



NATIONAL CITIZEN SERVICE TRUST

OFFICIAL

Minutes of a meeting of the board of directors held by teleconference at 3:00 pm on Wednesday
18 March 2020

Present*:

Brett Wigdortz (Chairman)	Mark Gifford (CEO)
Paul Cleal	Dame Julia Cleverdon
Ndidi Okezie	John Maltby
Ian Livingstone	Lord Iain McNicol
Tristram Mayhew	Ashley Summerfield
	Jermain Jackman (Youth representative)

Michael Devlin (Secretary)

Apologies: Dame Sally Coates

In attendance*:

<i>NCS Trust</i>	Miriam Jordan Keane (item 2.6)	Lizzie Hanna (item 2.6)
	John Enstone (item 2.6 and 5)	Naim Moukarzel (Item 2.6)
	Amanda Best (item 2.6)	Simon Sharkey Woods (Item 2.6)

*all by teleconference

1. Welcome and declarations of conflicts of interest

- 1.1 Mr Wigdortz welcomed everyone to the Board and outlined how the meeting would run using the virtual conference function. Mr Wigdortz thanked the members for their time and for joining. Mr Wigdortz acknowledged the current situation with the gravity of coronavirus but also the opportunity it presented. Mr Wigdortz welcomed Mr Gifford to the board as the new CEO of NCS Trust and thanked the Board members for their support in the recruitment. Ms Okezie echoed Mr Wigdortz's welcome of Mr Gifford and provided positive feedback she had heard from sectoral members.
- 1.2 There were no new conflicts of interest raised by any member.

2. Management Reporting

- 2.1 CEO Update - Mr Gifford thanked the Board for the warm welcome he had received since he started in the role. Mr Gifford outlined that, despite the start not being as expected, he was grateful for the trust shown in selecting him and he saw the opportunity to lead NCS through tough times as a great vehicle for accelerating cultural change. Mr Gifford detailed the main meetings he had attended with partners, the Youth board (virtually) and with members of staff. Mr Gifford outlined his initial observations and priorities to the Board that he proposed to be held to account on. Mr Cleal agreed with the observations Mr Gifford had outlined and congratulated Mr Gifford on his start and acknowledged the pressures he had faced in the beginning weeks and wished him luck.

Lord McNicol also confirmed his support and mentioned his own experience having worked closely with the team during the transition and that he would miss the exposure to the team this opportunity had afforded him.

Ms Tavana also commented on her work with the organisation and agreed with the observations.

2.2 Management Report - Mr Gifford presented the report as detailed and called out three main items - the new CFO, the budget and Partner performance. The appointment of Ms Hanna to interim CFO had been a strong hire with good support received to date. Mr Gifford then flagged the budget implications that would need to be delivered. Lastly, Mr Gifford highlighted the issues of partner performance in recruitment and the challenge that June may present for providers with service charges to apply. He updated the Board that a session had taken place with managing partners that day. An approach on treating coronavirus was being developed and would be further discussed later in the agenda.

2.3 Recruitment Update - Mr Gifford detailed that the approach for this section had changed from what was initially planned. The deck as tabled included the attrition strategy and actions post Easter was initially to be a breakout with the wider senior team but with the appropriate change to the agenda to focus on coronavirus, the Board were requested to look at the key points in the slides only.

Mr Gifford did acknowledge that due to the timing of recruitment activity and a big shift in London in programme provision, there had been an increasingly positive upward trend to the Summer recruitment before the impact of coronavirus. The new model for NCS 2.0 still appeared to be the right model but required a little refinement in terms of the target operating model rather than strategically.

Mr Gifford also talked about the potential to increase the young people involvement in the future under the NCS 2.0 programme.

Lord McNicol agreed there had been a real increase in momentum in the past weeks before the coronavirus effect began and that the focus on schools would need to be the focus to ensure future success in reaching participation numbers. The awareness of the levers that drive the delivery of the programme has also increased.

