

Minutes

Meeting of the National Citizen Service Board

14th November 2018

Held at the House of St Barnabas

Present

Brett Wigdortz
Chairman
Dame Sally Coates
Paul Cleal
Dame Julia Cleverdon
Flick Drummond
Ian Livingstone CBE
Michael Lynas
John Maltby
Lord Iain McNicol
Tristram Mayhew
Ndidi Okezie
Ashley Summerfield

In Attendance

John Enstone
General Counsel
Amy Franklin
Director of Network
Mobilisation
Miriam Jordan Keane
Chief Marketing and Sales
Officer
Sarah Knight
Policy manager
Kat Minett
Manager of the Office of the
Chair (CIC)
Naim Moukarzel
Acting Director of Impact
Tom Murdoch
External Counsel
Jo Passingham
Chief Finance Officer
Jeroen Sabbe
Director of Strategy
Kate Wood
Chief People Officer
Simon Woods
IT Director

Wednesday 14th November, 1.00 p.m. - 4.00 p.m.

1. Apologies

1.1 No apologies were received.

2. Conflicts of Interest

2.1 No conflicts of interest were declared.

3. Introductions

3.1 The non-executive members introduced themselves, explaining their reasons for joining the new Board and their vision for the future.

3.2 The Chair welcomed the Board members.

4. NCS Strategy

Note: the external legal counsel was not present for this section of the meeting.

4.1 Documents tabled:

4.1.1 The NCS Strategy was circulated in advance.

4.2 Discussion:

4.2.1 The NCS Trust Senior Leadership Team entered, introduced themselves, and gave a brief overview of the six pillars of the NCS Strategy: continued and sustainable growth; improved quality and impact; lower unit cost and higher value for money; expanded network of diverse partners; independent and accountable organisation with broad-based support; and organisational health. They also gave a brief overview of recommissioning.

4.2.2 The Board asked wide-ranging questions about NCS Strategy, including questions about the delivery ecosystem, contracting environment and the Trust's upcoming recommissioning programme. A question was raised on the reasons for following a phased approach, rather than moving to the new recommissioning model more quickly. It was answered that this had been extensively discussed with the Department of Digital, Culture, Media and Sport ("Department"), with the end result being it would be best to have a testing period before moving to the full model.

4.2.3 It was asked how the Board could best support the leadership team in achieving the strategy presented, and the leadership team agreed that designated members would reach out to Board members individually for their input and support with key parts of the strategy. The leadership team also agreed to send the Board the slides presented.

4.3 Decision

4.3.1 The Board requested the Senior Leadership Team lead on each aspect of the strategy connect with the two Board members who have agreed to lead from the Board on that pillar.

Action: NCS Trust Senior Leadership Team

4.3.2 The Board requested that the presentation slides be circulated.

Action: NCS Trust Senior Leadership Team

Note: the NCS Trust senior leadership team left the meeting, and the external counsel joined.

5. Delegations of authority

5.1 Documents tabled:

5.1.1 The existing Community Interest Company delegations of authority.

5.2 Discussion

5.2.1 NCS Trust General Counsel explained that the existing delegations of authority had been previously agreed by the Community Interest Company, and sign off was required in order for the Royal Charter Body Board to operate from 1 December and to approve the documents presented for discussion at the Board meeting. The Board were advised that should any comments or issues arise in the new working environment, the Board is free to change these delegations of authority in the future, within the legal and regulatory framework it is subject to.

5.3 Decision

5.3.1 The Board resolved to approve the delegations of authority, noting the advice of the legal advisors and others present.

6. Management Agreement

6.1 Documents tabled:

6.1.1 The draft Interim Management Agreement with the Department for the new body; and accompanying "Ways of Working" document as agreed with the Department.

6.2 Discussion

6.2.1 It was explained that the Interim Management Agreement lasts for the period until 31st March 2019, by which point a full agreement will be negotiated. The Board was generally satisfied with the Agreement, but there was some concern about the balance between independence and control, specifically with respect to Cabinet Office spend controls. The Board agreed that they were unable to sign off the spend controls without further discussion and time in post.

