# **NORTHERN IRELAND TRANSPORT HOLDING COMPANY**

## Minutes of the Board Meeting

## 15 June 2022 | 9.00am | Weavers Cross

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

 Chris Conway (*GCE*)

Patrick Anderson (*CFO*)

Gordon Milligan (*CHRO*)

Mike Brown (*MB*)

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

Sharon O’Connor (*SO*)

Edward Wills (*EW*)

**APOLOGIES:** Marie Mallon (*MM*)

**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.

**4057 WELCOME AND APOLOGIES**

The Chair welcomed members to the meeting and noted one apology.

**4058 DECLARATIONS OF INTERESTS**

None.

**4059 MINUTES & ACTION LIST**

The minutes of the previous meeting were formally approved. The Board agreed to keep minute 4037(iii) open until an update from DfI had been received. Minute 4041 to remain open.

**4060 CHAIR & BOARD BUSINESS**

The Board conveyed its gratitude to CHRO and the team for carefully managing the potential industrial action. CHRO reassured the Board that the team would continue to use every opportunity to maintain good employee relations and asked the Board to remain cognisant that the 2022-23 salary negotiations would most likely commence in Autumn this year.

The Chair attended the annual Ulster in Bloom event this month and encouraged members to attend public events and champion the Group and its good work.

The Chair inspected the Gifts & Hospitality Register and Register of Interests (relating to period 1 October 2021 – 31 March 2022) for all Executives and Board members and was content that they were in order. Likewise, TBS inspected the Chair’s registers for the same period, and confirmed that they were in order.

**4061 SAFETY**

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

1. SOC: The Safety Oversight Committee met on 14 June. EW noted that Richard Knox joined the Committee meeting and gave an interesting presentation on the rail safety system upgrade.
2. Significant/Noteworthy: A member of the public lost his balance and fell backwards whilst attempting to board a bus, resulting in an initial head injury and sadly, his death. The PSNI are carrying out a full investigation. The Board extended its sympathy to the family of the deceased.
3. Environment: The Group will begin to assess the impact of the Electric Vehicles which were introduced in March 2022 on its total emissions.

**4062 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 above budget for the period with the leisure market playing a significant part of the rail and interurban travel. GCE noted that anecdotal evidence suggests that customers want later evening services.
2. Service Operations: While there is generally good performance, the Metro service was impacted in the period due to roadworks in Belfast and the current bus driver shortfall. CHRO advised the Board of the continuous improvement programme in driver workforce planning.
3. Commercial Operations: Digital activity has continued to increase, and May saw a record month for e-commerce.
4. Major Capital Projects – Noted as read.

**4063 CFO REPORT**

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

1. Period 1 and 2 – Whilst the CFO noted this year’s challenging budget, he was encouraged by the early metrics in the P&L account highlighting a positive start to the financial year. The Group operating loss year to date is favourable to the budget. Overall passenger journeys for Period 2 were above budget indicating a continued positive recovery across all companies.
2. Capital Allocation: The initial capital funding allocation of has been confirmed by DfI however this is less than the Group’s forecast requirement and this has been raised with DfI.
3. Provisions: The Board reviewed and discussed the provisions update, covering the period from 29 March 2021 – 27 March 2022.

**APPROVAL:** The Board approved the latest position on provisions and confirmed that the amounts provided represent a reasonable estimate of the probable funds outflow arising from the various categories of provision, based on the information provided to them.

The CFO advised the Board that the Annual Accounts would be presented later in the meeting.

**4064 CHRO REPORT**

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

1. MBE – The Board extended their heartfelt congratulations to Philip O’Neill on being awarded an MBE in the Queens Honours List, for his services to sustainable and accessible transport in Northern Ireland.
2. Recruitment- Recruitment and retention of critical resources and succession planning are a focus for the Group in the current very competitive labour market.
3. Hybrid Working – Implementation of the policy since 4 April has been positive and plans are being finalised to discuss an extension of the arrangements with employee representatives.

**4065 DFI CORRESPONDENCE**

Noted as read.

**4066 AD HOC PAPERS**

 The Board took the papers as read.

SOC, as Chair 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 at the recent BARC meeting. SOC 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:** The Board approved the annual report and accounts which includes:

* 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.

The Board noted the KPMG Report and thanked the CFO and the finance team for their diligent work in completing the accounts.

**4067 MINUTES OF COMMITTEE MEETINGS**

The minutes of the POC meeting held on 17 May 2022 and the report of the GRPC held on 15 June 2022 were taken by the Board as read.

MB also noted the POC meeting held the day before (14 June), in particular:

* Lurgan Signalling Improvement Project – where the Strategic Outline Case was approved by POC; and
* Portrush to Coleraine re-signalling - Programme Mandate was also approved by POC.

**4068 ANY OTHER BUSINESS**

The Board discussed the Agenda for the Ministerial Meeting with Minister O’Dowd.

**4069 DATE OF NEXT MEETING**

27 July 2022.



**SIGNED:** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ DATE: \_\_18/10/2022\_\_\_\_\_\_\_\_\_\_\_\_\_

 Chair

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