Ms Okezie asked Mr Gifford about the service charge approach. Mr Gifford detailed how the withholding of money worked where a provider appeared to be behind the numbers required in their contract. January and March no service charges were made to ensure cash flow continued and recognising that these were still early months into the contract, but in June this process may apply for those that were underperforming and there may be a lack of understanding for providers to know this. Mr Gifford highlighted that up to March 16th was being treated differently from after March 16th to account for coronavirus. Ms Okezie pointed out that the treatment might be seen as semantics and that she was hearing from the sector that there was a lot of focus from organisations to see what role NCS may play as a supporter of the sector, not a strict treatment of the contractual terms or a focus on performance. Mr Gifford agreed that there was a requirement to manage the contract tightly but also to ensure that the supply chain is protected where needed and that this had been discussed at the managing partner meeting that day.

Mr Cleal highlighted that the clawback (service charge) clause also applied in 2019 and there were suppliers who may yet be affected by charges owed from 2019. This on top of the 2020 impact and coronavirus should be factored into any decisions made. Mr Gifford acknowledged and agreed.

2.4 Update on Summer Trials - The paper was noted as tabled

2.5 Management Accounts (February) - The paper was noted as tabled

2.6 Coronavirus update - SLT members Ms Jordan Keane, Mr Enstone, Ms Hanna, Mr Moukarzel, Mr Sharkey Woods and Ms Best joined the meeting for this item.

Mr Gifford presented the paper as tabled - in summary, the goals remain the same, but the shape and delivery approach would need to be different. How this would be done remains the focus for NCS. The three main areas of partners/network, young people and

staff would drive the activity to ensure this is achieved

The focus on costs would continue to ensure that the budget is met, and there had been some quick wins achieved such as a significant monthly saving through an agreement with Sitel to shift resources away from NCS onto other contracts they hold.

The National Youth Board met and discussed delaying the action days and were keen to look to galvanise young people in any normalisation post the coronavirus. NCS would be in a key coordinating space and step into this gap and through close working with DCMS would be able to confirm what activities could be undertaken early next week.

Mr Jackman did not attend the youth board meeting but agreed it was a real opportunity to think about how network opportunities could be maximised - such as voluntary work with elderly and vulnerable people.

Mr Gifford also detailed plans to use the NCS website to support mindfulness and resilience and using the podcast platform to support those website visitors and add value to support young people coping with the coronavirus.

Mr Maltby relayed messages he was hearing from organisations that they were also looking at ways to mobilise, and this could be a bridge-building exercise to move across the sectoral network. Mr Gifford agreed and saw this as an opportunity to repurpose people to support this work.

Dame Julia detailed her view that this virus provided an opportunity to collaborate across the youth sector and for NCS to play a role to drive this collaboration. Dame Julia encouraged NCS to work with the scale and reach team of the 'I will' team. Dame Julia also saw this as an opportunity for graduates to participate in social action such as supporting the NHS and care homes

Mr Moukarzel detailed the call with the Back Youth Alliance he attended with Ms Okezie. He updated the Board that NCS were in lockstep with the work underway across the sector and given the risk of inefficiency, that this work could be coordinated using the infrastructure of NCS. That a focus on different types of activity both before and after the isolation period would present opportunities for the wider network.

Lord McNicol outlined his views that it would be important for NCS to perform different roles through the different societal phases in reaction to coronavirus.

Mr Summerfield supported the view that a call on the graduates participation would be important and that it should be where the emphasis of effort could move more to and to seek a 'return' on the government's investment in their programmes with young people.

Ms Best provided an update based on the views from the partner network who were also thinking about these issues and there was a chance to galvanise the network capacity to support this.

Mr Mayhew was excited to hear of the pivoting of effort within NCS and outlined the impact this virus was having on the wider economy in terms of jobs and major companies. The impact is massive and not yet fully understood.

Mr Livingstone commented that the games industry seemed to be doing well in the current environment and felt that an opportunity to create positive headlines through a 'big action' would be a good thing to consider.