6.2.2 The Board requested that the Trust revert back to the Department with this decision.

6.3 Decision

6.3.1 The Board resolved not to approve the Interim Management Agreement whilst it included the item of Cabinet Office spend controls.

6.3.2 The Board resolved to set up a working group from among its Members to support this work, as well as with the full agreement once it comes to be negotiated. This smaller group will consist of John Maltby, Flick Drummond and Dame Julia Cleverdon. It will meet to discuss the Interim Management Agreement in due course, and be kept regularly in the loop with full Management Agreement negotiations. It will report progress to the main Board.

Action: NCS Trust Board

7. Intellectual Property Agreement

7.1 Documents tabled:

7.1.1 Draft Interim Intellectual Property Agreement.

7.2 Discussion

7.2.1 The Board were provided with the background to the Interim Intellectual Property Agreement, including the Department's current ownership of the Intellectual Property in the Community Interest Company's Intellectual Property Agreement. The General Counsel explained that the Agreement in its current form is substantively the same as that which would be signed with the Department, were the Board to approve it, subject to some changes that the team is currently negotiating, including the sublicensing of the intellectual property rights down the NCS supply chain.

7.2.2 The Board questioned whether Government should continue to own NCS intellectual property, in light of the Trust being incorporated through Royal Charter by Parliament as the organisation entrusted with the delivery of NCS. It was raised that this issue is likely to become more important in light of recommissioning plans.

7.3 Decision

7.3.1 The Board resolved not to approve the Intellectual Property Agreement in its current form or in a substantially similar form.

7.3.2 The Board requested research be conducted into precedents amongst other similar organisations.

Action: NCS Trust Senior Leadership Team

7.3.3 The Board requested that the issue of the ownership of the NCS Intellectual Property be taken back to the Department for further discussion in light of the NCS Royal Charter.

Action: NCS Trust Senior Leadership Team

8. Board Committees

8.1 Documents tabled:

8.1.1 Terms of Reference for Board Committees: People (including Remuneration); Impact and Safeguarding; Audit and Risk.

8.1.2 Proposed membership of Committees.

8.2 Discussion

8.2.1 The proposed Committee Chairs gave a short overview of the key priorities for their committees. The Board agreed the membership of the committees, and had a short discussion about which other industry experts could be invited to join the committees. The

8.2.2 A question was raised about the interdependencies between the committees, and it was decided that there should be a joint committee once per year for all three Committees.

8.2.3 Diversity was also discussed, with the Board emphasising the importance of diversity within the Committees.

8.3 Decision

8.3.1 The Board resolved to agree the Committee Terms of Reference, noting the advice of the legal advisors and others present. The Terms and Reference can be found in Appendix 1 of these minutes. Membership was agreed as below:

Committee	Membership
Audit and Risk Committee	Paul (Chair), John (vice-Chair), Sally, Gov't Rep (TBD), 1-2 external members (TBD).
People Committee (to include Remuneration Committee with Government)	Ashley (Chair), Julia, Iain, 1 external member (TBD).

Representative)	(+Gov't rep on RemCom)
Impact & Safeguarding Committee	Tristram (Chair), Ndid, Flick, 1-2 external members (TBD)

8.3.2 The Board resolved to hold a joint Committee once a year, including all three committees.

Action: NCS Trust Board

9. Organisational policies

9.1 Documents tabled

9.1.1 List of critical organisational policies.

9.2 Discussion

9.2.1 The Board discussed continuing to use the policies of the Community Interest Company. The Committees agreed to review these policies at their first meeting, including which policies would be discussed by each committee, and revert to the Board at the next meeting.

