

# **NORTHERN IRELAND TRANSPORT HOLDING COMPANY**

## **Minutes of the Board Meeting held on 18 March 2020 at 9.30am The Boardroom, 22 Great Victoria Street, Belfast**

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

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

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.

### **3756 WELCOME AND APOLOGIES**

The Interim Chairman welcomed Board members to the meeting. AD, AR & BM joined the meeting by conference call to ensure safe distancing in line with PHA guidelines.

### **3757 DECLARATION OF INTERESTS**

No interests were declared in relation to the meeting.

### **3758 MINUTES & ACTION LIST**

The minutes of the previous meeting were formally approved.

### **3759 CHAIRMAN & BOARD BUSINESS**

The Board agreed that given the current situation with Covid\_19, their undertaking of safety tours would be postponed until further notice.

### **3760 SAFETY REPORT**

The Board took the report as read, CBCO advising members that the system outage caused by the recent cyber-attack had resulted in limited data being available, noting the following:

- (i) Major Injuries: There were 2 in the period, both reportable to HSENI;  
Staff: Trends in type of injuries will require a continued and increased focus on behavioural safety.

### **3761 GCE REPORT**

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

- (i) Commercial Operations: Bookings through the travel centre were already being impacted by Covid-19, both European tours and educational trips organised by schools albeit there has been a noticeable spike in demand for Cross – Channel booking.
- (ii) Major Capital Projects:
  - a. BTH – Discharge of planning conditions are being worked though before enabling works can commence on site.
  - b. New Trains 3 – CAF have confirmed a 3-week production delay, and it is expected that such delays may be exacerbated by Covid-19.
- (iii) HR – GM provided an update on Covid-19 business continuity planning and assured Board members that the Company was following the latest public health authority advice. Board members queried the potential reduction to services and GCE advised that continuity plans were being developed and the situation was being continually monitored, but the Company would await an anticipated update on schools before implementing reduced services. Any necessary reduction would be agreed with Dfl.

The CFO explained to the Board that early indications of the potential reduction in passenger numbers had been modelled and provided to the Department, which would also result in a very significant and immediate reduction in income for the Company.

BM requested that Board members are included in staff communication on Covid-19.

**ACTION: GCE to have current (and ongoing) staff communications issued to all Board members.**

## **3762 FINANCE REPORT**

The Board took the paper as read. The CFO noting the following significant matters:

- (i) 2019/20 Budget and Outline Corporate Plan: The CFO presented the Budget and Corporate plan, highlighting that the Covid-19 pandemic would inevitably significantly impact on the current financial position of the Company, creating a substantial and immediate impact on revenues and a very rapid depletion of the Group’s cash reserves.  
The Budget paper was discussed, and the CFO advised members that ongoing discussions with the Department were taking place to address the estimated cash deficit at the end of the budget period, as well as the levels of baseline funding required by the Company moving forward. The CFO reiterated that the Budget paper had been prepared before the beginning of the impact of Covid\_19 and did not, therefore incorporate projected loss and resultant impact on cash arising from the virus.  
GCE reminded Board members that the Company would be continuing to deliver public transport services amidst a worldwide crisis.

The CFO sought the Board’s approval of the 2020/21 Budget and Outline Corporate Plan.

**APPROVAL: The Board confirmed approval of the 2020/21 Budget and Outline Corporate Plan subject to the amendments suggested.**

Following approval by the Board, the CFO will deliver the proposed Budget and Plan to Dfl.

**3763 DFI CORRESPONDENCE**

Noted.

**3764 AD HOC PAPERS**

The Board took the Ad-Hoc papers as read.

AD spoke on the Board Effectiveness Survey report prepared by PwC. In accordance with the Company Corporate Governance Framework, an independent review of the Board Effectiveness survey should be prepared every 3 years. AD noted that the general theme of the review reflected a positive and committed Board. AD will work with GC in collating any potential actions which may improve Board effectiveness. The Interim Chair noted that the matter of actions could form part of the Board Strategy Day and provide value to a new incoming Board.

**ACTION: AD & GC to consider any actions as a result of the findings in the Board effectiveness report.**

**ACTION: The Interim Chair & GCE to reschedule the Board Strategy Day.**

**3765 MAJOR PROJECTS KPI TRACKER**

The Major Projects Tracker was noted by the Board.

**3766 MINUTES OF COMMITTEE MEETINGS**

The Project Oversight Committee meeting was being held in the afternoon. The summary of the BARC Committee meeting held on 4 March 2020 were noted by the Board as read.

HM spoke to the GRPC meeting held that morning, 18 March 2020.

**3767 ANY OTHER BUSINESS**

GM provided an update on the recent cyber-attack and noted that work was ongoing in relation to getting all internal systems (particularly financial) fully functional.

AD asked that GM thank staff for their hard work and commitment relating to both the cyber-attack and more recently, Covid-19.

The Department subsequently cancelled the scheduled Bi-Annual meeting and replaced it with conference call with the Permanent Secretary, Interim Chair and GCE.

GCE advised that the next Board meeting in April would take place via Microsoft Teams.

**3768 DATE OF NEXT MEETING**

22 April 2020.

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