)
Tye Wright, Head of Governance
Alison Coutts, Secretary

1. Chair's introduction**1.1 Apologies for absence and declarations of interest**

Tom Drew, David Lefevre and Malcolm Press had sent apologies for their absence. There were no declarations of interest.

2. British Council Framework Document

The Chair made the following remarks.

This is an important document, setting out the governance relationship between the British Council and the FCDO. It has been scrutinised carefully by the Chairs of the Audit & Risk,

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Commercial and Finance Committees but this is an opportunity for other trustees to comment and/or ask questions. Overall, the document seems to be in a good place with positive changes in several significant areas. It would therefore be good to agree it as quickly as possible. Following the discussion, the Board will be asked to approve the Framework Agreement and also to delegate approval of any minor changes, to the Chief Executive and Board Chair, with any significant changes proposed to return to the Board for agreement. The latter is required as, although the FCDO has made every effort to consult and gain approval from relevant officials along the way, including colleagues at HM Treasury, there may be some proposed changes during the formal review process.

The CEO commented as follows. The current Agreement has been problematic in various areas for some years, and although not all our requests have been addressed in the new Agreement, there are many notable improvements that give us more flexibility in some key areas. The executive's advice is therefore for the Board to approve the Agreement 'as is,' and to lock it down whilst there is the opportunity.

The Committee Chairs gave the following assurances. The Agreement has been through several iterations and many of the points raised with the FCDO have been agreed to. Although it is still not perfect it is probably the best achievable currently. In summary, Committee Chairs were of the view that nothing in the Agreement is more stringent than now, most is the same and there are some substantial improvements which will help us be more efficient and effective. The Committee Chairs recommended it to the Board for approval.

Trustees discussed the Agreement and asked questions for clarity. The Board then approved both the draft presented and to delegate approval of any minor changes, to the Chief Executive and Board Chair, with any significant changes to return to the Board for its consideration and agreement.

The Chair thanked the Committee Chairs for taking the time to review various iterations of the document and thanked the Head of Governance for an excellent on job on leading the process, with the input and contributions of other specialist teams.

3. Any other business

There was no other business and the meeting finished at 11.45.