9.2.2 The Board was reminded that their expenses and remuneration will be published.

9.3 Decision

9.3.1 The Board resolved that the Royal Charter Body will inherit Community Interest Company policies and discuss these at its first committee meetings, the Chairs of which would revert to the Board at the next meeting. The list of policies and responsible committees is as below:

Critical policy name	Owner	Reviewing Committee
Whistleblowing (for and about NCS Trust employees)	Chief People Officer	People
Safeguarding (including whistleblowing on programme)	Chief Programme Officer	Impact and Safeguarding
Gifts and corporate hospitality	Chief Finance Officer	ARC
Expenses	Chief Finance Officer	ARC
Health, Safety & Security for NCS Trust employees and visitors	Chief People Officer	People
Diversity and Inclusion for NCS Trust employees	Chief People Officer	People

Action: NCS Trust Board Committee Chairs

9.3.2 The Board requested that critical policies be sent to relevant committee chairs.

Action: NCS Trust Senior Leadership Team

9.3.3 The Board requested that the expense policy be sent to it.

Action: NCS Trust Senior Leadership Team

10. By-laws and Matters Reserved

10.1 Documents tabled

10.1.1 By-laws (including provisions for the NCS Board of Patrons and other minor changes to the version originally circulated).

10.1.2 Matters Reserved.

10.2 Discussion

10.2.1 The external counsel explained that the Act and Charter are the NCS's governing documents. They provide the framework for NCS's constitution, but they do not provide much in the way of administrative detail. Charter bodies typically adopt "By-laws" for this purpose, which are subordinate to the Act and Charter.

10.2.2 It was explained that the Matters Reserved list the matters that the Board does not wish to delegate to others. These are generally matters which are intrinsic to the essence of the organisation, expensive, highly risky or otherwise contentious.

10.2.3 It was raised that D&O insurance was an important consideration for Board members. It was responded that D&O cover will be in place from the "go-live" date until May next year; however in future it is the preference of Government to meet the liabilities of the Members, and this was still in discussion with the Department. The Board requested further detail on the existing cover and the Government's proposed arrangement.

10.3 Decision

10.3.1 The Board resolved to approve By-laws and Matters Reserved, noting the advice of the legal advisors and others present.

10.3.2 The Board requested that further information on existing insurance arrangements be circulated.

Action: NCS Trust Senior Leadership Team

11. Royal Charter body due diligence on Community Interest Company

11.1 Documents tabled

11.1.1 Due diligence checklist.

11.1.2 Due diligence pack.

11.1.3 Community Interest Company Regulator approval.

11.2 Discussion

11.2.1 The purpose and substance of the due diligence was explained, including that (a) the transfer from the CIC to the Royal Charter Body takes effect partly by means of the Scheme of the Secretary of State (made under the Act), and partly under the Deed of Transfer, considered in the next agenda item; and (b) that the due diligence papers summarise the checks and enquiries into the assets and liabilities of the CIC, which are intended to satisfy the Royal Charter Body that it is not assuming any inappropriate or unintended liabilities.

11.2.2 Further detail on the long term leases was provided. It was asked whether there were any other liabilities that the Board should be aware of. It was responded that there weren't. The Board requested formal confirmation of this in writing.

11.2.3 A question was raised with regard to more detail on the commentary on the debtors and creditors, and it was agreed that the CIC would provide further assurances on this

matter specifically.

11.3 Decision

11.3.1 Noting the advice of the legal advisors and others present, the Board resolved to approve the due diligence materials

11.3.1 The Board requested a letter of reassurance from the Management and the General Counsel, and further detail on the debtors and creditors list.

Action: NCS Trust Senior Leadership Team

12. Deed of transfer

12.1 Documents tabled

12.1.1 Deed of Transfer.

12.2 Discussion

12.2.1 It was explained that the Deed of Transfer is the formal document that transfers assets to the Community Interest Company, alongside the Transfer Scheme referred to in the preceding item. It was explained that the Act permits the Secretary of State of the Department to make this Transfer Scheme which sets out the transfer of the Community Interest Company's assets to the new entity, and the Deed of Transfer provides further detail on how these assets should be transferred, including a safeguard that the transferred assets would be restricted for "purposes beneficial to the community", consistent with CIC law and the RCB's public functions (in the Charter) and provision of the NCS programme. As is conventional in transfers of this sort between not-for-profits, the Deed includes an indemnity in favour of the outgoing directors, capped at the value of the assets transferred. It was reported that the Regulator of Community Companies had approved the transfer.

12.2.2 It was raised that the Community Interest Company had reserved assets of non-government income, and it was confirmed that the Deed of Transfer does not include these reserves. This is while discussions continue with the Community Interest Company Board about the wind-down of the Community Interest Company, and while awaiting assurances for the Community Interest Company Board on how the parental contributions would be used by the new entity if transferred.

