



## NATIONAL CITIZEN SERVICE TRUST

Minutes of a meeting of the board of directors held at the Merseyside Maritime Museum, Liverpool  
at 8:20 am on Friday 7 June 2019

Present:	Brett Wigdortz (Chairman)	Michael Lynas (CEO)
	Paul Cleal	Dame Julia Cleverdon
	Dame Sally Coates	Flick Drummond
	Ian Livingstone	John Maltby
	Tristram Mayhew	Lord Iain McNicol
	Ndidi Okezie	Ashley Summerfield
	Rob Bellhouse (Secretary)	Jermain Jackman (Youth Board Representative)

### 1. Welcome

The chairman welcomed everyone to the meeting, noting that the rest of the day would be spent in a strategy session with a number of NCS graduates and the senior leadership team. This was intended to build on the mission, vision and brand work shared with the directors on the previous evening.

### 2. Management reporting

- 2.1 Management report - Mr Lynas advised that **sign-ups for the summer programme** were running around 3% ahead of the same point in the prior year. An initiative was underway to try to reduce historical levels of attrition and so improve the number of turn-ups. However, one of the major Regional Delivery Partners (RDPs) had experienced problems with their allocation process which, if unresolved, would be a risk to achieving target levels of participation. Mr Lynas would confirm who currently held the parental contributions received from these 'at risk' young people and whether there were any risks to repayment if the allocation process failed.

**Action: Michael Lynas**

All of our partners now knew the outcome of the **re-commissioning procurement process** and we were working with them in readiness for summer 2020 recruitment or their exit from the network as appropriate. One of the proposed Managing Partners (MPs) had flagged issues with system convergence and IT support which had been discussed with the ARC sub-committee who were monitoring the implementation process. Mr Lynas confirmed that we were considering a range of options in response to these issues. Mr Wigdortz provided an update on his involvement to date, and had stressed to this RDP's chair that their migration onto our systems was a non-negotiable requirement; the board strongly endorsed this position. Overall, the recommissioning process would deliver a range of benefits from 2020, including an expanded network of Delivery Partners (DPs), which was significantly more diverse than in the past. Many of these organisations were rooted in local communities, which should help boost the quality of the programmes delivered. 2020 unit costs are expected to be lower than in 2019 and to continue to reduce progressively over the contract terms to 2024.

The procurement of an **Accommodation Partner** had, after a false start with the government framework supplier who was unable to support us, resulted in a competitive process with three bids received. The successful bidder had had no prior involvement with NCS, but was strongly aligned with our mission and vision.



The **Full Business Case** had been submitted to HM Treasury by DCMS, and an initial round of questions raised by the Treasury Approval Panel had been answered. Given that our submission was supported by DCMS and had been reviewed by the IPA, the main risk was now felt to be in relation to timing, particularly given the current political uncertainty. Mr Lynas confirmed that the new MP and DP contracts gave us the flexibility to deal with any material change of direction in government policy.

- 2.2 Management Agreement - the board noted the current status of negotiations with DCMS on the management agreement, with Mr Bellhouse confirming that an 'operational milestone' of £33 and a 'stretch target' of £20 had now been agreed for the element of unit cost attributable to places commissioned but not filled in 2019.

Mr Lynas confirmed that no further response had been received in relation to our application to retain the position of the Community Interest Company that was **exempt from Cabinet Office controls**, but we continued to press our case on this issue. However, the Secretary of State had recently decided that he was minded to not transfer the **NCS intellectual property** to the Trust. The board was disappointed with these outcomes and encouraged management to continue pressing for a more satisfactory outcome, noting that the imposition of Cabinet Office controls risked undermining the operational effectiveness of NCS, as well as the primacy and authority of the Trust's board. A number of arguments as to why the Trust should, at least in England and Northern Ireland, own (or be granted an irrevocable licence of) the IP were also discussed.

