



**CONFIRMED MINUTES OF THE SEVENTEENTH MEETING OF JNCC SUPPORT
CO. HELD ON MONDAY 22 JUNE 2009 AT MARINERS HOTEL,
HAVERFORDWEST.**

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JNCC SUPPORT CO.
BOARD MEETING

**CONFIRMED MINUTES OF THE SEVENTEENTH MEETING OF JNCC SUPPORT
CO. HELD ON MONDAY 22 JUNE 2009 AT MARINERS HOTEL,
HAVERFORDWEST.**

Present:

Mr Archdale
Dr Bridgewater
Mr Casement
Mr Christensen
Mr Crawley
Dr Goold
Dr Joyce
Mr Lloyd Jones
Mr Pritchard
Professor Usher
Judith Webb
Mr Steer
Mr Yeo

In attendance:

Mrs McQueen
Dr Stott

Apologies: Professor Hill, Mr Thin, Professor Warren.

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1. **Dr Bridgewater's opening remarks**

- 1.1 Dr Bridgewater informed the Board that Mr Steer will retire before the September meeting. Dr Bridgewater and the Board expressed their sincere thanks for Mr Steer's long and outstanding service as Managing Director. Mr Yeo will succeed Mr Steer as Managing Director in September.
- 1.2 It was agreed that the order of items 10 (Oral report) and 8 (BD 09 P06) would be reversed. (However, the order of items in the minutes reflects the original agenda).

2. Declaration of interests

- 2.1 Mr Christensen has a standing declaration of his role on Defra's Management Board. Dr Bridgewater agreed there was no conflict of interest.

3. Minutes of the sixteenth meeting (BD 09 P04)

- 3.1 The minutes, as amended by BD 09 P04, were agreed subject to the addition of Professor Hill to those present and Mr Christensen to those who gave apologies.

4. Matters arising and report from the company secretary

- 4.1 The Board approved revised wording of a delegation to the Audit and Risk Management Committee in the schedule of delegations (paragraph 9.3 of the March minutes).
- 4.2 Mrs McQueen informed the Board that Professor Doyle's appointment to the Board had been terminated and that the Annual Return had been made by the due date.

5. Standing Orders for meetings of the Board (BD 09 P08)

- 5.1 Mrs McQueen introduced draft Standing Orders, revised as part of the wider review of JNCC's strategy and corporate governance arrangements.
- 5.2 The Board **endorsed** the revised Standing Orders.

6. Performance report for 2008/09 (BD 09 P05)

- 6.1 Mr Yeo introduced the paper which provides information on performance and financial out-turns for the year ending 31 March 2009. EMB and the Chairman reported their satisfaction with the performance achieved.
- 6.2 The Board **noted** the report and in discussion the following points were raised:
 - i) the outstanding work for those key performance indicators (KPIs) substantially achieved had been factored into work plans for 2009/10. The nature of JNCC's advisory work often made it difficult to clearly define the point of completion;

- ii) the KPI on website development deferred from 2008/09 had been carried forward to 2009/10. 2009/10 work on Common Standards Monitoring (KPI dropped in 2008/09) would be scoped in accordance with Committee's decision on requirements and priorities (JNCC 09 P09);
- iii) the tone and candidness of comments on performance were commended.

7. Adoption of the Directors' Report and Financial Statements for JNCC Support Co. for the year ended 31 March 2009 (BD 09 P06)

- 7.1 Mr Steer introduced this paper and an amendment paper reflecting revisions arising from the Audit and Risk Management Committee. This was the first year that the accounts had been produced in-house by the Finance Manager, and audited by NAO, and Mr Steer was pleased with the work and spirit of cooperation. A reply was still awaited from the HM Revenue & Customs to clarify JNCC's status with regard to corporation tax (Note 1 to the Financial Statements) but NAO had confirmed that this was not a material issue.
- 7.2 Dr Bridgewater noted that, given pressures on the organisation, good data security and a reduction in staff absence reflected well on the staff and management (Page 5 – Director's Report as amended).
- 7.3 The Board **approved** the Directors' Report and Financial Statements, and Letter of Representation, for JNCC Support Co. for the year ended 31 March 2009, as recommended by the Audit and Risk Management Committee, and **noted** that Mr Steer will sign on behalf of the Board.

8. Audit and Risk Management Committee annual report (BD 09 D01)

- 8.1 Mr Pritchard introduced this paper and the amendment paper reflecting revisions arising from the Audit and Risk Management Committee. The Board was asked to note the good results from the internal audit programme and the confidence they could place in the company's assurance systems. The results of the Audit and Risk Management Committee's self-assessment were available to members on request. Mr Pritchard expressed his thanks to management and Mrs Quince, Business Manager, for their support to this work.
- 8.2 In discussion the following points were raised:
 - i) successful preparation and auditing of the accounts was to the credit of finance staff and NAO;
 - ii) in-house preparation of the accounts had increased work for finance staff. There had been a cost-saving in audit fees because additional work had been undertaken by the previous auditors on a specific reserves issue.

9. Report from the Audit and Risk Management Committee

9.1 Mr Pritchard made an oral report on the last meeting of the ARMC held on 16 June in Peterborough as shown below. A written report would be circulated following the meeting.

9.2 The Audit and Risk Management Committee:

- i) reviewed a list of steps needed to formalise the handover of analogous Accounting Officer responsibilities from Mr Steer to Mr Yeo in due course;
- ii) noted a guidance paper on extending provisions on data security to non-executive members of JNCC, which had since been circulated to Joint Committee and Board members;
- iii) raised new, emerging or fast-evolving risks under a new standing agenda item to supplement other systematic monitoring of risk issues;
- iv) considered a paper on specially high-risk or high-cost projects identified by EMB, and will do so on an annual basis;
- v) considered the annual report on internal audit, included in the Committee's annual report to the Board;
- vi) agreed final amendments to the 2009/10 internal audit plan by using specialist providers for network security and sustainable development audits;
- vii) taking account of the audit report, approved the Managing Director's Statement on Internal Control for 2008/09, subject to some amendments for clarification;
- viii) considered the Directors' Report, Financial Statements and draft Letter of Representation and production process;
- ix) considered the NAO audit report and agreed the management responses to the recommendations made and were pleased to note that NAO would be giving an unqualified audit opinion;
- x) agreed to recommend to the Board that they approve the Directors' Report and Financial Statements for the year ended 31 March 2009;
- xi) agreed to recommend to the Board that the Managing Director should sign the Letter of Representation as presented;
- xii) reviewed the summary report of single tender contracts and suggested refinements to the safeguards applied;

- xiii) noted that there had been no reports of fruitless payments, fraud or presumptive fraud in the organisation;
- xiv) discussed the Audit and Risk Management Committee's annual report to the Board.

10. Report from the Executive Management Board (BD 09 P07)

10.1 This paper reported the main items discussed by EMB and other significant issues relating to the Board since March.

10.2 In discussion the following points were raised:

- i) relocation of the Aberdeen office to Torry was expected to go ahead. Despite the unanticipated additional costs the overall costs were in line with market rates;
- ii) work on the corporate identity of Joint Committee and JNCC Support Co. would be undertaken in due course. Dr Bridgewater indicated he felt there to be advantages for greater clarity between the identity and public persona of the two entities.

11. AOB

There was no other business.