



NATIONAL CITIZEN SERVICE TRUST

OFFICIAL

Minutes of a meeting of the board of directors held by teleconference at 15:00 pm on Tuesday 22 September 2020

Present*:	Brett Wigdortz (Chair)	Mark Gifford (CEO)
	Paul Cleal	Dame Julia Cleverdon
	Ndidi Okezie	John Maltby
	Ian Livingstone	Lord Iain McNicol
	Dame Sally Coates	Ashley Summerfield
	Tristram Mayhew	
	Sarah Knight (Secretary)	Deborah Tavana (observer)
	Jermain Jackman (Youth representative)	Michael Devlin (Director of Governance and Delivery)

Apologies: Dean Creamer (Govt rep. - observer)

*all by teleconference

1. Welcome and declarations of conflicts of interest

- 1.1 Mr Wigdortz welcomed the Board to the meeting. This would be Dame Sally's last meeting. The Board thanked her for her service.
- 1.2 Deborah Tavana had a conflict of interest on item 4.6 of the agenda and would recuse herself from this section of the meeting.
- 1.3 Apologies had been received from Dean Creamer, who had been sent the board papers via correspondence.

2. Management Reporting

- 2.1 Management Report: Mr Gifford outlined the context of the paper as tabled. Key points included:
 - The Trust expects that 40,000 young people will have been physically engaged by the end of Autumn
 - There have been approximately 1.7 million unique online interactions with online content and circa 700,000 visits to the website.
 - Around 195,000 hours of volunteering had been donated in 2020 to date.
 - School and college support continued to progress at pace.
 - Postponing orders for 2021 until the Comprehensive Spending Review (CSR) outcome was known was the biggest risk facing the Trust and its network:
 - a. Implication on sunk costs and inability to leverage contracts favourably into 2021.
 - b. Cash flow problems in the network. Specifically, delays to payment beyond January 2021, especially if resulting in further HMT business case approvals, would have significant financial implications for the Trust's supply chain. The Trust was working closely with both the network and DCMS to manage the implications of this. The Trust had formally notified the financial distress of one network partner to DCMS.
 - Positive feedback had been received from DCMS about the Trust's CSR submission which had been relayed in the recent Permanent Secretary meeting.
 - The Board noted that the Trust's work with local areas was becoming more important with more communities in danger of being left behind due to the

coronavirus pandemic, and the Trust should continue to support the levelling up agenda.

- The Trust had carried out an evaluation of its repurposed 2020 programme which would be circulated to the board in due course.

2.2 ***ACTION: Mr Gifford to circulate its internal evaluation of the repurposed summer programme.***

2.3 Patrons approach: Ms Jordan Keane joined the meeting to present this item. Suggested options around how to further evolve the Patrons space were presented to the board, which was supportive of the proposed approach, especially the creation of the “Friends of NCS” group. As part of the discussion, it was guided that any subgroups should have shared interests, a clear Terms of Reference, Chair, clear goals and deliverables and an executive lead, with the opportunity for one of the “friends” groups to be centered around business leaders. The youth advisor to the board also suggested more young people might be included in the group to ensure the youth voice was reflected. The board also raised that cross-party representation, as well as educational expertise, among the Patrons was key in order to effectively shape engagement with young people. Ms Jordan Keane left the meeting.

2.4 August 2020 management accounts: Overall spend was lower than budget due to the coronavirus pandemic. Costs were expected to increase moderately towards the end of the year as the reconciliation of accounts was completed. Head Office costs continued to be well controlled, with a 23% reduction achieved to date. Management was focused on continuing to reduce head office costs.

The Trust continued to process summer programme refunds, with circa 60,000 young people refunded so far. Bank details were not available for approximately 700 prospective participants and the finance team continued to work with the network to endeavour to trace those individuals through contact details provided.

