# **NORTHERN IRELAND TRANSPORT HOLDING COMPANY**

## Minutes of the Extraordinary Board Meeting

## 17 May 2023 | 9.30am | Weavers Room, The Belfast Transport Hub facility, Belfast

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

 Chris Conway (*GCE*)

 Gordon Milligan (*CHRO*)

Patrick Anderson (*CFO*)

Edward Wills (*EW*)

Mike Brown (*MB*)

Marie Mallon (*MM*)

Sharon O’Connor (*SO*)

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

**IN ATTENDANCE:** Shauna McAuley, *Acting* *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.

**4176** **WELCOME AND APOLOGIES**

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

**4177** **DECLARATIONS OF INTERESTS**

None.

**4178 MINUTES AND ACTION LIST**

The minutes from the 23 April 2023 Board meeting were formally approved and actions noted as completed, in so far as a possible, with item 4168 to remain.

**4179** **SAFETY MOMENT**

A safety moment was shared by Edward Wills with a key message that familiarity and routine can sometimes lead to complacency. The value of reviewing routine processes, checks and procedures with a fresh perspective was emphasised.

It was also agreed that the Board would discuss, going forward, other relevant safety events and establish key takeaways from investigations carried out such as the ongoing investigation into the recent incident on the HS2 project.

**4180 CHAIR AND BOARD BUSINESS**

The Chair and GCE discussed their constructive meeting with the Chairperson of Irish Rail. It was noted that to continue with the positive collaboration, the Board would hold one of their Board meetings at an Irish Rail facility in the Autumn. The Chair commended the Enterprise service and its staff noting the strategic importance of the route connecting Belfast and Dublin.

The Board members discussed potential improvements to the route including an hourly service at peak times and improving the seat reservation service. The Board members agreed to engage with key stakeholders to advance proposed enhancements to the service.

A number of Board members met with the Women in Translink network. They were impressed by the inspirational women within the network and the Group’s inclusive approach.

The Chair sought approval to appoint a Board Apprentice, via a formal apprenticeship scheme, for the 2023 year. The scheme will enable the apprentice to gain first hand experience of the workings and dynamics of a board.

The Chair advised members that he would share feedback on the Board Effectiveness survey when completed by all Board members.

**ACTION:** GC to issue reminders to complete Board Effectiveness Surveys and Bi-annual registers.

**ACTION:** GCE to liaise with Irish Rail regarding holding a Board meeting at one of Irish Rail’s facilities in Autumn 2023.

**APPROVAL:** The Board unanimously approved the appointment of a Board Apprentice for the 2023 year via the Boardroom Apprentice scheme.

**4181 SAFETY**

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

1. Vehicle collisions are trending above the target. The road safety team are continuing to address actions.
2. Statutory reportable: The number of statutory reportable incidents noted this month were a reduction on the last period. Of these incidents, the majority were contractor incidents. The details of the incidents were discussed in detail.
3. The CHRO reminded the Board of the Translink Safety Conference scheduled for 18 May and thanked the Board for their support in preparing for the conference.
4. ORR are currently carrying out an audit and the Board Safety Committee will be updated in relation to the outworkings of the audit when completed.
5. The CHRO also noted two key matters which fell outside the reporting period:
	1. a tragic incident on the railway line between Portadown and Lurgan on 29 April 2023. The Board were provided with the details of the investigation and the PSNI’s handling of the incident.
	2. recent anti-social behaviour on Translink staff by members of the public. It was emphasised that Translink are liaising with the PSNI and PPS to ensure those responsible are prosecuted. Translink are also working closely with the PSNI and community and elected representatives to minimise anti social behaviour. The Board condemned the anti social behaviour and commended the zero-tolerance approach.

**4182 GCE REPORT**

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

1. The Group’s operating loss for the period 2022/23 was better than budget.
2. Group passenger journeys were strong in Period 1, up 11% on previous year to date.
3. Punctuality and Reliability of services are showing an improving trend.
4. It was noted that the Partnership Agreement had been formally approved and would be signed that afternoon at the Bi-Annual Accountability meeting between the Board and DfI. The Board discussed the positive changes set out in the Partnership Agreement. The Board were keen to review the outworkings of the Partnership Agreement following its implementation.

**4183 CFO REPORT**

The CFO’s report was taken as read. It was noted that April 2023 was focused on closing the year end accounts and in line with previous years the Period 1 and 2 would be discussed at the June Board together with a high level summary of the 2022/23 statutory accounts.

The Board thanked the team for its efforts in relation to managing the capital expenditure in 2023/23 and ending the year in line with LBE3 They acknowledged the collaborative approach with DfI and the confidence that the finance team have clearly worked hard to engender with DfI.

**4184 CHRO REPORT**

The CHRO report was taken as read with the following salient points highlighted:

1. Informal discussions remain ongoing with the Unions in relation to pay.
2. Levels of attrition within the Group were discussed
3. The importance of the Spirit App in communication with employees and the work being undertaken to ensure all employees are connected.

**4185 DFI CORRESPONDENCE**

The DfI correspondence of 15May 2023 to the GCE was taken as read. The Board had a lengthy discussion as to the adverse impact that such a restrictive budget would have on the Group’s ability to meet its obligations as a public transport provider. Whilst the Board recognised the budget was yet to be finalised and that invaluable work had been carried out by both DfI and the Group to get to this position, they were mindful of their duties as company directors. The Board probed the implications of such a restrictive budget and sought details of measures which could be taken to ensure the Group protected its cash reserves. It was agreed that the issues would be highlighted at the Bi-Annual Accountability meeting.

**4186 ADHOC PAPERS**

The papers were taken as read.

**4187 MINUTES OF COMMITTEE MEETINGS**

The minutes from 25 April 2023 POC committee meeting were taken as read with the additional approved expenditure on the LCC GO Power project for the provision of liquid fuel for bus and rail highlighted to mention.

The POC committee also brought to the Board’s attention the need for a further discussion with DfI regarding approvals of certain categories of DACs such as those involving IT software.

**4188 AOB**

The Board meeting ended and a meeting of the non-executives members was convened.

**4189 DATE OF NEXT MEETING**

21st June 2023

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

 Chair

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