12.3 Decision

12.3.1 The Board resolved to approve the Deed of Transfer, noting the advice of the legal advisors and others present.

12.3.2 The Royal Charter Board resolved to seek information on the result of CIC decision making on the reserves.

Action: NCS Trust Board

13. Novation Deed

13.1 Documents tabled

13.1.1 Novation Deed.

13.2 Discussion

13.2.1 It was explained that the Novation Deed is the arrangement through which the Community Interest Company will transfer supplier rights and obligations to the new entity.

13.2.2 It was confirmed that the rights and obligations, past, present, and future, will transfer.

13.2.3 The question of how the Board can have confidence that there are no substantive, undeclared liabilities was raised. The General Counsel stated they were not aware of any

liabilities outstanding besides regular contract payments, reminding the Board that the agreement mirrors the terms set out by the Secretary of State in the Property Transfer Scheme. The General Counsel agreed to set this out in writing.

13.2.4 The General Counsel also raised the point that there were a large number of Novation Deeds that would need to be signed by the Board in due course. The Board agreed to support in signing the documents.

13.3 Decision

13.3.1 The Board resolved to approve the Novation Deed, noting the advice of the legal advisors and others present.

13.3.2 The Board requested that assurances with regards to outstanding liabilities be confirmed in writing.

Action: NCS Trust Senior Leadership Team

13.3.3 The Board resolved to support the Trust in signing the Novation Deeds.

Action: NCS Trust Board

Appendix 1: Committee Terms of Reference

Audit and Risk Committee

Terms of Reference

1. Role

- 1.1. Develop and review the principles and standards to be applied in reviewing the financial and other management functions of the NCS Trust, including the identification and mitigation of risks to the objectives of the NCS Trust.
- 1.2. Make recommendations to the NCS Trust about the exercise of those functions.
- 1.3. Act as a wider finance committee, providing scrutiny and oversight in the areas of regulatory compliance, financial strategy and performance, financial reporting, controls, internal and external audit, risk management and other related finance functions.

2. Membership

- 2.1 The Committee shall comprise:
 - 2.1.1 A Government Representative (to be appointed by the Secretary of State of DCMS in consultation with the Chair of the NCS Trust); and
 - 2.1.2 A minimum of two independent Non-Executive members.
 - 2.1.3 One member of the Committee shall serve as Chair, who must be a non-executive member of the Board.
 - 2.1.4 The members of the Committee, other than the Government Representative but including the Chair of the Committee, shall be appointed by the Board on the recommendation of the Nomination Committee.
- 2.2 The Board is permitted to appoint non-Board members to the Committee, however there must be a majority of Board members.
- 2.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the CEO and CFO may be invited to attend for all or part of any meeting.
- 2.4 The Company Secretary shall be secretary of the Committee.
- 2.5 Each year the membership of the Committee will be displayed in the Annual Report and Accounts.

3. Meetings and Quorum

- 3.1 The Committee will meet at least twice a year.

- 3.1 The quorum for meetings shall be two members, both of whom need to be non-executive Board members; and
- 3.2 Any member of the Committee who has any personal interest in the matters to be considered by the Committee must declare that interest and must absent themselves from any meeting while such issue is being considered.

4. Main responsibilities

Regulatory compliance

- 4.1 Ensure the organisation is meeting its regulatory obligations, including those set out in the Act, Charter and DCMS Management Agreement, and other relevant legislation and/or regulations.

Financial strategy and performance

- 4.2 Set the overall annual budget for NCS including the development of projections for delivery costs, central costs (staff, marketing expenditure etc) and income generation. The final budget is subject to approval by the Board.
- 4.3 Develop key performance indicators and forward-looking metrics to predict outturn against budget.
- 4.4 Review performance quarterly against agreed financial and other key metrics.
- 4.5 Collaborate with the Impact and Safeguarding committee to develop impact metrics and assess performance.
- 4.6 Ensure Delegated Authority levels for expenditure are set and adhered to.
- 4.7 Review the effectiveness of the finance function and provide support where required.

