# **NORTHERN IRELAND TRANSPORT HOLDING COMPANY**

## Minutes of the Board Meeting

## 21 September 2022 | 9.30am | Boardroom, 22 Great Victoria Street, Belfast (\*via Microsoft Teams)

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

 Chris Conway (*GCE*)

Patrick Anderson (*CFO*)

Gordon Milligan (*CHRO*)

Edward Wills (*EW*)\*

Mike Brown (*MB*)

Marie Mallon (*MM*)

Sharon O’Connor (*SO*)

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

**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.

**4083 WELCOME AND APOLOGIES**

The Chair welcomed members to the meeting and noted no apologies.

**4084 DECLARATIONS OF INTERESTS**

None.

**4085 MINUTES & ACTION LIST**

The minutes of the previous meeting were formally approved, and actions noted as completed.

**4086 CHAIR & BOARD BUSINESS**

The Chair confirmed that he would be carrying out the annual NED appraisals over the coming weeks. The Chair also advised members that both he and TBS had reviewed the results of the Board Effectiveness survey and would timetable discussion with the Board on reflections from the survey and the role of the SID. The Board agreed to a strategy day early in the new year.

**ACTION:** GCE to arrange a Board Strategy Day early 2023.

**4087 SAFETY**

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

1. Statutory Reportable Incidents: A member of the public fell onto the tracks at Ballymena station, suffering fatal injuries. RAIB carried out a preliminary investigation and the HSENI were notified. An interim report found the cause was most likely accidental.
2. Employee Wellbeing: The Board commended the work of the Group on employee wellbeing and in particular the importance of managing mental health.
3. Covid 19: DfI have been notified that Translink may be required to provide information as part of a Government enquiry into Covid 19.

**4088 GCE REPORT**

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

1. Passengers: Passenger numbers continue to trend above budget for the period, with leisure travel being a significant component.
2. Service Operations: Service operations have been challenging throughout the period. Metro service fell below target for punctuality and reliability, and this is significantly impacted by driver availability issues. Action plans have been established and a cross divisional business improvement team is focused on driving performance improvement.
3. Commercial Operations: August commenced the Group’s annual ‘back to school’ campaign and activities. A new Accessibility Manager has been appointed and has been meeting with key stakeholders and voluntary groups.
4. Legal & Governance: The GC provided the Board with an encouraging progress report on the Partnership Agreement. It was hoped that DfI would have a proposed final draft with the Group in advance of the next Board meeting, for their consideration.
5. Major Capital Projects – Noted as read.

**4089 CFO REPORT**

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

1. Overview of Period 4 and 5: The Group operating loss year to date is favourable to the budget due. Labour costs now include a wage accrual for 2022/23 given inflationary pressures.
2. LBE 1: The LBE exercise generated an operating loss against the original budgeted projection. Enhanced revenues from additional passenger journeys and further cost reductions are forecast to deliver a gross improvement in the Group’s financial performance. This improvement will be offset by the combined impact of the additional increase in the wage assumption and the lack of fare increase budgeted from 1 September 2022. Notwithstanding this, the Group is projected to generate an improvement in its financial performance compared to budget. The Board were satisfied with the proposed projections and improvements to budget.
3. Cash Position: The reduction in operating loss projected by the LBE1 has generated an improvement in the Group’s year end cash position. This represents an improvement from the original budget position.

**4090 CHRO REPORT**

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

1. Employee Relations: Pay discussions for 2022/23 have commenced. Engagement has taken place with key stakeholders including DfI and senior union officials. The CHRO spoke to the pay discussions and the proposed approach. The Board supported the approach.

**4091 DFI CORRESPONDENCE**

Noted as read.

**4092 AD HOC PAPERS**

 The Board took the papers as read.

 **DECISION:** The Board approved the amended TOR for each Sub-Committee.

* *Jane Purdy and Norman Maynes joined the meeting and presented on Customer Satisfaction Monitoring Programme Update.*

Following the presentation, the Board had a Q&A session. The Board thanked the team for their presentation. Jane Purdy and Norman Maynes left the meeting.

* *John Thompson joined the meeting and presented on Board Safety Tours and provided the Board with guidance on how to carry out Safety Tours.*

The Board thanked John for his informative presentation.John Thompson left the meeting.

**4093 MINUTES OF COMMITTEE MEETINGS**

The minutes of the POC meeting held on 16 August 2022, and the summary report for the GRPC meeting were taken by the Board as read.

MM confirmed that GCE had attended the GRPC and the Committee had considered the annual performance review for senior executives. The Committee were satisfied at the rigor applied to the performance management process. CHRO left the meeting.MM provided the Board with an overview of pension matters and the GRPC decision in relation to the same.CHRO rejoined the meeting.

MB briefly updated the Board on the POC meeting held the day before (20 September), in particular:

* Strategic Outline Case: Eglinton Passing Loop – the project will deliver additional infrastructure to accommodate a half hourly service between Coleraine – Derry/Londonderry. The Strategic Outline Case was approved by POC.

**ACTION:** GCE to circulate dates of all sub-committees to Board members, so that members might have an opportunity to attend other committees as observers.

**4094 ANY OTHER BUSINESS**

TBS requested that presentations to the Board are included in the Board pack or circulated to members following the meeting.

The Chair advised members that he was meeting with the Permanent Secretaries for the Department of Infrastructure and Finance, along with the GCE and CFO on 23 September 2022 and would update the Board accordingly.

**4095 DATE OF NEXT MEETING**

19 October 2022.

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

 Chair

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