# **NORTHERN IRELAND TRANSPORT HOLDING COMPANY**

## Minutes of the Board Meeting

## 18 January 2023 | 9.30am | Weaver Boardroom, BTH Site Facility, Durham St, Belfast

**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*) *(via Microsoft Teams*)

**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.

**4123 WELCOME AND APOLOGIES**

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

**4124 DECLARATIONS OF INTERESTS**

None.

**4125 MINUTES & ACTION LIST**

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

**4126 SAFETY MOMENT**

The CFO shared a personal safety moment experience focusing on violence against women. The Board noted that this was a particularly relevant safety moment and extended their deepest sympathies to the family, friends, and colleagues of Natalie McNally.

The Board inquired how the Group was raising awareness of this area of safety. The GCE advised of the Group’s participation in the ‘*Ask for Angela’* campaign. CHRO added that the Group seek feedback, guidance, and advice from the Group’s internal Female Network (WIT) on female related matters, and with the Board’s support would look to the Network for their views. The Board was content with this proposal.

**4127 CHAIR & BOARD BUSINESS**

The Chair and GCE shared a draft agenda for the Board Strategy Day in February with members. The Chair asked for feedback from members when they had an opportunity to consider it.

The Chair inspected the Gifts & Hospitality Register and Register of Interests (relating to period 1 April 2022 – 31 October 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.

**4128**  **SAFETY**

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

1. Safety Performance Indictors: Trend reflects an increase in minor incidents. The team will consider a programme of corrective actions. CHRO will discuss in further detail with EW at SOC.
2. Significant/Noteworthy Events: were highlighted by CHRO and noted by the Board. GCE expanded on the unusually high number of deaths (3) in service during December. The Board extended their condolences to the family, friends, and colleagues of the deceased. The Board discussed that in their experience these incidents can considerably impact employees. GCE suggested CHRO consider a further focused campaign on health and wellbeing.

**ACTION:** CHRO to consider a further focused campaign on health and wellbeing.

1. Statutory Notifications: The Group is investigating the incident involving PPE failure and resulting in a cut finger.

**4129 GCE REPORT**

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

1. Passenger Journeys: Numbers continue to increase (ahead of budget) and c.82% of pre-Covid levels.
2. Service Operations: Service performance remains challenging and while this was, in part, impacted by driver availability, the operations team will undertake a focused effort to improve performance, punctuality and reliability.
3. Major Capital Projects: Noted as read.
4. Commercial Operations: Nightmovers campaign was supported by Bids, Hospitality and Visit Belfast/Derry and received much positive stakeholder support, albeit there was substantial disparity in passenger uptake across services. The teams are developing service proposals for future night services based on recent learnings.
5. Stakeholder Engagement: The Board were interested in any key themes arising from stakeholder engagement. TBS requested that members were notified (if possible) on newsworthy interviews or planned media articles.

**4130 CFO REPORT**

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

1. LBE 2: The exercise generated a more positive operating loss than originally budgeted. Some of the key elements of the reconciliation, include an improvement in passenger numbers, particularly on Metro/Glider, since LBE 1 and this was reflected in farebox revenues. This reflects growth in passenger journeys versus last year. The expected additional utility cost pressure funding from DfI is now not available but this is partially offset by Brexit/Protocol funding which has been confirmed.
2. Cash Position: Whilst the projected year end figure represents an improvement from budget, it is below the Group minimum cash threshold, as set out in the Group Treasury Management Policy.
3. Capital Expenditure: Remains the same as last month.

**4131 CHRO REPORT**

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

1. Succession Planning – Completed for SLT and actions being developed. Outcomes of process will be reviewed by GRPC.
2. Employee Engagement: The annual Leadership Conference will reconvene face to face in March.

**4132 DFI CORRESPONDENCE**

Noted as read.

**4133 AD HOC PAPERS**

The papers were noted as read.

GCE presented the Fares Revision paper to the Board and highlighted the key points. The Board had a discussion on the complexity of fares across the organisation. GCE advised that the proposal was agreed with DfI.

GC presented the Corporate and Emerging Risk Registers to the Board for their information and discussion. The Board discussed the registers and risk generally based on their own experiences.

**4134 MINUTES OF COMMITTEE MEETINGS**

The minutes of the POC meeting held on 20 December 2022, BARC meeting held on 30 September 2022 and 5 December 2022, and summary report from the GRPC meeting held on 23 January 2023, were taken by the Board as read.

MB asked the Board to note in particular, the POC approval of the Strategic Outline Business case for Lisburn West New Halt and Park and Ride.

MM provided members with a verbal update highlighting the key items discussed.

**4135 ANY OTHER BUSINESS**

The agenda for the subsequent Biannual meeting with DfI was discussed.

**4136 DATE OF NEXT MEETING**

15 February 2023.

**SIGNED:** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ DATE: 15 February 2023

 Chair

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