The current interim management agreement could be extended by officials on a month by month basis, until 30 November 2019. The board accepted the importance of being able to approve and implement a new management agreement swiftly, once the remaining issues were resolved. A committee of Brett Wigdortz, John Maltby, Flick Drummond, and Dame Julia Cleverdon was created, and delegated with the full powers of the board, to finalise and approve the terms of the management agreement on such terms as they saw fit, and to authorise the execution of this agreement by the Trust and approve any other necessary, conducive or consequential actions to achieve this objective.

- 2.3 Statutory Business Plan for 2019/20 - the board ratified the business plan for 2019/20, which had now been approved by DCMS and laid before parliament.

- 2.4 Management accounts - accounts for the month of April 2019 had been circulated for review and were noted by the board.

### 3. Governance

- 3.1 Minutes and matters arising - the minutes of the meeting of the directors held on 28 March 2019 were approved by the board as a correct and complete record and signed by the chairman as authentication.

The action tracker was reviewed and Mr Bellhouse confirmed that no actions were overdue.

- 3.2 Committee meetings - the board noted the minutes of the meetings of the Audit & Risk Committee (on 20 March) and of the Remuneration Committee (on 23 May). The committee chairs provided a verbal update on the key matters discussed at these meetings and, in the case of the Impact & Safeguarding Committee, a meeting held on 30 May 2019.

Mr Summerfield, as chair of the People Committee, had continued to develop his understanding of the organisation's culture and of its employees' views. A number of board directors expressed a desire to become involved in this process and a timetable for engagement activities, plus a standing invitation for directors to attend the regular all-team meetings would be issued.

**Action: Michael Lynas**



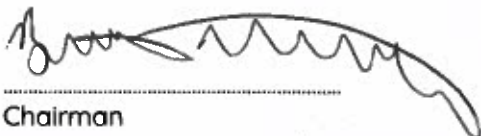
- 3.3 Appointment of Committee member - the board resolved to appoint Jas Khela as an external member of the Audit & Risk Committee, with immediate effect. This appointment, which was unremunerated, would be for a three year term that could be extended (by mutual consent) for up to a further three years.
- 3.4 Safeguarding Policy - Mr Mayhew confirmed that the Impact & Safeguarding Committee had undertaken a thorough review of this critical organisational policy, a near-final draft of which had been reviewed on 30 May. He felt that this had been a thorough piece of work, handled well by management and the committee had been provided with the opportunity to test how it was implemented in practice with the relevant Trust staff and with Pharos, our external provider of incident management and response services. All of the responses received had been reassuring and the committee was satisfied that the policy, while long, was being implemented in practice and took comfort that there were suitable assurance and audit processes in place. Management are tendering for an external review of NCS's Safeguarding policies and operational readiness in this area, to be delivered in early 2020 once the new network is in place. This will provide suitable external challenge to, and expert assurance of, the Trust's safeguarding arrangements ahead of summer 2020 delivery.

The final amendments to the policy document requested by the committee on 30 May had yet to be finalised and so it was not available to be tabled at this meeting. After discussion the board concluded that this policy was of such significant importance to the Trust that it would not be appropriate to wait until the September meeting to confer final approval. It was therefore agreed to delegate all the powers of the board to Mr Mayhew, such that he could finalise and approve the safeguarding policy, on such terms as he saw fit.

**Action: Tristram Mayhew**

The meeting closed at 9:30 am.

These minutes were approved as a correct and complete record of the proceedings by the board at its meeting on 11 September 2019 and signed by the chairman as authentication.



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Chairman



## NATIONAL CITIZEN SERVICE TRUST

### Board meeting 7 June 2019 - Action schedule

Min	Action	By whom?	By when?
2.1	Who holds the parental contributions for 'at risk' young people? Any risks to repayment if the allocation process fails?	Michael Lynas	30 June 2019
3.2	Issue directors with a timetable for engagement activities, plus a standing invitation to attend the regular all-team meetings	Michael Lynas	30 June 2019
3.4	Finalise and approve the safeguarding policy	Tristram Mayhew	30 June 2019