## NORTHERN IRELAND TRANSPORT HOLDING COMPANY

## Minutes of the Board Meeting held using Microsoft Teams

On 19 May at 9.30am

**PRESENT: Michael Wardlow (Chair)**

**Chris Conway (GCE)**

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

**Mark Sweeney (MS)**

**Angela Reavey (AR)**

**Hilary McCartan (HM)**

**Patrick Anderson (CFO)**

**Philip O’Neill (PON)**

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

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

**APOLOGIES: Bernard Mitchell (BM) *(partial[[1]](#footnote-2))***

**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.

**3914 WELCOME AND APOLOGIES**

The Chair welcomed members to the meeting and noted one apology.

**3915 DECLARATION OF INTERESTS**

No interests were declared.

**3916 MINUTES & ACTION LIST**

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

**ACTION:** GM to coordinate a presentation on the Corporate Responsibility Strategy for the July Board meeting.

**3917 CHAIR & BOARD BUSINESS**

The Chair updated members on his recent meeting (along with GCE) with the Minister for Infrastructure, where they discussed the requirement of a ‘Going Concern’ letter from the Department to allow for the signing of the 2020/21 Annual Accounts. The Chair informed Members that the issue of longer-term funding and investment was also raised. The Minister expressed her ongoing commitment to integrated public transport and the green economy. She thanked the Board and Translink, particularly front-line staff, for their delivery of essential services throughout the Covid-19 pandemic.

The Chair updated members that the competition for Non-Executive Director positions for the Group would commence on 31 May 2021.

AD noted that current Non-Executive Director term of appointment was extended until 30 September 2021.

**3918 SAFETY REPORT**

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

1. Safety Performance Indicators Summary: A summary of the 5 statutory reportable incidents was provided. The Staff Accident Incident Injury rate remains below the benchmark target.
2. SH&E Annual Conference 2021: The Conference was hosted virtually in line with current Covid-19 restrictions. The focus was on mental health and wellbeing in the workplace. Speakers included the CEO of HSENI and over 250 employees attended. On behalf of the Board, AD thanked GM and John Thompson for organising an excellent event. The Chair and HM agreed the topics were well balanced and sensitively handled.
3. A proposal to change Period LY to reflect 2019 results to provide a more meaningful comparison in terms of relative performance was agreed.

Board members discussed the potential of returning to the Boardroom for future meetings.

**ACTION:** GCE and GM to consider maximum number of physical attendees for June Board.

**3919 GCE REPORT**

The Board took the report (and KPI summary) as read, and the GCE highlighted the following

1. Passenger Journeys: Beginning to show some signs of recovery as restrictions are eased however these remain approximately 50% less than the same period, pre-Covid 19.
2. Commercial Operations: Marketing is focused on the ‘Ready for You’ campaign, which is part of the Building Back Responsibly strategy. Work has commenced on a business to business basis, aimed at encouraging organisations to promote public transport as part of their ‘back to work’ plans.

A pilot scheme has been initiated to test a number of digital bus stop displays, at locations where the VIX system cannot be used.

1. HR: GM highlighted some of the Equality, Diversity and Inclusion initiatives, most recently identifying potential workplace schemes for those people with a disability and engagement with organisations whose members may be interested in the program.
2. Legal & Governance: GC updated the Board on the engagement and progress with DfI on the new Partnership Agreement.

**3920 FINANCE REPORT**

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

1. Overview of Period 1: CFO advised Member that Period 1 accounts had closed on 17 May and the full report for Period 1 and 2 would be produced, as normal for the June meeting. He provided a verbal update asking the Board to note that Period 1.
2. Period 12: Period 12 and provisional full year results reflected the projections provided to the Board in April. The final year end accounts will be presented to BARC and the Board for approval in June.
3. Capital Expenditure: The year-end capital expenditure position was presented. The CFO paid tribute to the collaborative working between Translink and DfI in achieving this positive year-end outcome. The Board commended the CFO and the team.

The Board noted that the Group had not yet received confirmation of its revenue or capital budget allocations for 2021/22, following the presentation of same by the CFO to senior DfI officials in March 2021.

MS sought clarity as to whether the 2020/21 baseline funding had been carried forward to the 2021/22 funding allocation however the CFO advised the Board that this had not yet been confirmed by DfI.

1. Provisions: The Board reviewed and discussed the provisions update, covering the period from 30 March 2020 – 28 March 2021.

**APPROVAL:** The Board approved the latest position on provisions and confirmed that the amounts provided represent a reasonable estimate of the probable funds outflow arising from the various categories of provision, based on the information provided to them.

 *BM joined the Board meeting.*

**3921 MAJOR CAPITAL PROJECTS**

The additional Major Projects Tracker and summary was noted by the Board.

The GCE highlighted the recent and significant escalation in the cost of raw materials and the subsequent impact on construction costs.

MS questioned the potential effectiveness of the recommendation in the Gateway Review for a Programme Business Case, without a multi-year budget.

**3922 DFI CORRESPONDENCE**

The Board noted the DfI correspondence as read, noting the following.

The Board asked GM to extend its thanks to Paul McGrattan for his solid and ongoing work on Cyber Security.

**3923 AD HOC PAPERS**

**Translink Strategy 2021 - 2030:** The CFO presented an overview of the Translink Strategy.

The Board endorsed the proposals and extended their appreciation to GCE and the Executive team for the inclusive process and work done in this area.

**GCE Assurance Statement**: The Board noted the draft Assurance Statement.

**3924 MINUTES OF COMMITTEE MEETINGS**

The minutes of the Project Oversight Committee meeting held on 20 April 2021 were noted by the Board as read.

MS provided the Board with highlights from the POC meeting on 18 May 2021, in particular:

* Cullybackey Level Crossing and Signaling project – Full Board approval would be sought at the June meeting.
* Dark Arches Framework call off had been approved.

The summary of the Group Renumeration and Pensions Committee meeting held on 4 May 2021 were noted by the Board as read.

The summary of the Board Audit and Risk Committee meeting held on 5 May 2021 were noted by the Board as read.

BM asked the Board to note that the Group received its quinquennial External Quality Assessment report which reviewed the internal audit function. The very positive report placed the Group in the top quartile of organisations reviewed by the Institute of Internal Auditors since 2012.

**3925 ANY OTHER BUSINESS**

The GCE updated members on discussions with DfI on the PSA and had relayed the Board’s concerns as raised at the previous meeting. He explained that DfI reiterated the assurances provided in their recent letter (19 April) but had no additional information to disclose at this time. The GCE undertook to keep the Board updated as appropriate.

**3926 DATE OF NEXT MEETING**

16 June 2021

SIGNED: Michael Wardlow DATE: 17/6/2021\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Chair

1. See Minute 3920 [↑](#footnote-ref-2)