# **NORTHERN IRELAND TRANSPORT HOLDING COMPANY**

## Minutes of the Board Meeting

## 27 April 2022 | 9.30am | 22 Great Victoria Street, Belfast

**PRESENT:** Michael Wardlow, (*Chair*)

 Chris Conway (*GCE*)

Patrick Anderson (*CFO*)

Gordon Milligan (*CHRO*)

Mike Brown (*MB*)

Tzvetelina Bogoina – Seenan[[1]](#footnote-2) (*TBS*)

Marie Mallon (*MM*)

Sharon O’Connor (*SO*)

Edward Wills (*EW*)

**IN ATTENDANCE:** Priscilla Rooney, *General Counsel & Company Secretary* (*GC*)

**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.

**4032 WELCOME AND APOLOGIES**

The Chair welcomed members to the meeting, extending condolences to SOC for the recent bereavements in her close family. No apologies were noted.

**4033 DECLARATIONS OF INTERESTS**

SOC updated the Board on her recent appointment as a Non-Executive Director to the board of David Macbrayne Limited (CalMac).

**4034 MINUTES & ACTION LIST**

The minutes of the previous meeting were formally approved, and actions noted as completed. CHRO confirmed that the EDI Strategy would be presented to the Board during the May meeting.

**4035 CHAIR & BOARD BUSINESS**

The Board extended their thanks and congratulation to Philip O Neill on his retirement, following 43 years of service to the Group.

The Chair confirmed that he had received a request from DfI to complete annual NED appraisals. After some discussion, the Board agreed that it would be more effective to postpone the appraisals until they were in post for 12 months.

**ACTION:** GC to liaise with DfI in relation to rescheduling NED appraisals.

GCE and CHRO provided the Board with an update on the potential industrial action and the ongoing challenges faced by the Group.

GCE informed the Board of his recent meeting with the new Permanent Secretaries for DfI and DoF. He remarked that the parties were all agreed that the Partnership Agreement should be a new approach based on proportionate autonomy. He was assured by the positive engagement and willingness to consider the most efficient and effective ways of working in collaboration.

**4036 SAFETY**

The Board took the report as read and CHRO highlighted the following additional matters:

1. Statutory Reportable Events: There were 4 Statutory Reportable Events during the period, all of which were minor but reportable as over-3-day injuries.
2. Significant/Noteworthy: The investigation is ongoing into the school bus service who allowed school children to travel for a short distance in the luggage compartment.
3. Safety Conference: The Conference is taking place virtually on 5 May and members were invited to attend. Focus will be on safety behaviours including slips, trips and falls.
4. Safe Return to Work: The Group Hybrid Working Policy commenced on 4 April 2022 and staff have been encouraged to return to work on this basis. Initial feedback has been positive from employees and management alike. CHRO assured the Board that prior to the launch of the policy, the Group had consulted employees, trade unions and employment experts, along with carrying out risk assessments. The policy will be reviewed in 6 months.

**4037 GCE REPORT**

The Board took the report, KPI summary and Major Project summary as read, and the GCE highlighted the following:

1. Passenger journeys: Group passenger journeys were positive at nearly 60m for the period. The GCE commented on the increase in leisure travel.
2. Service Operations: MB noted the approval of an Economic Appraisal at the recent POC meeting for train radio replacement which would improve functionality over the current analogue system and introduce more flexibility of communications between the control office, signaling cabins and train cabs which would in turn support safety and improve service performance.
3. Infrastructure and Projects: The 4-year capital plan has been submitted to DfI. The Group awaits approval from DfI and DoF of the capital budget to allow them to proceed. The Board expressed their concern at not having this approved going into the new financial year and the adverse impact on supplier confidence and any cost increases as a result.

**ACTION:** The Board agreed to write to Permanent Secretary expressing concerns regarding the lack of budget approval.

1. Commercial Operations: The Group have worked in conjunction with DfI Consumer Council and third-party supplier to undertake consumer monitoring for Spring and Autumn.
2. Legal & Governance: The annual Board Effectiveness Surveys are being finalised with the Chair and SID before being issued to the Board. The Board suggested and effectiveness discussion/workshop take place following the results. GCE advised the Board of his discussions with DfI and DoF in this regard, noting that they concluded that the Partnership agreement provided the opportunity to revisit the working relationship and partnership arrangements going forward.
3. Major Capital Projects: The CFO reminded the Board that contactless ticketing had launched across Metro services on 28 March and the internal teams continued to work closely with the supplier to remedy any glitches in the technology. The initial customer feedback appeared positive. On behalf of the Board and POC, MB thanked the ticketing team for their hard work and dedication in this complex project.

**4038 CFO REPORT**

The Board took the paper as read and the CFO highlighted the following salient points:

1. Period 12: The period 12 (year-end) accounting position is not yet available as the year-end close down cycle is in progress. Period 12 accounts will be presented at the May Board meeting and will form the basis for the Group statutory accounts which will be presented to BARC and the Board for approval in June.
2. LBE 3: CFO noted the strong year end cash position, which would be looked upon favourably by the Group’s supply chain.
3. Capital Expenditure: The CFO highlighted that full capital spend would be achieved

The Board commended the impressive work and efforts made by the team in achieving full spend of the capital grant.

**4039 CHRO REPORT**

The Board took the paper as read and the CHRO highlighted the following salient points:

1. Graduate and Apprenticeship Programmes: As part of Group strategy, a number of candidates have been offered the opportunity to join the operational management trainee programme, and another large number of candidates are going through the interview process for the construction graduate programme. Additional programmes in engineering are also being advertised.
2. EDI: The Cultural Network was launched on 30 March. The Network aims to increase understanding of other cultures and celebrate those within the Group. The Group will be supporting Pride 2022, including celebrations during Pride month (June) and supporting the Belfast Pride Parade in July.

**4040 DFI CORRESPONDENCE**

The Board took the correspondence as read.

**4041 AD HOC PAPERS**

The Board noted the draft Assurance Statement 2021/22.

* *GC presented on the Group Risk Strategy and Corporate Risk and Assurance Framework*

Following the presentation, the Board had a detailed and invovled Q&A session. The Board were impressed by the risk management system and assured by risk management processes. SOC (as Chair of BARC) acknowledged the significant work and contiuous improvement in the area of risk management but emphasised the importantce of ongoing viligence. SIB was further assured in this area having also been advised by internal audit of the positive and open risk culture within the Group. MB made particular note of the cyber security risk as a significant and ongoing threat across all organisations throughtout the world and offered his support in this area.

**ACTION:** CHRO to arrange a Cyber Security presentation for the Board.

**4042 MINUTES OF COMMITTEE MEETINGS**

The minutes of the POC meeting held on 15 March 2022, the summary report of the BARC meeting held on 11 April 2022 and the summary report of the GRPC meeting held on 22 April 2022 were taken by the Board as read.

**4043 ANY OTHER BUSINESS**

GCE advised the Board that an investigation was now complete and the Board will be further updated as and when appropriate.

**4044 DATE OF NEXT MEETING**

15 June 2022.

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

 Chair

1. Senior Independent Director [↑](#footnote-ref-2)