**NORTHERN IRELAND TRANSPORT HOLDING COMPANY**

**Minutes of the Board Meeting held on 15 September**

**at 9.30am at the Europa Hotel, Great Victoria Street, Belfast**

**PRESENT: Michael Wardlow (Chair)**

**Chris Conway (GCE)**

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

**Mark Sweeney (MS)**

**Angela Reavey (AR)**

**Patrick Anderson (CFO)**

**Philip O’Neill (PON)**

**Hilary McCartan (HM)**

**Bernard Mitchell (BM)**

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

**APOLOGIES: Gordon Milligan (GM, CCSHR Officer)**

**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.

**3953 WELCOME AND APOLOGIES**

The Chair welcomed members to his first full face-to-face meeting with the full Board and noted one apology.

**3954 DECLARATION OF INTERESTS**

No interests were declared.

**3955 MINUTES & ACTION LIST**

The minutes of the previous meeting were formally approved, and action no 3947 noted as completed.

**ACTION:** Action no 3948 (proprietary software DACS) CFO to discuss in the monitoring meeting with DfI.

**3956 CHAIR & BOARD BUSINESS**

The Chair thanked Board members (whose term was ending on 30 September) for their valued contribution to the Group throughout the term of their appointment.

**3957 SAFETY REPORT**

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

1. Safety Performance Indicators- GCE identified areas of focus from results of analysis. AD confirmed that the SOC had also taken update and confirmed that committee looked at detail of incidents and trends as appropriate.
2. Covid 19 – Home testing kits have been extended to all employees and the workplace testing programme continues across 5 sites.

As chair of the Safety Oversight Committee (SOC), AD was reassured with the actions taken by the Group throughout the pandemic and was confident that there were no specific matters of concern relating to safety to raise with the incoming committee members. AD further added that the SOC recommended that NED’s continue to undertake safety tours, given the extraordinary value they bring to the organisation and the positive impact on staff.

GCE updated the Board on the recent CORE platinum level award which the Group received. Translink is 1 of only 2 organisations in Northern Ireland to achieve this the award. The Board acknowledged the outstanding achievement and extended thanks to the wider team for the accomplishment.

**3958 GCE REPORT**

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

1. Financial: Group revenues year to date were above budget, predominantly due to additional fare paying passengers revenues.
2. Passenger Journeys: Whilst there has been significant recovery evidenced, the period reflected 40% less passenger journeys than the same period pre-Covid.
3. Commercial Operations: Positive messaging has been rolled out with the ‘Ready for Everyone’ campaign. The Group has also begun preliminary engagement with businesses, NICS and health bodies in advance of a return to work and increase of commuters around the network.
4. HR: The annual Section 75 Report was submitted to the Equality Commission and summaries the equality work conducted across the business. BM complemented the team on the success of its apprentice scheme and the increased intake.

**3959 FINANCE REPORT**

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

1. Overview of Period 4 and 5: The CFO was encouraged by the cumulative positive results for period 4 & 5. The Group operating loss year to date is favourable to budget due to passenger revenues continuing to exceed those projected.
2. LBE 1: The CFO highlighted to the Board that the revenue budget for the second half of the year will be more challenging particularly if the proposed fare increase is further delayed. The fare increase proposal is with DfI for approval. The Board voiced its concern that the absence of annual fare increases would have implications for revenue yields from inter-alia school contract and detrimental impact on the Group’s financial position.
3. Capital Expenditure: DfI recently confirmed funding for a Metro and Ulsterbus fleet renewal project. The CFO emphasised that full utilisation of capital would be challenging however the organisation is reviewing contingency projects and are continuing to have regular meetings with department to ensure critical milestones are met.

The Board recognised the significant challenge in achieving full utilisation of capital fund.

**3960 MAJOR CAPITAL PROJECTS**

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

**3961 DFI CORRESPONDENCE**

The Board noted the DfI correspondence as read. The Board discussed the requirement for the GCE to provide a project specific assurance letter however they supported the letter and concurred that it provided them with substantial assurance for the flagship project.

**3962 AD HOC PAPERS**

At the invitation of the POC, and on its recommendation: -

* *Duncan McAllister, Philip Brown, John Glass, Neil Chadwick (Steer), Andrew Bennett (Steer), Rohit Rai (Grant Thornton) and Rupert Ingham (Grant Thornton) joined the meeting and presented to the Board on the Full Business Case for the Belfast Transport Hub project.[[1]](#footnote-1)*

Following the presentation, the Board had a detailed and focused Q&A noting in particular the increased costs were driven by current market conditions and that the strategic case (including the project need and objectives) and benefits continued to remain sound fit with both the Programme for Government and Department’s priorities for transport in support of the Programme for Government. The Board were assured by the collaborative approach and a well-managed and robust procurement process.

**DECISION:** The Board approved the Belfast Transport Hub Full Business Case.

Following the approval, the project team would present the Full Business Case to DfI and DoF.

The Board thanked the project team and wider team for all their hard work and effort to deliver this transformational project.

Duncan McAllister, Philip Brown, John Glass, Neil Chadwick (Steer), Andrew Bennett (Steer), Rohit Rai (Grant Thornton) and Rupert Ingham (Grant Thornton) left the meeting.

**3963 MINUTES OF COMMITTEE MEETINGS**

The minutes of the Project Oversight Committee meeting held on 18 August 2021 and the summary of the Group Renumeration and Pensions Committee meeting held on 15 September 2021 were noted by the Board as read.

MS expressed his pleasure during his many years as Chair of POC and congratulated the team on the great leadership displayed in taking forward many transformational projects.

HM expressed her appreciation to the team and concurred with MS in wishing the organisation every success in the future.

BM, as Chair of BARC noted that there was nothing of concern which would be carried over to the new committee. He extended his thanks to all those who sat on BARC and assisted him during his years of service.

**3964 ANY OTHER BUSINESS**

 The Board noted the draft Board Induction.

**3965 DATE OF NEXT MEETING**

20 October 2021.

SIGNED: Michael Wardlow DATE: 20/10/22

 Chair

1. Angela Reavy left the meeting [↑](#footnote-ref-1)