Financial reporting

- 4.8 Monitor the integrity of the financial statements of the NCS Trust including its annual and half-yearly reports, interim management statements, and any other formal statements relating to its financial performance, and review and report to the Board on significant financial reporting issues and judgements which those statements contain having regard to matters communicated to it by the auditor.
- 4.9 In particular, the Committee shall review and challenge where necessary:
 - 4.9.1 the application of significant accounting policies and any changes to them;
 - 4.9.2 the methods used to account for significant or unusual transactions where different approaches are possible;
 - 4.9.3 whether the NCS Trust has adopted appropriate accounting policies and made appropriate estimates and judgements, taking into account the external auditor's views on the financial statements; and
 - 4.9.4 and all material information presented with the financial statements, including the strategic report and the corporate governance statements relating to the audit and to risk management.
- 4.10 Review any other statements requiring Board approval which contain financial information first, where to carry out a review prior to Board approval would be practicable and consistent with any prompt reporting requirements under any law or regulation.

- 4.11 Review the content of the annual report and accounts and advise the Board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary to assess the NCS Trust's performance, organisation model and strategy.

Controls

- 4.12 Ensure the organisation has proportionate and robust financial and wider controls in place.
- 4.13 Report to the Board on the NCS Trust's internal financial and other controls systems that identify, assess, manage and monitor financial and other risks.
- 4.14 Put to the Board for approval the statements to be included in the annual report concerning internal control, risk management and the viability statement.
- 4.15 Report to the Board on the adequacy and security of the NCS Trust's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action,
- 4.16 Report to the Board on the NCS Trust's systems and controls for the prevention of bribery and receive reports on non-compliance.

Internal audit

- 4.17 Review and report to the Board on the role and mandate of internal audit, including the effectiveness of its work, and annually approve the internal audit charter ensuring it is appropriate for the current needs of the organisation.
- 4.18 Review and put to the Board for approval, the annual internal audit plan to ensure it is aligned to the key risks of the organisation and receive regular reports on work carried out.
- 4.19 Ensure internal audit has unrestricted scope, the necessary resources and access to information to enable it to fulfil its mandate, ensure there is open communication between different functions and that the internal audit function evaluates the effectiveness of these functions as part of its internal audit plan, and ensure that the internal audit function is equipped to perform in accordance with appropriate professional standards for internal auditors.
- 4.20 Ensure the internal auditor has direct access to the Board Chair and to the Committee Chair, providing independence from the executive and accountability to the Committee.
- 4.21 Carry out an annual assessment of the effectiveness of the internal audit function; and as part of this assessment: meet with the head of internal audit without the presence of management to discuss the effectiveness of the function.
- 4.22 Review and assess the annual internal audit work plan.
- 4.23 Receive a report on the results of the internal auditor's work.

- 4.24 Determine whether it is satisfied that the quality, experience and expertise of internal audit is appropriate for the organisation.
- 4.25 Review the actions taken by management to implement the recommendations of internal audit and to support the effective working of the internal audit function.
- 4.26 Monitor and assess the role and effectiveness of the internal audit function in the overall context of the NCS Trust's risk management system and the work of compliance, finance and the external auditor.

External audit

- 4.27 Seek to ensure coordination of the external audit with the activities of the internal audit function.
- 4.28 Evaluate the risks to the quality and effectiveness of the financial reporting process in the light of the external auditor's communications with the Committee.
- 4.29 Meet regularly with the external auditor (including once at the planning stage before the audit and once after the audit at the reporting stage) and, at least once a year, meet with the external auditor without management being present, to discuss the auditor's remit and any issues arising from the audit.
- 4.30 Discuss with the external auditor the factors that could affect audit quality and review and approve the annual audit plan, ensuring it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team.
- 4.31 Review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
 - 4.31.1 a discussion of any major issues which arose during the audit;
 - 4.31.2 the auditor's explanation of how the risks to audit quality were addressed;
 - 4.31.3 key accounting and audit judgements;
 - 4.31.4 the auditor's view of their interactions with senior management; and
 - 4.31.5 levels of errors identified during the audit.
- 4.32 Review and report to the Board on the management letter and management's response to the auditor's findings and recommendations;
- 4.33 Review the effectiveness of the audit process, including an assessment of the quality of the audit, the handling of key judgements by the auditor, and the auditor's response to questions from the Committee.