3. Latest Draft of Annual Report and Accounts

3.1 The Annual Report had been scrutinised by the Audit and Risk Committee at its meeting on 15 September. DCMS had also provided comments. The Board provided further comments and were notified that a final draft would be provided in due course. NAO had highlighted two main risks that were highlighted by the ARC Chair:

- 1) The CSR presented significant uncertainty, and from an audit perspective this represented a going concern issue [the NAO have confirmed that the doubt over Going Concern is “because one of the options being considered by the Spending Review is the closure of NCS (i.e. withdrawal of funding)”. As a result there would be a delay to the laying of the accounts until after the CSR outcome was known and the board and NAO were satisfied there was no going concern risk. This had also been raised at a meeting with the Permanent Secretary on 17th September.
- 2) NAO had an outstanding query related to the cash balances held by the Trust at points during the financial year 2019/21, which was being discussed and resolved internally.

4. Governance

4.1 Board minutes for approval: The minutes for the 20 August meeting were approved by the Board.

4.2 Noted Board committee minutes: The minutes for the 23 June ARC meeting were noted by the Board.

4.3 Verbal updates from committee chairs:

- Audit and Risk Committee: Mr Cleal noted that good work on risk management continued to progress, with positive reports from Mazars being received on progress made around risk, governance and internal control. The Committee had

had a deep dive on GDPR, and continued to focus on the Annual Report and Accounts sign off process.

- Impact and Safeguarding Committee: Mr Mayhew was pleased to have welcomed Mr Freedman and Ms Pereira to the last board meeting, who were new members of the Impact and Safeguarding Committee. Since the last board meeting on 20 August there had been no further meetings of the committee. In the next committee meeting it was agreed that further work could be done to tighten the Terms of Reference of the Committee to make sure it could fulfil its role of scrutinising the impact of NCS more successfully.
- People Committee: Mr Summerfield reported that there had been no meetings since the last board meeting, however he and People Committee colleagues continued to support management on personnel issues.

4.4 ***ACTION: Terms of Reference for the Impact and Safeguarding Committee to be revisited at its next committee and approved by the board at its next meeting.***

4.5 Board Action Log: Ms Knight presented the action log to the Board proposing that all actions had been reviewed and closed by their owners.

4.6 ***ACTION: Board to be given the opportunity to join the Trust's unconscious bias training.***

4.7 Verbal update on Board appointments

Mr Wigdortz updated that the Public Appointments process for the recruitment of three additional board members was underway and interviews would be taking place soon. A full induction would be arranged for these new members and it was hoped they would join the next board meeting.

4.8 Discussion on Youth Board appointments

Mr Wigdortz shared his views on appointments to the Chairship of the National Youth Board. The current youth representative on the board was working closely with the Graduate Engagement Team to develop the job descriptions for these positions and would feed Mr Wigdortz' thoughts into the discussion. It was proposed that there should be two co-Chairs who would be appointed around December 2020, and would have two year staggered terms.

It was more widely noted that young people's voices needed to be better embedded at every level of the Trust to ensure it remained relevant and representative. The programme team were developing a youth voice strategy to encompass the various changes required to make this happen.

4.9 ***ACTION: Trust Management to share Youth Voice Strategy.***

5. AOB

5.1 It was noted that NCS Trust was in the process of becoming Cyber Security certified. As part of this it was requested that Data Protection and Information Security was discussed at a Board meeting. The committee agreed that this would be delegated to the Audit and Risk Committee and become a standing item at its meetings, and this amendment to the Annual Plan was approved.

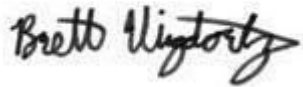
5.2 ***ACTION: Add to the Audit and Risk Committee Annual Plan a standing item to discuss Data security at every board meeting.***

6. Organisational Design deep dive

7. Private Non Executive Session

The meeting closed at 18:00 pm.

These minutes were approved as a correct and complete record of the proceedings by the Board at its meeting on 03 December 2020, and signed by the chairman as authentication.



.....
Chair