1. The fortieth meeting of the Board of the Joint Nature Conservation Committee Support Company was held online on Wednesday 12th November from 3.15 to 4.15 pm.

2. The following Company Directors, members of the Board were present: David Cooper (Chair), Gemma Harper (CEO and Accounting Officer), David Collins (Company Secretary), Mel Austen, Dan Ebanks, Colin Galbraith, Pete Higgins, Julia Jones, Rhys Jones, Sara McCracken, Tom Meagher, Marsha Ramroop, Dave Stone, Chris Tuckett and Peter Unwin.

3. Also present were: Claire Callaghan, Director of Finance, Planning & Governance, Tracey Elliott, Governance Team, Tracey Quince, Governance Manager and Nigel Reader, Interim ARAC Chair

   Apologies were received from: Rachael Garrett and Steve Ormerod (Company Directors).

1 Chairman's opening remarks

1.1 The Chair welcomed members to meeting.

2 Declaration of interests

2.1 The Chair noted the interests already declared by members of the Joint Committee. No additional interests were declared.

3 Minutes of the 20 June 2024 Board meeting (BD 25 01)

3.1 The minutes of the 39th meeting held on 20 June 2024 were confirmed as a true record of the meeting.

4 Company Secretary Report (BD 25 02)

4.1 David Collins, Company Secretary, introduced the report. He thanked those Directors who had left the Company since the last meeting and welcomed new Directors to the Board, noted the changes to the Articles of Association in July

previously approved by the Board and reminded Directors to verify their identity at Companies House before the deadline of 18 November.

4.2 The Board took note of the report including the aforementioned points.

5 JNCC Annual Report and Accounts (AR&A) for 2024/25 (BD 24 03)

5.1 The Chair expressed his appreciation to staff for their work in preparing the report and ARAC for its consideration of the document ahead of the Board meeting. He stated that JNCC should be proud of the achievements reflected in the report and paid tribute to the CEO and her staff and to former interim chair Tom Meagher and all Committee members.

5.2 The Chair invited Gemma Harper, David Collins, Claire Callaghan and Nigel Reader to provide their comments on the report to the Board.

5.3 Gemma Harper noted that the report summarised the excellent delivery of priorities over 2024/25 in a number of key work areas. She thanked the People & Culture Committee for their work on the development of the People Strategy and their contribution, working alongside staff on the Diversity, Equity & Inclusion (DEI) agenda. A key milestone had been the implementation of the new financial and HR system (Nautilus). Implementation had been challenging but the benefits were now being seen. She thanked the chair, Nigel Reader and members of ARAC for their work through the year on risk, assurance and audit and thanked Claire Callaghan for her expertise and leadership to improve financial management and forecasting. She noted the late completion of the AR&A this year and the need for JNCC and NAO to work together to move back to pre-summer recess. She commended the AR&A to the Board.

5.4 David Collins informed the Board that better financial control through the year had led to a sound financial picture at the year end, with a £750k underspend (2.5% of turnover). This positive position meant the organisation was able to grow reserves to £1.7m. He noted however that reserves would not be expected to grow substantially this year, due to the planned balanced budget.

5.5 David Collins informed the Board that the full cost of Nautilus had been expensed in its entirety this year rather than over several years. The decision to do this had been taken largely due to the strong financial position. He highlighted the substantial accrual on debtors which was a year-end accrual of Defra funding which had not been drawn down at the year end. In light of his comments, The AR&A would be laid in Parliament once the final audit certificate is received and ministerial clearance obtained. The deadline for submitting the accounts to Companies House is 31 December. He confirmed to the Board that this deadline would be met, with the Board informed if the deadline were at risk of not being met.He further noted that in approving the AR&A and Letter of Representation, the Board would also be confirming the assessment in the

Governance Statement and Letter of Representation that the JNCC Support Company remained a going concern on the date of the company board meeting.

5.6 Claire Callaghan informed the Board of a number of issues that had arisen with NAO during the audit and the challenges which were largely due to the turnover , of NAO staff assigned to the audit. To avoid issues with the AR&A for 2025/26, it had been agreed that the AR&A for 2025/26 would be prepared to a pre-summer recess timetable and to increase learning, Claire had agreed to a joint JNCC/NAO workshop early in 2026 which would help to clarify the ask on both sides.

5.7 Nigel Reader, ARAC Chair, informed the Board that he had scrutinised the AR&A himself and alongside his comments, ARAC had given it further consideration on 5 November at the ARAC intersessional meeting and had recommended the AR&A for approval. He thanked David Collins and Claire Callaghan for their leadership of the process, noting the quality of the final report. He echoed the comments of others in relation to NAO and the need to encourage an earlier conclusion of the process for future years. He recommended that the Board approve the AR&A for Gemma Harper, As Accounting Officer, to sign alongside the Letter of Representation.

5.8 The Board welcomed the AR&A and thanked staff for producing a superb document. The Board welcomed the translation into Welsh and Gaelic of the Chair and CEO forewords in the report The Board supported the aspiration to bring the AR&A back to pre-summer recess as soon as it is possible to do so.

5.9 Referring to Page 40 (table 11) which showed a large increase in scope 3 emissions on previous years (174%). The Board agreed that David Collins should provide a more detailed explanation in the report of the increase in emissions. requesting further clarification on the definitions for each of the scopes in table 11.

5.10 It was suggested that the Joint Committee should consider what the AR&A might look like in 5 years' time in 2030 and how it should reflect the aspirations for that milestone year.

5.11 Subject to any minor and small editorial changes, the Board **approved** the AR&A for 2024/25 and requested that Gemma Harper as Accounting officer sign the accounts and Letter of Representation. It was agreed that the Board would be informed of any significant material changes to the AR&A ahead of publication and that the Governance Team would circulate a final version once it has been laid before Parliament.

Action point(s)
AP01 David Collins to provide a more detailed explanation in the report of the increase in scope 3 in Table 11 on page 40, ahead of it being published [5.9].

AP02. Governance Team to send the final version of the AR&A for 2024/25 to Company Board Directors [5.11].

6 Any other business

6.1 No other items were discussed.