# **NORTHERN IRELAND TRANSPORT HOLDING COMPANY**

## Minutes of the Board Meeting

## 19 October 2022 | 9.30am | Boardroom, 22 Great Victoria Street, Belfast

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

 Chris Conway (*GCE*) (*part only*)

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.

**4096 WELCOME AND APOLOGIES**

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

**4097 DECLARATIONS OF INTERESTS**

None.

**4098 MINUTES & ACTION LIST**

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

**4099 SAFETY MOMENT**

GCE played a video on mental health and wellbeing in the construction industry. The Board supported the ongoing work by the organisation in highlighting and addressing this issue.

**4100 CHAIR & BOARD BUSINESS**

The Chair advised members that he would share feedback on the Board Effectiveness survey to the November meeting and suggested engaging an external facilitator for board training early in the new year The Board supported the initiative. The Chair explained his proposal for completing annual Board appraisals.

**ACTION:** Chair and GCE to arrange external facilitator.

The Board discussed their concerns regarding the potential impact of not having local Executive Ministers in place along with the associated political environment. The discussion focused particularly on potential future budgetary challenges, capital projects and the subsequent impact on the Group.

**4101 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.
2. Service Operations: Service operations have been challenging throughout the period. Bus service performance remains challenging as a result of continued driver availability issues, particularly in Metro, and significant levels of traffic congestion due to above average levels of road works. CHRO noted that a considerable bus driver recruitment drive was ongoing. A rail performance improvement team has been established to drive continuous improvement and focus on consistent punctuality and reliability along the Derry/Londonderry line.
3. Infrastructure: The Board noted the major line closures planned for Halloween and Christmas.
4. Legal & Governance: The GC provided the Board with an overview of the ICO decision to uphold an information request by Translink. The Board were assured by the robust process which was in place to deal with information requests.
5. Major Capital Projects: Noted as read.
6. Awards: The Group won Fleet Achievement of the Year Award at the recent National Rail Awards for the New Trains 3 additional train capacity project. The Board extended congratulations to the team involved for their hard work and achievement.

GCE highlighted the key points from the paper on Public Transport in Derry/Londonderry, including the challenges, plans and ongoing issues. The All-Island Rail Review is due to be published by the end of the year and several new lobby groups have been established. SOC explained to the Board, her understanding of the challenges and perceptions in the North West and proposed some suggestions to help the Group with cultivating engagement in Derry/Londonderry for a more collaborative working relationship. GCE welcomed the opportunity to build such collaborative partnerships.

**ACTION:** GCE to arrange Board meeting in North West Transport Hub during 2023.

The Board discussed the matter further and acknowledged the various operational and political challenges faced by the Group.

**ACTION:** GCE to present the Stakeholder Engagement Strategy to the Board.

GCE left the meeting.

**4102 SAFETY**

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

1. Staff Accident Injury Rate: With agreement from the SOC, the safety performance indicators table reflects the trends in the last 12 months. The above target position in period 4 and 5 has now returned to below target, mainly due to lower passenger numbers (and no school pupils) during the summer months. This rate has continued to remain below target.
2. Employee Wellbeing: MB and EW informed the Board of the excellent presentation on well-being which was delivered to the POC and requested that a copy was circulated to the members.

**ACTION:** CHRO to share the Wellbeing Presentation with the Board.

**4103 CFO REPORT**

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

1. Overview of Period 6: Overall Group performance is in line with LBE 1. The Group operating loss year to date is favourable to budget, primarily due to above budget passenger revenues in all companies and savings accrued against operating costs. Labour costs include a wage accrual for 2022/23. The CFO highlighted the significant impact of rising energy prices.
2. Capital Expenditure: Funded Capital Expenditure increased due to additional funding received from DfI for zero emission buses.
3. Provisions: The Board reviewed and discussed the provisions update, covering the period from 28 March 2022 – 25 September 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 Board discussed the claims and insurance function and were keen to understand the wider strategy in this regard.

**ACTION:** CFO to present to a future Board on the Group’s claims and insurance strategy.

**4104 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 continue and the parties remain positive and engaged. DfI have been kept updated on progress. The Board discussed the approach to pay negotiations. CHRO advised that the business case was with DfI for approval.
2. EDI: The Group were awarded the prestigious Sliver Diversity Charter Mark for its work in the area. Only 15 companies in Northern Ireland hold the award.

**4105 DFI CORRESPONDENCE**

Noted as read.

**4106 AD HOC PAPERS**

The Board took the papers as read, noting in particular the Green assessment rating by the Gateway team.

**4106 MINUTES OF COMMITTEE MEETINGS**

The minutes of the POC meeting held on 20 September 2022, and minutes of the BARC meeting held on 13 June 2022, and the summary report for the GRPC meeting held on 19 October 2022 were taken by the Board as read.

MB also noted the POC meeting held the day before (18 October 2022), in particular the Outline Business Case for Ballymena Bus and Rail Stations which had been approved by the POC.

**4107 ANY OTHER BUSINESS**

The Board noted the inclusions of the Board and Sub-Committee Meeting calendar.

 **ACTION:** GCE to consider and confirm location of various Board meetings throughout 2023.

TB requested that members are given an overview of the organisation’s strategic communications plan. The Chair confirmed that GCE was going to present to the Board on stakeholder communication strategy and would consider how to widen the scope of the presentation to include the broader communication strategy.

**ACTION:** GCE to present to the Board on communication strategy.

**4108 DATE OF NEXT MEETING**

16 November 2022.

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

 Chair

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