# **NORTHERN IRELAND TRANSPORT HOLDING COMPANY**

## Minutes of the Board Meeting

## 20 September 2023 | 9.30am | Board room, 3rd Floor, 22 Great Victoria Street

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

 Chris Conway (*GCE*)

 Gordon Milligan (*GDCE*)

 Patrick Anderson (*CFO*)

Edward Wills (*EW*) (*via teams*)

Mike Brown (*MB*)

Marie Mallon (*MM*)

Sharon O’Connor (*SO*)

**APOLOGIES:**  Jacqui Kennedy, Chief People and Corporate Services Officer (*CPCSO*)

**IN ATTENDANCE:** Shauna McAuley, Acting General Counsel & Company Secretary(*GC*)

 Ronan Doherty, Head of Group Finance (*RD*)

 Kerry Melville (*KM*) Boardroom Apprentice

**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.

**4221** **WELCOME AND APOLOGIES**

The Chair welcomed members to the meeting and noted an apology from CPCSO.

**4222** **DECLARATIONS OF INTERESTS**

None.

**4223 MINUTES AND ACTION LIST**

The minutes from the 23 August 2023 Board meeting were formally approved and actions noted as complete.

**4224** **SAFETY MOMENT**

A safety moment was shared by SO reflecting on the importance of good communication and ensuring that policies and procedures are not just in place but that they are relevant, up to date and being adhered to.

**4225 CHAIR AND BOARD BUSINESS**

The Chair welcomed the 2023 Boardroom apprentice.

The Chair noted that following Tzvetelina Bogonia-Sennan’s departure, it was unlikely the vacant Non-Executive position, would be filled until mid-2024. A new Senior Independent Director will not be appointed at this juncture. In the interim, the Chair will sit on certain sub committees, if required, to ensure a quorum is maintained.

**4226 SAFETY**

The report was taken as read with the DGCE highlighting the following salient points:

1. Passenger injuries have now seen a positive reduction following targeted safety campaigns. Separately, an awareness campaign and training remains ongoing to reduce levels of staff injury and vehicle collisions.

The DGCE highlighted, and the Board discussed at length, a number of significant and noteworthy incidents which occurred during the period including an assault on a staff member

1. Applications have been submitted for Translink’s regular updates for Rail Safety Certification and Railway authorisation.
2. GCE and the Board also discussed a recent communication from HSE and areas identified for improvement.

The Board sought updates regarding the assaults on staff members generally and steps being taken to prevent anti-social behaviour. The Board acknowledged the efforts made to manage crowds at events this year and the correspondence issued to the Lady Chief Justice and PPS seeking the maximum possible sentences for the perpetrators of assaults on staff.

**4227 GCE REPORT**

The Board took the paper, KPIs, and Major Project Summary as read with the following matters highlighted:

1. Finance: Revenues and costs from operations still remain ahead of budget, however overall results still remain behind budget due to DfI funding not being received for PSO services.
2. Service operations: Punctuality and reliability of services continue to show an improving trend although road works did cause resulting delays for Metro and Glider.
3. Infrastructure: The work to extend the platforms at Adelaide, Derriaghy, Coleraine University and Dhu Varren remains on schedule.
4. Commercial operations: Promotion remains ongoing for the Ylink which has now been issued to over 100,000 passengers. In addition, we are promoting the use of the Yoti app and card to verify age for those under 16.
5. Ticketing: The Europa bus station has gone live with contactless ticketing and Foyle will go live on 25/09/23.

**4228 CFO REPORT**

The CFO’s report was taken as read with the following highlighted:

1. The Group’s operating loss for period 5 is adverse to budget
2. Although underlying trading has been strong and savings have been made where possible, there are growing concerns regarding the Groups‘ cash reserve position and inability to invest in the network. Board members discussed in detail the impact of this situation.

**4229 CPCSO REPORT**

The CPCSO report was taken as read with the following significant matter noted:

1. The Section 75 report has been provided to the Equality Commission.

**ACTION:** Board members to receive a copy of the Executive Summary to the Section 75 report.

1. There has been further engagement with the Unions in relation to pay and a pay remit paper has been prepared for approval.

**4230 DFI CORRESPONDENCE**

The DfI correspondence was taken as read.

**4231 ADHOC PAPERS**

GC discussed the proposed amendments to the 2023/24 Modern Slavery statement and sought approval for those changes prior to publishing the statement online.

**APPROVAL:** 2023/24 Modern Slavery statement approved for publication.

**4232 MINUTES OF COMMITTEE MEETINGS**

The minutes of the POC of 15 August 2023 were taken as read.

The minutes of BARC 12 June 2023 and 11 September 2023 were taken as read with the following matters highlighted:

1. The financial accounts for 2022/23 have been approved and signed.
2. Grant Thornton have been appointed as the new external auditors.

The minutes of GRPC 5 September 2023 were taken as read with the following matters highlighted:

1. The recruitment process for the appointment of a new CFO is underway with the post anticipated to be advertised by the end of September.

**4233** **AOB**

GCE provided an update on recent correspondence received from DfI and discussions with the outgoing and incumbent Permanent Secretaries regarding the budgetary issues generally.

GCE indicated that the Group are working fully with DfI to make cost savings and generate revenue where possible including the introduction of NIR fare equalization. However, the Group have now reached a critical point where its cash position has been significantly depleted due to lack of adequate funding and a number of the unions have confirmed that it is their intention to consult with their members regarding industrial action. In the absence of our ability to negotiate on a pay award for 23/24 due to not having a pay remit from DfI.

It was noted that although a pay remit had been included in the budget presented to DfI, unlike previous years, the budget has not been approved by a Minister and thus the pay remit is also unapproved.

The Group have previously submitted a draft business case to DfI seeking a pay remit. The CFO sought approval from the Board to submit the business case to DfI as a final paper.

The Board discussed, at length, the challenges faced in the absence of a pay remit, the cost implications of industrial action, affordability issues, the current cash reserves and difficulty maintaining the position in the short/medium term. The Board also examined their fiduciary duties and the implications of the current budgetary issues on their duties and ability to act in the Group’s best interests.

**APPROVAL:** The Pay remit paper, as currently drafted, was approved by the Board for issue to DfI.

**ACTION:** The Chair will issue correspondence to the Permanent Secretary regarding concerns discussed at Board and seek an urgent meeting.

**ACTION:** RD to issue final business case to DfI noting no amends to draft previously circulated.

**4234** **DATE OF NEXT MEETING**

18 October 2023

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

 Chair