Mr Wigdortz suggested a follow-up meeting be established where the options could be discussed and confirmed at the Board. Mr Gifford agreed this would help and re-emphasised that the focus would be on collaboration within the sector.

Dame Julia highlighted the need for food for young people on free meals and that this might be another opportunity for the network to support through school coordinators and other volunteering activities.

Ms Best and Lord McNicol highlighted the role of local authorities as important partners for NCS to work with.

Ms Okezie agreed that the Back Youth Alliance was the right place for NCS to communicate and collaborate with sectoral players but underlined the urgency of action. The role would need to be agreed in the coming days quite quickly.

Dame Julia felt that NCS could offer support to the Back Youth Alliance through resourcing in the areas they needed support.

Mr Wigdortz requested that Mr Gifford look at the role of NCS and Mr Gifford agreed, and

any work would include an assessment of what infrastructure could be provided. SLT members Ms Jordan Keane, Mr Enstone, Ms Hanna, Mr Moukarzel, Mr Sharkey Woods and Ms Best left the meeting.

Action - An additional board meeting be established to discuss the next steps for the NCS and its role in the current situation faced under coronavirus

3. June Strategy Away Day

3.1 Current thinking for approach - Mr Wigdortz detailed the proposal as tabled in the paper including the topics for proposed discussion. Mr Wigdortz said it may prove to be too early to agree on the approach for the day or whether it could go ahead and suggested he and Mr Devlin would discuss through April and communicate back to the Board. Several board members expressed their support that the agenda include a discussion of other funding sources to support youth sector activity and work to support ongoing sustainability of engagement and activity after the programme.

3.2 ***Action - Approach for June Board/Strategy day be determined in May and Board updated.***

4. Governance

4.1 Board minutes for approval - The minutes for the 23 January meeting and the 21 February call were approved by the Board.

4.2 Verbal Update on sub-committees - Mr Cleal provided the board with an update on the Audit and Risk Committee held on 9 March 2020. Mr Cleal updated the Board on the amber rating received from the IPA report which represented a good improvement and that the annual report for 2018/19 had been laid before parliament on this day. In addition, the Audit and Risk Committee discussed the production of a risk appetite to allow the executive to work with the Board to agree on how to proceed where objectives can compete and what tradeoffs would be needed. Mr Cleal also outlined that the proposed governance review which would be discussed further on the agenda had been supported at the Committee.

Mr Mayhew updated the Board on the DCMS review of safeguarding processes which had been held and that the verbal indications were that this had been a strong affirmation of the NCS processes. NCS were seen to be exemplary and a lead in the sector.

Mr Summerfield updated the Board on his meeting with Dean Creamer from DCMS and the resolution to partner more closely. The next meeting for both the People Committee and Remuneration Committee would be in May and the organisational structure and pay framework would form part of the agenda for the committees.

4.3 Approved committee minutes - There was no approved minutes discussion, all minutes are made available to the Board on Dlligent.

4.4 Update from the National Youth Representative - Mr Jackman asked that Mr Gifford perhaps update the Board on his interactions with the Youth Board members to date. Mr Gifford thanked Mr Jackman and also mentioned that Mr Summerfield also joined the Board. Mr Gifford updated the Board that the National Youth board had provided feedback on attrition, mental health, sustainability and timing for action days. Mr Gifford saw the board as a 'candid friend' and felt that the focus on their voice being heard back into the organisation was a focus for him.

Mr Wigdortz emphasised the view that Mr Jackman and the representative youth board members should be included in the work underway for the coronavirus response.

Mr Jackman detailed the work that he and Mr Moukarzel were working on as part of the strategy for enhancing the youth voice.

Dame Julia stated that the focus on including the voice of young people and youth engagement work needed to shift from a strategy into an action. Mr Wigdortz agreed.

4.5 Board Action Log - Mr Devlin presented the action log to the Board detailing those actions

that remained open and those that were proposed to be closed.

