## NORTHERN IRELAND TRANSPORT HOLDING COMPANY

## Minutes of the Board Meeting held using Microsoft Teams

on 22 July 2020 at 9.00am

**PRESENT: Mark Sweeney (Interim Chairman)**

**Chris Conway (GCE)**

**Anthony Depledge (AD, Senior Independent Director)**

**Angela Reavey (AR)**

**Hilary McCartan (HM)**

**Bernard Mitchell (BM)**

**Patrick Anderson (CFO)**

**Philip O’Neill (CBCO)**

**IN ATTENDANCE: Gordon Milligan (GM, CCSHR Officer)**

**Priscilla Rooney (GC, General Counsel & Company Secretary)**

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.

**3810 WELCOME AND APOLOGIES**

The Interim Chairman welcomed Board members to the digital meeting.

**3811 DECLARATION OF INTERESTS**

No interests were declared.

**3812 MINUTES & ACTION LIST**

The minutes of the previous meeting were formally approved.

**3813 CHAIRMAN & BOARD BUSINESS**

On behalf of the Board, the Interim Chairman wrote to the DfI on 8 July, inviting a meeting on the Translink strategy regarding the ‘green’ economy. The Interim Charman will keep members appraised when he receives a response from the Permanent Secretary.

The Interim Chairman confirmed that all current Board members had received, and accepted, extensions to their current appointments (until June 2021) from DfI.

**3814 SAFETY REPORT**

The Board took the report as read and CBCO highlighted the following salient points:

1. Statutory Reportable: Two incidents in the period, which resulted in minor delays but no collision or injury.
2. COVID-19 update: GM provided a COVID-19 update on the continued work being undertaken across the organisation, and specifically a plan being implemented to reintegrate staff who fell within the ‘shielding’ group (as per Government guidance). The Board noted the impressive work carried out by the marketing and communications teams, regarding public awareness of changes affecting passengers while using public transport and considered the campaign both innovative and impactful.

**3815 GCE REPORT**

The Board took the report (and KPI summary) as read, and the Interim Chairman invited the GCE to speak on the following:

1. Financials: Group revenue significantly impacted by Covid-19 pandemic, partially off-set by increased PSO payments.
2. Commercial Operations: Marketing team has continued to maintain messages of support in relation to COVID-19 and focused particularly on promoting smart cards and cashless payments. The Group continues to work with the EA on service plans for the return to school in September. Meetings have been held with DoE and DfI to work through this challenging time.

**ACTION:** GCE to review current arrangements for the return to schools in September and action as appropriate.

1. Major Capital Projects: Belfast Transport Hub – enabling works are progressing on site with good progress reported. Future Ticketing – will present to the Board in September.
2. HR: Ongoing engagement with employee representatives relating to the continuing impact of COVID-19.

GCE explained to the Board that extensive cost efficiency measures were being undertaken across the Group to further reduce operating costs. . The Board gave their support to the proposed cost efficiencies that were discussed.

**ACTION:** GCE to circulate an outline of the cost saving plan following the meeting.

**3816 FINANCE REPORT**

The Board took the paper as read.

1. Budget update: Following approval of the budget by the Board on 30 June 2020, the Group received £20m from the emergency COVID-19 fund.
2. Overview of Period 3: The Group’s year to date operating loss is favourable to budget (due to savings in operational costs and overheads). It is however adverse to the same period last year, due primarily to the loss of passenger revenue associated with COVID-19, offset by reduced operating costs.

Group revenues are above budget due to above budget revenues in Metro and NIR. Budget revenue for the year reflects the additional funding as notified by DfI.

Group operating costs year to date are less than at the same stage last year due to reduced labour and fuel costs and savings across a range of other areas of the Group.

1. Capital Expenditure: Executives undertake a detailed monthly review of projects and spend profile to carefully monitor capital expenditure.

**3817 DFI CORRESPONDENCE**

 Noted.

**3818 AD HOC PAPERS**

The Board took the papers as read.

BM summarised the revisions to the new UK Corporate Governance Code where applicable to the Group, which provided the Board with assurance that the Group was compliant (where applicable) with the revised Code.

GC presented the paper on the revised MSFM and subject to some minor clarifications the Board noted the minimal changes. GC is to liaise with the Department regarding the execution of the revised MSFM. The Board noted that while the MSFM did not have as fulsome amendments as they would have liked to see, the focus should now be on agreeing the new form of Partnership Agreement.

AD sought an update on the progress of the new Public Service Agreement and noted the forthcoming date (April 2021) for publishing the relevant notice.

* *William McCullagh joined the meeting and presented on the Metro and Ulsterbus Bus Fleet Renewal Programme 2020 to 2027;*

Following the presentation, the Board had a detailed and focused Q&A noting the clear trajectory towards zero emission fleet. The Board gave their approval to the Economic Appraisal for this Renewal Programme which had been previously presented to the POC in June.

* *Paul McGrattan joined the meeting and presented on Cyber Security.*

Following the presentation, the Board discussed the future investment requirements in cyber security and reiterated their appreciation for the hard work and dedication displayed by Paul and the IT team during a very challenging year.

The Board extended its thanks to both William and Paul for their very informative and interesting presentations.

**3819 MAJOR PROJECTS KPI TRACKER**

The Major Projects Tracker was noted by the Board.

**3820 MINUTES OF COMMITTEE MEETINGS**

The minutes of the Project Oversight Committee meeting held on 16 June were noted by the Board as read.

The Interim Chair made particular reference to a Low Emission Technical Study on the Cross Border line and the investment into Travel and Social Inclusion, as an important area where Translink can enhance systems and channels to make transport more accessible/relevant.

**3821 ANY OTHER BUSINESS**

None.

**3822 DATE OF NEXT MEETING**

16 September 2020.

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

Chairman