Risk management

- 4.34 Advise the Board on the NCS Trust's' overall risk appetite, tolerance and strategy.
- 4.35 Oversee and advise the Board on the current risk exposures of the NCS Trust and future risk strategy, including identification of risks to the Trust's objectives and plans and review mitigating strategies to address these, as well as horizon scanning for longer term risks to the NCS's vision and mission.

- 4.36 Advise the Board on the risks and mitigations related to major projects and change programmes carried out by NCS Trust.
- 4.37 Review the NCS Trust's capability to identify and manage new risk types.
- 4.38 Review the NCS Trust's procedures for detecting fraud.
- 4.39 Review the NCS Trust's procedures for the prevention of bribery.
- 4.40 Consider and approve the remit of the risk management function and ensure it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards. The committee shall also ensure the function has adequate independence and is free from management and other restrictions.

Other

- 4.41 The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board on how it has discharged its responsibilities. This report shall include the significant issues that it considered in relation to the financial statements (and how these were addressed);
 - 4.41.1 Have regard to the ongoing appropriateness and relevance of the Audit and Risk policy, relevant comparisons and practice, together with any other relevant guidance including advice from external consultants.
- 4.42 Review a number of possible scenarios to test how the Audit and Risk system will react to future external and internal events.
- 4.43 Perform any other duties or responsibilities relating to Audit and Risk issues delegated to the Committee by the Board from time to time.
- 4.44 Work and liaise as necessary with all other Board Committees.
- 4.45 Review, on an annual basis, the Committee's Terms of Reference and recommend to the Board any amendments thereto.

5. Authority

- 5.1 The Chair of the Committee will report to the Board on the Committee's proceedings and recommendations after each meeting. Committee minutes will also be circulated to the Board;
- 5.2 The Committee is authorised to seek any information it requires from any employee of the NCS Trust to enable it discharge its responsibilities.
- 5.3 The Committee may invite any Director, Executive or other person to attend any meeting(s) of the Committee as it may from time to time consider desirable to assist the Committee in the attainment of its objectives.

6. **Resourcing and Performance Evaluation**

- 6.1 The Committee shall have access to sufficient resources in order to carry out its duties.
- 6.2 The Committee is permitted to incur reasonable expenses in the carrying out its duties in line with the Expenses Policy.
- 6.3 As and when required the Committee may access professional advice and may commission both informal and formal Audit and Risk studies to assist its formulation of Audit and Risk policy.
- 6.4 The Committee shall be provided with appropriate and timely induction and training.
- 6.5 On a yearly basis, the Committee shall review the effectiveness of its operations and report to the Board on its findings and recommendations.

People Committee

Terms of Reference

1. Role

- 1.1. The People Committee is appointed by the Board of National Citizen Service (NCS) Trust to assist the Board in its monitoring of people-related matters. It will include the following functions:
 - 1.1.1. Nominations including board structure, composition, succession planning and appointments. This includes both non-executive members of the Board and executive members i.e. the Chief Executive Officer. The public appointment committee will be responsible for appointing non-executive members to the Board with the NCS Trust Chair.
 - 1.1.2. Remuneration and benefits policy.
 - 1.1.3. Oversight of NCS Trust's organisational health, including culture, values, ethical standards, diversity and inclusion, and organisational design.

2. Membership

- 2.1 The Committee shall comprise a minimum of two independent Non-Executive members, one of whom shall serve as the Chair of the Committee.
- 2.2 The Chair of the Board may serve on the Committee as an additional member (but not as Chair of the Committee).
- 2.3 The members of the Committee shall be appointed by the Board.
- 2.4 The Board is permitted to appoint non-Board members to the Committee, however there must be a majority of Board members.
- 2.5 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the CEO and Chief People Officer may be invited to attend for all or part of any meeting.
- 2.6 The Company Secretary shall be secretary of the Committee.
- 2.7 Each year the membership of the Committee will be displayed in the Annual Report and Accounts.

