

NCST BOARD MEETING

MINUTES 13TH JANUARY 2025

Location	Virtual, via Google Meet
Participants	Harris Bokhari (Chair) Michael Devlin (CEO) Catrin Anderson Jess Evans (Youth Rep) Jonathan Freeman Michael Livingston (DCMS) Duncan McCourt Jacquie Nnochiri Tristram Mayhew (ext member) Rachael Oloyede (Youth Rep) Adnan Shafi (Board apprentice) Deborah Tavana Amanda Timberg Darren Xiberras
In attendance	NCS Trust Amanda Best - Chief Operating Officer Sarah Charlton - Executive Director, Digital Products Kelly Holder - Executive Director, Operations & Transformation Jo Hutchinson - Executive Director, Digital Products Sarah Knight - Head of Board Governance and Organisational Compliance Lisa Mullen - Executive Assistant to the CEO Sarfraz Nawaz - Executive Director, Finance Hannah Stoddart - Executive Director, Strategy and Impact
Apologies	Ndidi Okezie (ext member) Adrian Ruddock - Executive Director, Digital and Technology

1. WELCOME AND ANNOUNCEMENTS

1A - WELCOME

- Mr. Bokhari welcomed the board and the executive team to the virtual meeting, thanking everyone for their dedication and professionalism during a challenging time

1B - APOLOGIES

- Apologies were noted from Ms. Okezie and Mr. Ruddock

1C - REVIEW OF CONFLICTS OF INTEREST

- Mr. Bokhari noted the conflicts of interest paper within the board pack, and asked that any changes are notified to Ms. Knight

1D - CHAIR'S UPDATE

- Mr. Bokhari updated on priorities, with NCS staff being a key priority during this period. Mr. Bokhari asked if the board were satisfied with current levels of governance, noting both items would be discussed further within item 3
- Mr. Bokhari reported on recent meetings he had attended, both externally and internally

2. YOUTH SPOTLIGHT

- The board applauded two previous members of the Youth Advisory Board (YAB) who have received a BEM award; Rebecca Clarke, who received her award for her services to young people with disabilities and autism through her work with the NCS YAB, and Kevin Osei who received his award for his work building Bridging Barriers, a mentoring charity helping young people from disadvantaged backgrounds achieve career success. Both individuals had spoken on how NCS had positively impacted their lives
- DCMS engagement is ongoing. A Youth Advisory group is being set up to assist with the youth strategy, and a member of the YAB has been nominated to contribute. A meeting will take place with representatives from DCMS and the YAB to share insights. Feedback will be provided in due course

3. BOARD RESPONSIBILITIES

- Ms. Knight talked through the report, noting that this is a period of potentially higher risk which demands higher scrutiny and continued strong standards of corporate governance. Key board responsibilities and activities in BAU were reminded to the board, with an explanation of how these have changed during this time
- As long as NCS exists as an organisation, it will require a board, though it may be possible to operate with fewer members. Activity required post March includes, but is not limited to, continued oversight, and signing off the annual accounts and the statutory business plan submission
- **ACTION:** Mr Devlin to ensure internal dashboards/data are shared with the board to support their understanding, including the corporate risk register and balanced scorecard, and programme reporting
- **ACTION:** A session for the board with the NAO to be arranged via Ms. Knight and Mr. Bokhari to support the board in carrying out their duties during this time

4. CEO REPORT

- Mr. Devlin took the paper as read, noting the following points:
 - NCST is focused on understanding and scoping the wind down programme, developing the budget for the next financial year, and running staff consultation. BAU delivery is still taking place until end March 2025 as planned and agreed
 - It is unclear currently who will decide to leave before 31 March, and whether some will be critical role holders. NCS will utilise the budget that is in place to ensure critical role holders are retained. Consultants may be required following the HMT decision not to offer enhanced redundancy pay, as this may trigger a number of leavers; this is unclear at present. Retention arrangements will be reviewed over the next few weeks and revisited if necessary. Mr. Livingston noted that DCMS colleagues would be open to engaging further on this issue if required
 - Mr. Bokhari had recently spoken to DCMS and updated the board that no public money was to be utilised in delaying the decision to close NCS, repurposing NCS, or looking to continue NCS as a standalone organisation. NCST took this on board, noting that they were eager to ensure maximum impact could be achieved from government investment in NCST until this point (e.g. through transferring assets, expertise and knowledge)
- **ACTION:** Mr. Devlin and Ms. Stoddart to obtain full clarity from DCMS on what work can and cannot be done to ensure sustained future value from NCS

5. REGULAR GOVERNANCE

5A - MINUTES

- Minutes from the 3/12/2024 Extraordinary RemCo meeting were noted
- Minutes of the 5/12/2024 Board meeting will be circulated in due course

5B - COMMITTEE UPDATES

- The People and Remuneration Committee were working closely with NCST to support on people matters while wind down and redundancy processes were ongoing, including advising on retention plans

5C - ACTION LOG

- The action log was reviewed and outstanding actions were closed

5D - APPROVALS

- Mr. Bokhari requested approval to appoint Mr. Shafi as an additional co-opted member of the board alongside Ms. Okezie and Mr. Mayhew
- Mr. Shafi left the call during the conversation and Mr. Bokhari asked for any objections. None were raised and the proposal was approved. Mr. Shafi returned to the call

5. AOB

- Mr. Bokhari thanked everyone for their hard work and noted the board will do their very best to support during this time, asking that the Executive reach out if required

6. NED ONLY

- Mr. Livingston, Ms. Mullen and the Executive team left the call, and a closed session took place with the Board, Mr. Devlin and Ms. Knight

The meeting closed at 19:00

These minutes were approved as a correct and complete record of the proceedings by the Committee at its meeting on 24th March 2025 and signed by the Chair as authentication..



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Chair

24th March 2025

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Date

Action Log

Minute	Action detail	Owner	Status
3.	Mr Devlin to ensure internal dashboards/data are shared with the board to support their understanding, including the corporate risk register and balanced scorecard, and programme reporting	Mr. Devlin	Open
3.	A session for the board with the NAO to be arranged via Ms. Knight and Mr. Bokhari to support the board in carrying out their duties during this time	Ms. Knight	Open
4.	Mr. Devlin and Ms. Stoddart to obtain full clarity from DCMS on what work can and cannot be done to ensure sustained future value from NCS	Mr. Devlin Ms. Stoddart	Open