- 4.6 Review of Governance - Mr Gifford talked to the paper as tabled. The recent IPA report whilst positive did highlight governance as a focus area for a review, and that it would benefit the Trust to tighten up the documentation and processes in some places. Mr Wigdortz detailed his support for this review and that support and clarity on the relationship with DCMS would benefit the Trust. Mr Cleal stated that the work to date on building stronger partnership, along with this review and the change in executive leadership provided an opportunity to strengthen the standing with DCMS. Mr Maltby agreed with the comments made and pointed out that the DCMS representative role Dean Creamer was performing had provided a great opportunity to further support this improving relationship. Mr Gifford detailed the key meetings with DCMS he had attended to date and the warm welcome he had received that chimed with the need to ensure that NCS governance supported the right actions.
- 4.7 Property approach - Mr Gifford presented the 3 main themes covered - the expiring lease, the need to manage costs and the 'places for growth' programme. The Board was asked for an indication of interest from two members and that these interested members should approach Mr Gifford or Mr Wigdortz.

Action: Two board members to support the NCS executive team in determining the right approach to the future property decisions the Trust faces.

5. Update on The Challenge

- 5.1 Mr Enstone joined the meeting. Mr Cleal provided an update on the latest approach with regards to the administrator of the Challenge with the support of the Board and the government. Mr Summerfield asked how closely DCMS had been involved in the journey to date. Mr Cleal agreed it would help to update Mr Creamer moreso and undertook to set a meeting up with him. The Board acknowledged the hard work to achieve a resolution within the principles that surrounded the issue. Mr Enstone left the meeting.

Action: Mr Cleal to meet Mr Creamer on the latest paper with regards to the Challenge and any resolution for the situation.

6. AOB

- 6.1 Sub Committee membership - Mr Wigdortz updated the Board that Ms Okezie would be joining the People and Remuneration Committee. There still remains a vacancy on the Audit and Risk Committee that will be filled with a new appointment.
- 6.2 Conflict of Interest - Ms Okezie left the meeting for this item. Mr Devlin outlined to the Board that the paper tabled before them had been produced to allow the Board to see the views of various interested parties as it pertained to the potential conflict of interest for Ndidi Okezie as CEO of UK Youth and a member of the Board. Mr Gifford suggested that the test was different for this situation, that the purpose in procurement is to ensure value for money, be accountable to Parliament / NAO / DCMS for the spend and for any process to be fair and transparent. Whilst NCS should justify any decision it should be able to assure those who hold it to account, not just suppliers and he supported Ms Okezie remaining on the Board given her experience in the sector especially at these challenging times. Mr Cleal stated that it was important that the paper included the views of the Head of Procurement and that the risks and concerns were discussed by the Board but the value that was received with Ms Okezie's membership overrode the small perceived risk faced. Mr Cleal was supportive of Ms Okezie continuing. Dame Julia reflected on her involvement in the establishment of the NCS and argued that its mission needed to also be owned by people who were involved in the youth sector and

that it is an important message to the youth sector that this voice is included in the Board. The Board unanimously supported Ms Okezie's continuing membership of the Board and felt that the risk of any perceived and actual conflict of interest as a result of her role as CEO of UK Youth could be managed.

Ms Okezie returned to the meeting to hear that the unanimous support of the Board had been given.

6.3 Strategy Bold Choices/Plan on a Page - The Board noted the update received on the Strategy bold choices and the Plan on a Page. This content builds on the Liverpool Strategy Away day.

6.4 Appointments process -

Mr Summerfield asked for an update on the replacement for the two board member vacancies that will exist by the end of the year.

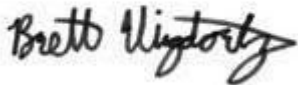
Mr Devlin updated the Board that the advertisement was finalised and moving through the government for approval.

7 Private session for the Non Executive Directors

7.1 A private session was held for the non executive directors

The meeting closed at 6:00 pm.

These minutes were approved as a correct and complete record of the proceedings by the board at its meeting on 02 April 2020 and signed by the chairman as authentication.



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Chairman