

NCST BOARD MEETING

MINUTES 10TH FEBRUARY 2025

Location	Virtual, via Google Meet
Participants	Harris Bokhari (Chair) Michael Devlin (CEO) Catrin Anderson Jess Evans (Youth Rep) Jonathan Freeman Michael Livingston (DCMS Govt Rep) Duncan McCourt Jacquie Nnochiri Tristram Mayhew (ext member) Rachael Oloyede (Youth Rep) Adnan Shafi (ext member) 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 Sarah Knight - Head of Board Governance and Organisational Compliance Lisa Mullen - Executive Assistant to the Chair Sarfraz Nawaz - Executive Director, Finance Hannah Stoddart - Executive Director, Strategy and Impact Kerry Viner - Legal Director (from 18:30 - close)
Apologies	Ndidi Okezie (ext member) Jo Hutchinson - Executive Director, Digital Products

1. WELCOME AND ANNOUNCEMENTS

1A - WELCOME

- Mr. Bokhari welcomed all attendees to the call and thanked everyone for their hard work in difficult circumstances

1B - APOLOGIES

- Mr. Bokhari noted apologies from Ms. Okezie and Ms. Hutchinson

1C - REVIEW OF CONFLICTS OF INTEREST

- Mr. Bokhari asked for any further conflicts of interest to be notified to Ms. Knight

1D - CHAIR'S UPDATE

- Mr. Bokhari thanked Mr. Xiberras and Ms. Tavana for stepping in to support the chair role in recent weeks. As laid out in the previous meeting, Ms Tavana and Mr Xiberras are supporting Mr. Bokhari in ensuring strong and robust decision making at a time that necessarily demands additional scrutiny to ensure the continued effective stewardship of public funds. Mr. Bokhari highlighted that both the NCST team and the board have done an exceptional job during this time

2. YOUTH SPOTLIGHT

- Ms. Evans reported on the YAB meeting held on February 8th. Two members from the Department for Culture, Media & Sport (DCMS) attended to discuss the Youth Strategy and engage with the YAB
- The YAB provided feedback on the survey design process, including potential biases in results. They emphasised NCS' expertise in youth voice and expressed hope that the feedback would be used. The YAB felt DCMS was receptive, and a follow-up session is planned
- Ms. Oloyede discussed the upcoming cross-government meeting this month focused on youth voice and Arm's Length Body (ALB) governance, drawing upon findings from the Youth Voice audit. The meeting will discuss strategies to implement best practice, for example the recruitment process, which has received positive feedback

3. CEO REPORT

- Mr. Devlin took the report as read and opened up the floor for questions
- Collective Consultation meeting 1 has taken place and Mr. Devlin summarised that the process had gone well however there was now opportunity for greater divide in sentiment with four groupings of staff now existing within the colleague population: those leaving in March that are happy with this end date; those leaving in March that wish to work longer and are not happy, those leaving in between April -June that are happy with this, and those leaving later that do not wish to and are not happy with their later proposed notice date. Counter proposals are expected around this area, as well as the decision that PILON (pay in lieu of notice) for post March staff who choose to leave prior to their notice date will not be paid a pro rate PILON figure.
- There have not been a high number of leavers as it stands, and the vast majority of staff are handling the situation in a professional manner. There will be one final chance for the trust to come together in March ahead of the majority departing
- Line Manager training is being rolled out for navigating a challenging climate, and for leading individual consultation meetings
- The board asked about the digital game numbers, and it was confirmed that 3,700 people have accessed the game as of the 10th Feb. The team are working hard to maximise its value despite having no marketing spend approved, and are confident these numbers will increase
- **Action:** Question on the governance assurance group membership: is there value in Michael Livingston attending? Matthew Reader currently attends on behalf of DCMS. Mr. Devlin and Mr. Livingston to discuss offline
- Resourcing requirements post June were discussed, with options including interim staffing/contractors and DCMS staff. These options have been shared with the programme team and Matthew Reader at DCMS
- The closure of Kingswood, a key NCS provider, was noted with regret
- The board were keen to support further and enquired as to how they could best do this. Mr. Devlin suggested the board could support in raising the profile of the game to assist with hitting the digital target in the absence of marketing spend, as well as supporting NCS staff sourcing new roles through their own networks

4. REGULAR GOVERNANCE

- Minutes from the Board meeting 26th September 2024 were tabled for noting
- Minutes from the extraordinary Board meeting 11th November 2024 were tabled for noting
- The Committee chairs were invited to provide updates. Mr. Xiberras noted that a meeting took place on 23 January, in which the Annual Report (including Going Concern) was discussed, as well as the financial position, the anticipated end of financial year outcome, the underspend, provisions required for staff redundancies, and risk register updates,
- Ms. Tavana provided a summary of the Remuneration Committee meetings that have taken place and noted these will be ongoing until Collective Consultation concludes
- Going Concern: the board agreed the assessment of Going Concern with material uncertainty
- Ms. Knight noted that Ms. Okezie has resigned as a co-opted board member but remains as an informal adviser. Ms. Okezie will not attend future board meetings
- Board action log for noting: Ms. Knight confirmed the actions from the log are closed
- Approval of membership for the Value for Money committee: approved with no objections. Members of the committee: Harris Bokhari, Jonathan Freeman, Tristram Mayhew, Jess Evans, Duncan McCourt, Rachael Oloyede and Jacquie Nnochiri
- Approval of Mr. Bokhari as a member of the Remuneration Committee: approved with no objections

5. BOARD/NAO SESSION

- Mr. Rafiq from the NAO joined the call and gave an overview of his relationship with both DCMS and NCS
- The FY24/25 accounts have been agreed in principle and planning will commence very shortly for FY25/2026. Audit field work will take place from March, with the completion date aimed for the end of June
- Mr Rafiq noted that an ALB wind down is a substantial process (and all are very different) and NCS has been asked to close in a very short space of time. NCS is also a Royal Charter Body which makes the circumstances more unusual, thus adding complexity
- Mr Rafiq was keen to offer his support to the board during a difficult period for the Trust and was open to any questions they may have about expectations and their role
- There was agreement that a lessons learned exercise to document learnings for others down the line would be a valuable exercise
- Mr. Rafiq suggested that the FY 25/26 accounts could be a mechanism to set out the trust's approach to the wind down programme

6. AOB

- Mr. Bokhari asked for any other business and none was raised

7. NED ONLY

- A closed NED only session took place

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..

Hamis Bokhan

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Chair

24th March 2025

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Date

Action Log

Minute	Action detail	Owner	Status
3.	Governance Assurance group: is there value in Michael Livingston attending? Matthew Reader currently attends on behalf of DCMS	Mr. Devlin Mr. Livingston	Open