3. Meetings and Quorum

- 3.1 The Committee will meet at least twice a year;
- 3.2 The quorum for meetings shall be two members, both of whom need to be non-executive Board members; and

- 3.3 Any member of the Committee who has any personal interest in the matters to be considered by the Committee must declare that interest and must absent themselves from any meeting while such issue is being considered.

4. Main responsibilities

Nominations

- 4.1 Regularly review and report to the Board on the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board (both non-executive and executive members), and make recommendations to the Chair with regard to any changes.
- 4.2 Ensure an appropriate succession policy is in place for the Chief Executive. The Chair and non-executive directors are appointed via the Public Appointments process.
- 4.3 Assist the Chair with dispensing the responsibilities around Board appointments in line with the process laid out in NCS Trust's Royal Charter.
- 4.4 Make recommendations to the Board about the appointment of the Chief Executive.
- 4.5 Before making recommendations, conduct a fair, open and merit-based competition.
- 4.6 Perform any other duties or responsibilities relating to nomination issues delegated to the Committee by the Board from time to time.
- 4.7 Work and liaise as necessary with all other Board Committees.
- 4.8 Review, on an annual basis, the Committee's Terms of Reference and recommend to the Board any amendments.
- 4.9 In framing nomination policies, give full consideration to the principles and provisions of the UK Corporate Governance Code and Guidance on Board Effectiveness 2018.

Remuneration (subcommittee)

- 4.10 Have a subcommittee called the Remuneration Committee that:
- 4.10.1 Make recommendations to the NCS Trust Board about the remuneration policy (but not about individual pay decisions).
 - 4.10.2 In case the NCS Trust Board makes any changes to the recommendation, to determine whether or not to approve the remuneration policy prepared by the NCS Trust Board and submitted by it to the committee for approval. The policy is not approved unless the representative of the Government votes to approve the policy and in the event of a tie, the representative of the Government has a casting vote. The Government representative will use their judgement in casting their vote based on the independent data presented to them.

- 4.10.3 Provide the NCS Trust Board with the required information to make an informed decision about CEO remuneration. This information must include a performance assessment and relevant remuneration benchmarks.

Note: further detail on the membership, meetings and quorum, duties, authority, and evaluation of the Remuneration committee, can be found in the Remuneration Committee [Terms of Reference](#).

Organisational health

- 4.11 Provide oversight and recommend policies to the Board related to NCS Trust's organisational health. This may include, but is not limited to: culture, values, ethical standards, diversity and inclusion, and organisational design.
- 4.12 Support the Board in tracking the diversity of NCS Trust and ensuring it provides an inclusive working environment for people of all backgrounds and characteristics.
- 4.13 Review and report to the Board on organisational culture and values, and the impact of any incentives on this.
- 4.14 Carry out and report to the Board on benchmarking of remuneration policies to ensure the organisation remains an attractive employer within the non-profit sector.
- 4.15 Review and report to the Board on its performance as part of an annual Board Effectiveness Review.
- 4.16 Inform the Board of the ongoing appropriateness and relevance of the organisational health policies, relevant comparisons and practice, together with any other relevant guidance including advice from external consultants.
- 4.17 Ensure the executive team put in place an appropriate and regular (at least annual) survey open to all employees on the subject of organisational health. Monitor the results of this survey and support the dissemination of its results and any response taken by the executive team to the full Board.
- 4.18 Receive any confidential reports on employee complaints, grievances and whistleblowing, and ensure they have been processed in line with the NCS Trust Whistleblowing policy.
- 4.19 Perform any other duties or responsibilities relating to NCS' People delegated to the Committee by the Board from time to time.
- 4.20 Work and liaise as necessary with all other Board committees.

5. Authority

- 5.1 The Chair of the Committee will report to the Board on the Committee's proceedings and recommendations after each meeting. Committee minutes will also be circulated to the Board;

- 5.2 The Committee will operate under delegated authority from the Board and the Chair of the Committee will report to the Board on the Committee's proceedings and recommendations after each meeting.
- 5.3 The Committee is authorised to seek any information it requires from any employee of the NCS Trust to enable it to discharge its responsibilities.
- 5.4 The Committee may invite any Director, Executive or other person to attend any meeting(s) of the Committee as it may from time to time consider desirable to assist the Committee in the attainment of its objectives.
6. **Resourcing and Performance Evaluation**
- 6.1 The Committee shall have access to sufficient resources in order to carry out its duties.
- 6.2 The Committee is permitted to incur reasonable expenses in the carrying out its duties in line with the Expenses Policy.
- 6.3 As and when required the Committee may access professional advice and may commission both informal and formal remuneration studies to assist its formulation of remuneration policy. Any advisors used should be different from those used by the Executive.
- 6.4 The Committee shall be provided with appropriate and timely induction and training.

