

NCST BOARD MEETING

MINUTES MONDAY 16TH JUNE 2025

Location	Norton Rose Fulbright LLP, 3 More London Riverside, London, SE1 2AQ
Participants	Harris Bokhari (Chair) Michael Devlin (CEO) Catrin Anderson Jonathan Freeman Michael Livingston (DCMS) Duncan McCourt Jacquie Nnochiri (joined at 15:03) Adnan Shafi (ext member) Deborah Tavana Amanda Timberg Darren Xiberras (remotely via Teams, at 15:25)
In attendance	NCS Trust Kelly Holder - Executive Director, Operations & Transformation Lisa Mullen - Executive Assistant to the CEO Sarfraz Nawaz - Executive Director, Finance Lauren Ogboru - Head of Governance and Organisational Compliance Adrian Ruddock - Executive Director, Digital & Technology Kerry Viner - Legal Director
Apologies	Tristram Mayhew (ext member)

1. WELCOME AND ANNOUNCEMENTS

1A - WELCOME

- Mr. Bokhari opened the meeting and thanked the Board and NCS staff for their ongoing commitment and hard work

1B. APOLOGIES

- Apologies were noted from Tristram Mayhew, and that Darren Xiberras would be joining remotely at a later point within the meeting. This was noted in the participant list

1C - REVIEW OF CONFLICTS OF INTEREST

- Mr. Devlin asked for any further conflicts of interest to be flagged to Ms. Ogboru

1D - CHAIR'S UPDATE

- There was no update from the Chair to note

2. GOVERNANCE

- Approval of May's Board minutes took place. There were no comments or feedback raised
- The approved minutes of May's Audit and Risk Committee and May's Remuneration Committee were tabled for noting
- The Action Log was closed
- The re-appointments (to the Board) of Ms. Timberg and Mr. Xiberras were noted
- Mr. Nawaz provided a brief update on the recent Audit and Risk Committee, highlighting the NAO's interim audit report which showed nothing of material concern
- One fraud report had been commissioned, and no fraud was detected
- Ms. Tavana's update noted that NCS and DCMS have liaised over June's payroll which took place earlier than normal due to its complexity as the final one. Checks have taken place, and payments will be made on the 20th June, to allow for any issues to be dealt with

3. CEO REPORT

- Mr. Devlin took the report as read, noting that the DCMS assets and liabilities transfer had now been accepted, after many hours of work by both teams
- Girl Guides: the work is still ongoing to transfer the game license, however this is looking positive
- Following handover, all residual responsibilities will be integrated within the DCMS infrastructure and queries dealt with via the team in place there
- Concerns were raised over the continuation of DCMS: Mr. Devlin confirmed that should they vote to surrender there would be no responsibility for the NCS Board past the 12th July. Any liabilities would be transferred within another government department if DCMS ceased to exist

4. CLOSURE AND LESSONS LEARNT REPORT

- The final report has been shared following major revision
- The Board noted there are some very useful lessons learnt that other entities can benefit (other than those discussed)
- **Action:** Mr Devlin to share the final report with DCMS, BYA, the Board and the IfG. No objections were made
- **Action:** Mr. Freeman took an action to introduce Mr. Devlin to the CEO of IfG for the report to be shared with her

5. DIRECTORS AND OFFICERS (D&O) INSURANCE UPDATE

- Ms. Viner noted there is a (very) small risk that the 9th July Privy Council could be cancelled or rearranged (this would be very rare). If this happened, there would be scope for another meeting to take place in July and this would be arranged
- The D&O external insurance policy was originally in place due to a previous Board member's employment contract, and the Board voted to keep this
- The premium for insurance and the run off policy will be paid in full before the end of June

6. ANNUAL REPORT

- Mr. Xiberras provided feedback on the report (this has been incorporated)
- Going Concern wording within the report: Mr. Nawaz noted it has been updated with the revised wording. There had been wordsmithing rather than any material change
- Delegating authority to approve the accounts: the Board is delegating to Mr. Devlin. This will agree any changes (which were noted as wordsmithing only, rather than anything material)
- The Annual Report was formally approved subject to any further changes. Any material changes will need to come back to Ms. Tavana, Mr. Xiberras and Mr. Bokhari, via Mr. Devlin

- Mr. Devlin noted that Ms. Evans and Ms. Oloyede were happy with the wording change in the Annual Report foreword as discussed with the DCMS sponsor team
- **Action:** changes to be made to page 66 regarding phrasing of redundancy payments to be edited and shared with Ms. Tavana, Mr. Xiberras and Mr. Bokhari for approval

7. SURRENDER OF THE CHARTER

- Mr. Devlin noted the documents (that were shared via the Reading Room in Team Engine) will be signed by himself, with Ms. Viner as witness
- 50% of board members are needed for a vote to take place, and it was noted that all members were present
- Anyone conflicted should recuse themselves (i.e. if by voting against you would receive a financial gain)
- A vote of 75% of members in the room in favour is needed. Members will become 8 as Mr. Bokhari was required to recuse himself
- The letter to the Privy Council did not have to be agreed with DCMS, however the joint statement did need to be agreed (with the Secretary of State) due to the very nature of the document
- Mr. Bokhari confirmed that all members understood and supported the documents as final
- The Joint Statement will not become a press release however NCS has proactively suggested it is added to [gov.uk](https://www.gov.uk)
- Mr. Bokhari recused himself and left the room
- All other non-members of the Board left the room.
- Ms. Mullen remained in the room to minute the decision
- Voting took place and 7 members voted in favour of surrendering the Charter with one abstention
- Those who had departed the meeting returned to the room. Mr. Devlin advised that a vote had taken place and was passed, thus the surrender will take place, as 7 of 8 members voted in favour

8. FINAL REMARKS

- A discussion and feedback session ensued. This was followed by final remarks from the Board members, who praised Mr. Devlin for his exemplary leadership during a difficult period

9. AOB

- No other business was raised from the room
- Mr. Bokhari advised he had discussed how exceptional the Board had been with DCMS, noting that he would happily recommend individuals for other Boards, and likewise for the Executive team and staff, during a difficult and challenging time

10. NED ONLY

- No discussion took place, and the meeting ended at 16:55

These minutes were approved as a correct and complete record of the proceedings via correspondence by the Committee and signed by the Chair as authentication.

Hamis Bokhari

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Chair

26 June 2025

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Date

Action Log

Minute	Action detail	Owner	Status
4 - Closure and Lessons Learnt Report	To share the final report with DCMS, BYA and the IfG. No objections were made	Mr. Devlin	
4 - Closure and Lessons Learnt Report	Mr. Freeman took an action to introduce Mr. Devlin to the CEO of IfG	Mr. Freeman / Mr. Devlin	
6 - Annual Report	Changes to be made to page 66 regarding phrasing of redundancy payments to be edited and shared with Ms. Tavana, Mr. Xiberras and Mr. Bokhari for approval	Mr Nawaz	