# **NORTHERN IRELAND TRANSPORT HOLDING COMPANY**

## Minutes of the Board Meeting

## 15 February 2023 | 9.00am | KPMG Boardroom, The Soloist, Lanyon Place, 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*)

**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.

**4137** **WELCOME AND APOLOGIES**

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

**4138** **DECLARATIONS OF INTERESTS**

None. GCE informed members of his recent appointment to the Ulster University Council.

**4139 MINUTES & ACTION LIST**

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

TBS sought the Board’s input into how they might get involved and actively participate in campaigns highlighting violence against women. The Board discussed the matter at length and the various ways in which they might support the organisation.

CHRO advised the Board that a new Domestic Violence and Abuse policy was being finalised. He also explained the various types of internal networks which have been set up to provide feedback, guidance, and advice to the Group on relevant subject areas. He suggested, as a first step, that Board members may like to engage with some members of the Group’s Female Network (WIT) to hear from them on the topic of violence against women. The Board supported this approach.

**ACTION:** CHRO to organise a meeting with nominees from WIT and a sub-group of the Board.

**ACTION:** CHRO to share new Domestic Violence and Abuse policy with the Board when finalised.

**ACTION:** CHRO to invite Board members to the Group’s International Women’s Day celebrations in Translink.

**4140 CHAIR & BOARD BUSINESS**

The Chair asked members to note that the agenda was streamlined to allow for the Strategy Day to take place immediately following the meeting.

**4141 SAFETY**

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

1. Safety Performance Indictors: Vehicle collisions are trending upward on the same period last year. The ‘managing road risks’ programme is continuing, along with an action plan focusing on training and behaviours. EW commented that a presentation was given to SOC on the programme by the General Manager of Bus Operations and EW was assured by the work which was being undertaken in this area by the Group. The Board discussed reporting and categorisation of collisions and the potential impact on insurance costs.

**ACTION:** GM to circulate the Managing Road Risks presentation to the Board.

1. Statutory Notifications: There were a significantly higher number of statutory reportable incidents than usual in the period. The SOC reviewed the detail of all the incidents at the recent meeting and were provided with necessary assurances from the Director of Infrastructure and Projects.
2. Significant/Noteworthy Events: The Board extended their sympathies to everyone affected by the recent bus incident in Belfast City centre which resulted in the death of a pedestrian. An independent investigation panel has been established to review the incident.

**4142 GCE REPORT**

The Board took the report, KPI summary and Major Project summary as read. GCE updated the Board on the appointment of a new Chief People Officer.

**4143 CFO REPORT**

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

1. Period 10 Group Trading Position: Group operating loss is favourable to budgeted loss for the year to date. This is primarily due to passenger revenues being better than budget in all companies and despite the 5% fare increase assumption from period 6.
2. Capital Expenditure: Remains unchanged since last month. The Executive Committee and Project Boards are undertaking detailed reviews to ensure full expenditure of capital.
3. 2023/24 Budget: The finance team have been working closely with DfI on the budget and this will be presented to the Board in March.

**4144 CHRO REPORT**

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

1. Employee Engagement: This year see’s the return of a number of face-to-face employee events, including the annual Leadership Conference, Safety Conference and State of the Nation.
2. Employee Relations: Wage negotiations for 2022/23 are completed. MB congratulated the team for their work in maintaining excellent employee relations and averting strike action, as this remains a particularly challenging area in Northern Ireland.

**4145 AD HOC PAPERS**

The draft Partnership Agreement and accompanying paper was noted as read.

GC provided the Board with a summary of the work which had been undertaken by the internal teams at Translink and DfI in agreeing the proposed form of Partnership Agreement. The Board were satisfied with the proposed draft and were pleased that it reflected the spirit of partnership working and collaboration. The Board thanked GC and the internal teams, as well as DfI for bringing the matter to a satisfactory conclusion.

**DECISION:** The Partnership Agreement was approved by the Board.

**ACTION:** GC to advise DfI that the Partnership Agreement was approved and agree the process for signing.

GC provided the Board with an overview of the Group’s legal position regarding the recent critical funding issues and in particular the Group’s rights under the PSA. The CFO also advised that he had been working closely with DfI in explaining the Group financial position and had provided them with all the information which they sought to have meaningful discussions with DoF on the future budget. The Board agreed that they would continue to monitor the situation closely.

**4146**  **ANY OTHER BUSINESS**

MB advised the Board that POC had considered the FBC for the Weavers Cross Regeneration project. Whilst he noted that the tendering process was still being finalised, the Committee was satisfied that sufficient governance and processes were in place.

GC sought authorisation from the Board for Shauna McAuley to temporarily act up as Company Secretary whilst GC is absent on maternity leave, in accordance with the Transport Act 1967.

**DECISION:** The Board authorised Shauna McAuley to temporarily act as Company Secretary in the absence of GC.

**4147 DATE OF NEXT MEETING**

15 March 2023.



**SIGNED:** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ DATE: \_\_\_\_\_26/3/2023\_\_\_\_\_\_\_\_\_\_

 Chair

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