Safeguarding and Impact Committee

Terms of Reference

1. Role

- 1.1. Ensure that the safety and wellbeing of NCS participants is at the forefront of organisational decision making.
- 1.2. Scrutinise, challenge and shape the strategy for evolving the NCS programme and how its impact and value are measured and understood.

2. Membership

- 2.1 The Committee shall comprise a minimum of two independent Non-Executive members, one of whom shall serve as the Chair of the Committee.
- 2.2 The Chair of the Board may serve on the Committee as an additional member (but not as Chair of the Committee) if he or she was considered independent on appointment as Chair of the Board.
- 2.3 The members of the Committee shall be appointed by the Board.
- 2.4 The Board is permitted to appoint non-Board members to the Committee, however there must be a majority of Board members.
- 2.5 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the CEO, or Chief Programme Officer, may be invited to attend for all or part of any meeting.
- 2.6 The Company Secretary shall be secretary of the Committee.
- 2.7 Each year the membership of the Committee will be displayed in the Annual Report and Accounts.

3. Meetings and Quorum

- 3.1 The Committee will meet at least twice per year.
- 3.1 The quorum for meetings shall be two members, both of whom need to be non-executive Board members; and
- 3.2 Any member of the Committee who has any personal interest in the matters to be considered by the Committee must declare that interest and must absent himself/herself from any meeting while such issue is being considered.

4. Main responsibilities

Safeguarding

- 4.1 Support NCS Trust in ensuring activities are designed in a way that will safeguard and promote the welfare of children and young people.
- 4.2 Regularly (at least once per year) review safeguarding policies and procedures to ensure documentation is up to date and fit for purpose.
- 4.3 Support the executive team in having a robust process in place to ensure that all Level 1 incidents, and Level 2 incidents, as classified in the NCS Crisis and Incidents Reporting Guide, and relating to safeguarding specifically, are thoroughly investigated, and recommendations are made on improvements to policies and procedures.
- 4.4 Provide a report at each Board meeting on any Level 1 or 2 incidents, including resolution.

Impact and research

- 4.5 Advise on general strategy to improve NCS Trust impact in order for it to achieve its overall objectives; steering the overall shape, direction and policy relevance of the the Trust's impact work programme.
- 4.6 Support the Trust in defining its impact in a clear and robust way, and ensuring this is appropriately incorporated into the overall value for money of the NCS programme.
- 4.7 Help to ensure impact and safeguarding are considered together in NCS programme design.
- 4.8 Advise on the Trust's annual research and evaluation plan.
- 4.9 Engage key audiences to support the promotion of the impact and value of NCS.

5. Authority

- 5.1 The Chair of the Committee will report to the Board on the Committee's proceedings and recommendations after each meeting. Committee minutes will also be circulated to the Board.
- 5.2 The Committee is permitted to incur reasonable expenses in the carrying out its duties in line with the Expenses Policy.
- 5.3 The Committee is authorised to seek any information it requires from any employee of the NCS Trust to enable it discharge its responsibilities.
- 5.4 The Committee may invite any Director, Executive or other person to attend any meeting(s) of the Committee as it may from time to time consider desirable to assist the Committee in the attainment of its objectives.

6. Resourcing and Performance Evaluation

- 6.1 The Committee shall have access to sufficient resources in order to carry out its duties.
- 6.2 As and when required the Committee may commission professional advice.

- 6.3 The Committee shall be provided with appropriate and timely induction and training.
- 6.4 The Committee will report back to the Board after each Committee meeting. On a yearly basis, the Committee shall review the effectiveness of its operations and report to the Board on its findings and recommendations.