## NORTHERN IRELAND TRANSPORT HOLDING COMPANY

## Minutes of the Board Meeting held using Microsoft Teams

on 21 October 2020 at 9.30am

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

**Chris Conway (GCE)**

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

**Angela Reavey (AR)**

**Hilary McCartan (HM)**

**Bernard Mitchell (BM)**

**Philip O’Neill (CBCO)**

**APOLOGY: Patrick Anderson (CFO)**

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

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

**Ronan O’Doherty**

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.

**3836 WELCOME AND APOLOGIES**

The Interim Chairman welcomed Board members to the digital meeting, noting one apology and Ronan O’Doherty in attendance.

**3837 DECLARATION OF INTERESTS**

No interests were declared.

**3838 MINUTES & ACTION LIST**

The minutes of the previous meeting were formally approved.

**3839 CHAIRMAN & BOARD BUSINESS**

The Chairman confirmed that the Non-Executive members would meet following the meeting to discuss the performance of the GCE during 2019/20 and his objectives for 2020/21.

BM sought an update regarding Board Strategy Day and Risk Management training. GCE updated the Board, confirming that the Strategy Day would take place following the November Board and the Risk Management training would take place in early December.

**ACTION:** Interim Chair and GCE to discuss and agree the agenda for the Strategy Day.

**ACTION:** GCE and GC to agree dates for Risk Management Training.

**3840 SAFETY REPORT**

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

1. Safety Performance Indicators Summary: The overall position is positive.
2. Statutory Reportable: Two reportable incidents at public road level crossings resulted in minor delays. It was confirmed that the Company safety systems worked as expected.
3. Significant/Noteworthy: The Board extended their sincerest condolences to the family and colleagues of the driver who passed away while on duty. CBCO assured members that the matter was dealt with sensitively and effectively by the relevant teams and employee welfare officer. The CBCO also advised members of the ongoing health and wellbeing programmes which the Group run for employees, in addition to regulatory medical checks.
4. COVID-19 update: The Group continues to issue staff communication regarding minimising the spread of the virus, in accordance with PHA guidelines. Measures to control spread of Covid-19 remains a high priority. The Interim Chair supported the reinforcement of the messages regarding the wearing of face coverings.

AD commended the partnership work with the PSNI to assist with anti-social behaviour, which would help to further reassure passengers about the safety of public transport. AD updated the Board on the Safety Oversight Committee meeting, which had demonstrated the Group’s comprehensive preparation for the winter season. AD also confirmed the Safety Oversight Committee decision that Non-Executive Directors would continue to defer their safety tours given the ongoing Covid restrictions in place within Translink facilities.

**3841 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 remains significantly impacted by the reduction in passenger numbers due to the COVID-19 pandemic, partially off-set by increased PSO payments. Group operating loss is adverse to last year to date, primarily due to loss of revenue associated with COVID-19 but offset by reduced operating costs.
2. Passenger Journeys: Group passenger journeys year to date equate to 25% of passenger journeys for the same period last year, albeit Period 6 showed some recovery, predominantly as a result of children returning to school.
3. Commercial Operations: The waiver of the yLink application fee and increased work to communicate the yLink product has yielded a 37% increase in uptake of yLink cards compared to the same time last year. Communications have focused on a ‘Ready for You’ theme, emphasizing key messages around face-coverings, cashless payment and social distancing. The ‘Building Back Responsibly’ stakeholder engagement document will be rolled out over the coming weeks to explain the impact of Covid-19 and to communicate the positive message around public transport as part of the recovery process.

The Occupancy Reporting app has been operational for the last month and has been used primarily by inspectors and Glider revenue protection officers to report on social distancing capacity.

The Group has undertaken considerable engagement with Imtac and hearing loss charities regarding face coverings and sensitivity awareness training for staff.

GCE noted his appreciation of the expertise of the scheduling team in relation to their scheduling and rescheduling of school services.

1. Major Capital Projects: Belfast Transport Hub – the ECI stage of the main works procurement process has commenced, with an estimated completion in April 2021.

Bus Procurement Programme - Letters of Offer for the bus purchase requirements 2020/21 and 2021/22 have been received from DfI. Translink has partnered with Queens University and Wrightbus on a zero-emission single-deck concept bus project for the Advance Propulsion Centre. The Board supported this project as a very positive engagement for the Group in building knowledge and assisting in developing new technology.

1. HR: GM updated the Board on the recent redundancy announcements. The collective consultation process was concluded, and the individual consultation process had commenced, where staff were notified of redeployment opportunities within the Group.

The Group commitment to wellbeing and best practice at work was recognised by Business In The Community at their annual Community Awards.

1. Legal & Governance: GC updated the Board on Brexit Preparedness planning, in particular status with Road Transport Licensing on Cross-Border routes and specifically bi-lateral negotiations to ensure continuity of services arrangements/ Interbus Agreement are in place, and on the imminent Anti-Fraud Reforms at Companies House. GC and CBCO updated the Board on the recent discussions with DfI on the new Public Service Agreement and the Board noted the March 2021deadline for the notification of the award of the PSC.

1. Stakeholders: The Board noted the significant number of stakeholder engagements and thanked the GCE the Executive team for their efforts during this challenging time.

**3842 FINANCE REPORT**

The Board took the paper as read.

1. Overview of Period 6: The Group’s operating loss year to date is favourable to budget (due primarily to savings in operational costs, engineering costs and overheads). The loss in year to date is adverse to the same six-month period last year, due primarily to the loss of passenger revenue associated with COVID-19, partially offset by reduced operating costs.

Group revenues are above budget due to above budget revenues across the operating companies.

Group operating costs year to date are below budget and less than at the same stage last year due to a number of cost saving initiatives.

Ulsterbus operating loss is above budget, reflecting a strong performance and recovery during the period. Metro operating loss is also ahead of budget and NIR operating loss is in line with budget.

1. Cash Position: Current predictions project the Group’s cash position at year end to be significantly less than the minimum threshold set out in the Treasury Management policy. A bid for further Covid-19 relief funding will be made in the October monitoring round to address the cash flow issue.

**3843 DFI CORRESPONDENCE**

The correspondence was taken as read.

The Board extended their congratulations regarding the invitation to join the Green Growth Forum.

The approval of the increase in annual renumeration for Non-Executive Director’s was noted by the Board.

**3844 AD HOC PAPERS**

The Board took the papers as read.

The GCE Mid-Year Assurance letter to DfI was noted and endorsed by the Board.

* *Ian Campbell joined the meeting and presented on the Translink Fleet Strategy;*

*[AR made a declaration of interest in relation to hydrogen buses and temporarily left the meeting for this item].*

Following the presentation, the Board had a detailed and focused Q&A noting the clear transitional mapping process to move towards sustainable transport.

BM sought confirmation of DfI’s involvement in the strategy and was assured that the Group had engaged with DfI in developing the strategy.

**3845 MAJOR PROJECTS KPI TRACKER**

[*AR rejoined the meeting*] The Major Projects Tracker was noted by the Board.

**3846 MINUTES OF COMMITTEE MEETINGS**

The minutes of the Project Oversight Committee meeting held on 15 September 2020 were noted by the Board as read.

The Interim Chairman discussed with the Board the matters for approval raised at the POC and asked the Board to note the following:

* Bus Procurement - Letters of Offer had been received for:
  + 100 Zero Emission vehicles;
  + 74 Goldline Coaches;
  + 45 Ulsterbus Vehicles.

The minutes of the Board Audit and Risk Committee held on 17 September 2020 were noted as read.

**3847 ANY OTHER BUSINESS**

None.

**3848 DATE OF NEXT MEETING**

18 November 2020.