

NCST BOARD MEETING

MINUTES 5TH DECEMBER 2024

Location	The Belvedere meeting room The National Gallery Trafalgar Square London
Participants	Harris Bokhari (Chair) Michael Devlin (Interim CEO) Catrin Anderson Jonathan Freeman Duncan McCourt Jacquie Nnochiri Deborah Tavana (Virtual) Amanda Timberg Darren Xiberras Adnan Shafi (Board Apprentice) Tristram Mayhew (Ext Member) Jess Evans (Youth Rep) Rachel Oloyede (Youth Rep)
In attendance	NCS Trust Amanda Best - Chief Operating Officer Sarah Charlton - Executive Director, Digital Products Sarfraz Nawaz - Executive Director, Finance Adrian Ruddock - Executive Director, Digital and Technology Hannah Stoddart - Executive Director, Strategy and Insight (Virtual) Jo Hutchinson - Executive Director, Digital Products Kelly Holder - Executive Director, Operations & Transformation Sarah Knight - Head of Board Governance and Organisational Compliance Laura Fraser-Stables - Executive Assistant to the Chair
Apologies	Michael Livingston (Gov Rep invited as a guest) Ndidi Okezie (Ext Member)

Meeting note: Mr. Bokhari requested and led an extra closed NED-only session for 10 minutes before the Board meeting commenced

1. WELCOME AND ANNOUNCEMENTS

1A - WELCOME

- Mr. Bokhari welcomed the Board and the Executive to the meeting and thanked the National Gallery for hosting
- Mr. Bokhari also welcomed Mr. Mayhew in his new capacity as an external board member
- Mr. Bokhari noted that Ms. Willey was leaving the Trust and thanked her for her work

1B - APOLOGIES

- Apologies were noted from: Ndidi Okezie (Ext Member) and Michael Livingston (Gov Rep invited as a guest)

1C - REVIEW OF CONFLICTS OF INTEREST

- No conflicts were noted with regards to the meeting business from board members; however, it was noted that all NCS staff members were conflicted with regards to the redundancy process being planned; in the circumstances this was unavoidable
- It was noted that Mr Bokhari's invitation to support the new youth strategy also could be seen as a conflict, though on balance this was seen as a positive outcome for young people; furthermore; the role had not yet been scoped or commenced

1D - CHAIR'S UPDATE

- The Non Executive Director interviews and CEO recruitment were no longer going forward due to the announcement to close the Trust
- Immediate priorities included supporting NCS staff, and working to ensure NCS value had as much longevity as possible for young people and the youth sector
- Mr. Bokhari reminded board members to be cognisant of their responsibilities as set out in the governance handbook, which remain key as the Trust embarks on its next chapter

2. YOUTH SPOTLIGHT

- Ms. Evans gave an update on her introduction to NCS and her subsequent journey through to her position as co-chair of the YAB board. In light of the announcement, she confirmed she will be staying on past her scheduled end date of 1 December 2024 until at least the end of March 2025
- Mr. Bokhari thanked Ms. Evans for sharing her personal story and for her support to him and the Trust

3. REGULAR GOVERNANCE

- Mr. Bokhari requested agreement to approve the Board minutes (26th September and 11th November 2024) via delegated authority after offline discussions with Mr Xiberras and Ms Tavana. **AGREEMENT** was given by members. Committee minutes from the ARC (19th September 2024), Safeguarding Committee (10th October 2024) and People and Remuneration Committee (12th November 2024) were noted

3F - COMMITTEE CHAIRS' UPDATES (VERBAL)

- Mr. Xiberras noted there were no concerns from the recent ARC meeting and commended the team that oversaw the Cyber Security project. The November ARC meeting had been postponed until January 2025 due to a delay in signing of the 23/24 accounts from the NAO given the closure announcement
- Ms. Oloyede advised that a proposal was being submitted to DCMS on behalf of the Youth Advisory Board on how NCS could be included in youth engagement activity. The letter highlighted the impact of NCS through success stories of young people who had completed it, and requested the YAB be included in any consultation process for the new National Youth Strategy
- Ms. Tavana advised there had been 2 committees since the last board meeting. The first scheduled meeting on 12th November discussed the People Survey which showed strong results. Ms. Tavana noted on action around managerial communication to colleagues, which would be built into the People Plan. There was also a discussion around a pre-approval for consultation should the funding position change. The second meeting (3rd December) was an extraordinary meeting, discussing the immediate priorities following the closure announcement. This included plans for redundancy payments and the proposed consultation process (details discussed at agenda item 5 in this meeting)

3G - BOARD ACTION LOG FOR NOTING

- Ms. Knight reviewed all 5 actions. Mr. McCourt suggested that action 2c on sharing youth insights should remain on the action log and asked about the timeline for this. Mr. Devlin advised this would be discussed in agenda item 7

3H - EFFECTIVENESS REVIEW - BOARD AND COMMITTEES

- Ms. Knight gave an overview of the tabled paper. In general, responses were positive, with some suggestions for improvement
- The planned external review will not take place in the new year due to Trust defunding and this had been confirmed by DCMS

3I - REQUIREMENTS OF THE BOARD IN LIGHT OF ANNOUNCEMENT

- Ms Knight advised there is a legal requirement for the main Board, ARC and the People and Remuneration Committee to continue operating until the Charter is revoked. Reappointments of Ms. Timberg and Mr. Xiberras are progressing with DCMS. All Board members are invited to continue in their capacity until individual terms end. A further paper setting out more detail on board responsibilities and composition during this period, as well as the post March period, would be drafted for the next board
- As far as the Trust understood, no date had yet been set to enter the legislative process. This could be as long as 1-2 years

ACTION: Ms. Knight to produce a paper outlining Board responsibilities both current and post March.

