

# **NORTHERN IRELAND TRANSPORT HOLDING COMPANY**

## **Minutes of the Board Meeting held on Wednesday 18th April 2018 at 9.30am at Chamber of Commerce House, Belfast**

**PRESENT:**

- F Hewitt (Chairman)**
- T Depledge (AD, Senior Independent Director)**
- P Anderson (CFO)**
- C Conway (GCE)**
- H McCartan (HM)**
- A Reavey (AR)**
- B Mitchell (BM)**
- P O'Neill (COO)**
- M Sweeney (MS)**

**IN ATTENDANCE:**

- Gordon Milligan (CCSHR Officer)**
- Priscilla Rooney (General Counsel)**

### **GROUP STATEMENT**

The Directors of the Northern Ireland Transport Holding Company are also the Directors of all other companies within the Group. As such they are mindful of their responsibilities and statutory duties to each. These minutes record the business of the Group meeting at which matters, factors and decisions relating to individual companies were raised and addressed.

#### **3509 WELCOME**

The Chairman welcomed members and a particular welcome to the recently appointed General Counsel.

#### **3510 DECLARATION OF INTERESTS**

No additional interests were declared in relation to today's meeting.

#### **3511 MINUTES & ACTION LIST**

The minutes of the previous meeting were formally approved. Matters and actions arising were discussed and noted.

#### **3512 CHAIRMAN & BOARD BUSINESS**

The Chairman congratulated HM on her attendance at the 'Have a Go' event and commended CCSHR Officer for the success of the event, resulting in positive feedback from the local media. The CCSHR Officer concurred with the Chairman and said that it had also received positive feedback from other stakeholders who attended the event, as well as an increase in interest from potential female applicants.

AD, Senior Independent Director, confirmed he is preparing a short paper on the Board's performance for the next Board meeting in May 2018.

### **3513 SAFETY PERFORMANCE REPORT**

The COO commented generally that the year-end safety results were broadly positive.

The COO presented the following headlines from his detailed safety report:

- (i) Passenger Injuries: decrease on corresponding period last year, including no major injuries.
- (ii) Crime: COO confirmed a working alliance with PSNI to continue to reduce the crime rates and would report further to the safety committee on this.

MS commended the safety team for the significant reduction in passenger injuries. The Chairman agreed with MS that it was an encouraging report and congratulated the team. HM agreed with MS and the Chairman and wanted to acknowledge the improvement in safety performance in the context of the enormity of the passenger journeys undertaken each year.

The Chairman concluded that the general view was there had been clear and recognised progress throughout the previous year but that the Company should continue to keep working to improve overall safety.

The CCSHR Officer confirmed the Annual Safety Conference was taking place on 21 June and work towards Rail Safety certification by August 2018 was progressing well.

### **3514 GCE REPORT**

The GCE summarised his report into a few key highlights:

- (i) Passenger journey numbers were the highest in 20 years. Fare-paying passenger numbers were up on last year.
- (ii) Customer service was broadly in line with customer charter, although there were impacts due to poor weather and road works.
- (iii) GCE confirmed receipt of positive feedback from drivers of the new Glider vehicle. AR enquired about the Enterprise Development plan - GCE advised that it had been issued to key stakeholders for comment including the Belfast City Council, who were supportive.
- (iv) Major Capital Projects:
  - a. Belfast Transport Hub - Decision expected September 2018.
  - b. Derry-Londonderry Active Transport Hub – Planning permission approved, awaiting consent to be issued, construction planned to start after 90-day appeal timeline has expired.
  - c. Future Ticketing System – updated position positively noted,
- (v) Human Resources: the CCSHR Officer advised the Board of the Company’s succession planning, including the recruitment of new graduate trainees and plans for the recruitment of new engineer apprentices onto the Company’s highly recognised apprenticeship programme. HM was encouraging and supportive of the Company strategy of ‘growing its own’.

The Chairman congratulated the team on behalf of the Board for the significant increase passenger journeys particularly given the prolonged extreme weather conditions.

KPI's: Public Service Contract (PSC). A review of the KPO's in PSC is currently being undertaken and includes a fleet age target.

### **3515 FINANCE REPORT**

The CFO spoke to highlights in his report:

Group Trading Position – will be finalised for the May Board meeting but CFO confirmed an operating loss of approximately £1.5m, which is consistent with latest forecast.

The Chairman concluded it was an encouraging report and looked forward to the final position in May.

### **3516 DfI CORRESPONDENCE**

DfI correspondence noted. GCE to review budget with DfI.

GCE confirmed that DfI supported the purchase of a new bus fleet but the budget did not cover any bus procurement. The Company (with the support of DfI) would continue to explore opportunities for bus procurement.

GCE clarified that the new trains were confirmed in the budget to assist with increasing capacity due to continued growth of passenger numbers.

### **3517 AD-HOC MATTERS FOR DISCUSSION/APPROVAL**

- (i) Ulsterbus Livery Proposal: presentation and images provided to Board. GCE noted the Board's comments. GCE advised that market testing was ongoing and final results would be brought to the Board for further discussion/feedback in June.
- (ii) BARC-Terms of Reference: Board Audit and Risk Committee Terms of Reference were noted and approved.

### **3518 MAJOR PROJECTS KPI TRACKER**

The Major Projects Tracker was noted by the Board.

### **3519 MINUTES OF COMMITTEE MEETINGS**

The minutes of the Project Oversight Committee (POC) meeting held on 20<sup>th</sup> March 2018, and the minutes and summary notes for the Board Audit and Risk Committee meeting held on 11 April 2018 and the Group Remuneration and Pensions Committee 18 April 2018 were noted.

BM spoke to the Board Audit and Risk Committee meeting summary paper and noted that the internal audit annual report for 2017/18 provided a 'satisfactory' finding being a positive year end for the Company.

HM spoke to the Group Remuneration & Pensions Committee including an update on the pension schemes agreeing the pensions briefing paper would be presented to the Board in the Autumn. The Committee self-assessment was concluded and discharged.

**3520 RESOLUTION APPROVING APPOINTMENT OF COMPANY SECRETARY**

Resolution approved.

**3521 ANY OTHER BUSINESS**

Management of Contractors Rights report was noted.

The Chairman and GCE meeting the new Chairman of Irish Rail in May and will report to the Board at next meeting.

**3522 DATE OF NEXT MEETING**

16 May 2018.

SIGNED: \_\_\_\_\_ DATE: \_\_\_\_\_