

NORTHERN IRELAND TRANSPORT HOLDING COMPANY

Minutes of the Board Meeting held on 19 June 2019 **at 10.00am The Boardroom, 22 Great Victoria Street, Belfast**

PRESENT: Frank Hewitt (Chairman)
Chris Conway (GCE)
Anthony Depledge (AD, Senior Independent Director)
Angela Reavey (AR)
Patrick Anderson (CFO)
Philip O'Neill (CBCO)
Hilary McCartan (HM)
Mark Sweeney (MS)
Bernard Mitchell (BM)

IN ATTENDANCE: Gordon Milligan (GM, CCSHR Officer)
Priscilla Rooney (GC, General Counsel & Company Secretary)

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.

3664 WELCOME AND APOLOGIES

The Chairman welcomed members to the meeting. The Chairman confirmed to the Board that his appointment as Chairman (and Director) is to expire on 30 June 2019. He expressed his thanks to the Board for their hard work and friendship over many years.

3665 DECLARATION OF INTERESTS

No interests were declared in relation to the meeting.

3666 MINUTES & ACTION LIST

The minutes of the previous meeting were formally approved.

All actions arising from the previous meeting were noted as completed.

3667 CHAIRMAN & BOARD BUSINESS

The Chairman advised Members of his attendance at the 'State of the Nation' conference and congratulated GCE and GM on the excellent team work in preparing and running the conference.

3668 SAFETY REPORT

The Board took the report as read, CBCO noting the following:

- (i) Vehicle Collisions: Positive trend due to continued work carried out by the organisation to reduce collisions.

AD provided an update from the Safety Oversight Committee and advised the Board of findings from the annual report on SPADs. AD commented that Non-Executive Director attendance on safety tours is a valuable tool and which helped provide an understanding of safety behaviours.

3669 GCE REPORT

The Board took the report (and KPI summary) as read, and the Chairman invited GCE to speak on the following:

- (i) Financial/Passenger numbers: Year-to-date passenger numbers are trending above budget.
- (ii) Customer Service: Rail network service delays were showing a 45% improvement year-to-date. A Metro refresh project is planned to aid punctuality and it begins the initial roll out in July to improve service over the summer.
- (iii) Commercial Operations: The team won the UK Chartered Institute of Marketing for Best New Product or Service for Glider and the Communications Award at the Irish Logistics and Transport Awards. The Balmoral show and Snow Patrol in Bangor proved very successful. The Bus and Train week continues to grow in engagement, with a very successful stakeholder event, well attended by the business community, who gained an understanding of the overall benefits of public transport and the funding challenges being faced.
- (iv) Digital Services: New website has gone live and feedback generally positive.
- (v) Major Capital Projects: BTH- in 90-day standstill period but the team continuing to engage with a wide range of interested parties. Portrush Stations- completed at the end of May 2019.
- (vi) Legal & Governance: Mandatory e-Learning for Data Protection legislation was launched and was well received by staff.

3670 FINANCE REPORT

The Board took the paper as read.

3671 DFI CORRESPONDENCE

The Board took the correspondence as read.

3672 AD HOC PAPERS

The Board took the papers as read.

BM, Chairman of the Board Audit & Risk Committee, opened the item of approval of the annual report & accounts, with an overview of the Committee's review and scrutiny of the annual report and accounts in recent weeks. He invited CFO to provide his views and recommendations to the Board on these and related items.

The CFO guided members through his Executive Summary paper.

Approval: After taking into consideration members' comments, the Board unanimously approved the annual report and accounts which comprises:

- **Group annual report and accounts;**
- **Trading subsidiary accounts for NITHC, Northern Ireland Railways Company, Ulsterbus and Citybus;**
- **Non-Trading subsidiary accounts for Flexibus Limited, NIR Networks Limited, Translink (NI) Limited;**
- **Letters of representation in support of financial statements;**
- **Pensions and compensation payments 2019;**
- **Hi Park rental calculation 2018/19;**
- **NIR Regulatory Accounts.**

The Board noted the KPMG Report to the Board and the Chairman was pleased to acknowledge the positive findings.

3673 MAJOR PROJECTS KPI TRACKER

The Major Projects Tracker was noted by the Board.

3674 MINUTES OF COMMITTEE MEETINGS

The minutes of the Project Oversight Committee meeting held on 14 May 2019 and the minutes of the Board Audit and Risk Committee held on 12 June 2019 were both noted by the Board as read.

The report from the GRPC meeting on 19 June 2019 were noted.

The Board noted the proposed updates and amendments to the various Terms of Reference for the Board Committees and approved the same.

Approval: Updates and amendments to the following Board Committee, Terms of Reference were approved by the Board:

- **Audit and Risk Committee;**
- **Safety Oversight Committee;**
- **Group Remuneration and Pensions Committee.**

3675 ANY OTHER BUSINESS

The Board discussed the expiration of the term of the Chairman's appointment. The Chairman declared his interest and AD was nominated by the Board to 'act' as Chair during the discussion.

The Board agreed the forthcoming Board procedure until such times as a substantive Chair was appointed.

Decision: HM nominated AD to ‘act’ as Chairman for the next Board meeting in July 2019. The action was seconded by BM, and the proposal approved by the Board.

On behalf of the Board, BM extended his thanks to the Chairman for his many years of dedication to the Company, this was warmly supported by the whole Board. The Chairman reciprocated the gratitude and encouraged the Board to continue its work to support Translink in achieving its objectives.

3676 DATE OF NEXT MEETING

24 July 2019.

SIGNED: _____ DATE: _____
Chairman (Acting)