4. CEO REPORT, INCLUDING

4.1 - PERFORMANCE/KPIs

Mr. Bokhari welcomed Mr. Devlin as the new CEO and commended him on his work during this difficult period. Mr. Devlin took the report as read, highlighting the following:

- At this point, the Trust is exceeding all of its targets, with the exception of one - which was an amazing achievement. Acknowledgement is given to the excellent work of the delivery team for this achievement. Delivery will continue to young people until end March 2025 without cutting back on any activities with the exception of some digital projects in their infancy which will not move forward
- Residential delivery is planned until end December under current agreed contracts. Grant funded community experiences will continue until the end of March 2025
- It was noted that the post Christmas period will be challenging due to concerns about potential attrition and it was key to use any means available to retain staff as long as possible
- The Corporate Risk Register has been adjusted to reflect the wind down of the Trust
- Ms. Timberg emphasised her sense of pride around the reported results which support her thoughts around the lasting value of NCS and this was echoed across the board

4.2 - PROGRAMME UPDATES

- The Leadership team has developed a programme that encompasses all wind-down activities in addition to BAU operations, this will be broken down into workstreams and led by Ms. Holder.

4.3 - FINANCIAL POSITION

- Post the closure announcement, the current underspend is larger than expected as this now includes allocations for annual delivery in 25/26 and marketing spend for 2026 activities which will not go ahead

- Mr. Xiberras inquired about the reallocation of the underspend. Mr. Nawaz advised that all activities will be subject to more rigorous scrutiny going forward; however, the remaining budget for this FY must be redesigned to incorporate closure costs

5. PEOPLE

Ms. Best took the report as read, highlighting the following:

5.1 - CONSULTATION

- The proposed consultation was discussed and AGREED. The standard process will be followed; constituencies will be arranged led by a trained representative
- The People Team estimates Collective Consultation will commence on 6 January, 2025. It is hoped this will include a representative from DCMS to answer questions around the rationale around closure, given the Trust's limited ability to answer questions around this
- Individual Consultation will then follow with the intention to retain staff until 31 March, 2025 when notice will be served

5.2 - ENHANCED REDUNDANCY PROPOSAL

- All aspects of the Enhanced Redundancy proposal were discussed. Mr. Bokhari asked the Board members to **NOTE** the tabled proposals. The Board gave their support to move forward with the submission to DCMS.
- Mr. Bokhari asked for any further questions to be directed to Ms. Taviana outside of this meeting, in her capacity as Chair of the Remuneration Committee

5.3 - OUTPLACEMENT SUPPORT

- Outplacement support to staff being made redundant was discussed at the recent Remuneration Committee meeting. An outplacement support partner will be engaged in December to support staff as outlined in the tabled paper

6. WIND DOWN ACTIVITY

Mr. Nawaz took the report as read, highlighting the following:

6.1 - WIND DOWN ACTIVITIES OVERVIEW

- The Trust is continuing to fund BAU/delivery activities which will continue until end March 2025, with the exception of activities that no longer represent VFM over such a short timescale (e.g. this includes the development of some new digital experiences as mentioned)
- There will be a full review of all contracts to determine any that must continue past March 2025 and termination costs, if any, for others
- The 24/25 budget will be reproduced alongside a revised 25/26 budget to reflect wind down costs

6.2 - STAFFING POST MARCH

- DCMS have requested cost projections for the wind-down activity as they are currently in the budget planning period.
- A first cut cost analysis has been completed for expected staffing needs during April - Jun 2025
- Contract and other BAU costs are still being reviewed and will be included in the revised 25/26 budget for board review

7. SUSTAINED VALUE

- There was a rich and wide ranging discussion on how sustained value from key artefacts NCS had produced over time could be achieved.
- Mr Bokhari proposed a board committee to ensure key artefacts produced by NCS were transferred appropriately

8. AoB

- Mr. Devlin proposed a stakeholder call for Board members and other key stakeholders to be scheduled w/c 16 December. The call will provide an opportunity for update and discussion of priorities post announcement
- Mr. Bokhari thanked the Executive Team and acknowledged the great work of Mark Gifford and again thanked Mr. Devlin for his support during this difficult time

9. NED ONLY SESSION

- The Executive team, Ms. Knight and Ms. Fraser-Stables departed the meeting. A closed session took place with the board facilitated by Mr. Bokhari.

The meeting closed at 18:00

These minutes were approved as a correct and complete record of the proceedings by the Committee at its meeting on 24th March and signed by the Chair as authentication.

Hamis Bokhari

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Chair

24th March, 2025

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Date

ACTION LOG - THIS MEETING			
Min	Action	Responsible	Status
3l	Ms. Knight to produce a paper outlining Board responsibilities both current and post March	Sarah Knight	Closed

ACTION LOG - PREVIOUS MEETINGS			
Min	Action	Responsible	Status
2c	Youth Insights: How can the insights be shared externally/publicly? Mr. Bokhari	Board	Open

	asked the Board to consider how best this can be done		
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