# **NORTHERN IRELAND TRANSPORT HOLDING COMPANY**

## Minutes of the Board Meeting

## 16 November 2022 | 9.30am | Boardroom, 22 Great Victoria Street, Belfast

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

 Chris Conway (*GCE*)

Patrick Anderson (*CFO*)

Gordon Milligan (*CHRO*)

Edward Wills (*EW*)(*via Microsoft Teams*)

Mike Brown (*MB*)

Marie Mallon (*MM*)

Sharon O’Connor (*SO*)

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

**IN ATTENDANCE:** Priscilla Rooney, *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.

**4109 WELCOME AND APOLOGIES**

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

**4110 DECLARATIONS OF INTERESTS**

None.

**4111 MINUTES & ACTION LIST**

The minutes of the previous meeting were formally approved. Actions 4100 will be facilitated in March 2023, 4101 will be planned for April or May 2022 and other potential locations for Board meetings scheduled early 2023. Action 4103 remains open and all other actions were noted as completed.

**4112 SAFETY MOMENT**

Given November has a focus on men’s mental health, CHRO shared experiences in men’s mental health and wellbeing.

**4113 CHAIR & BOARD BUSINESS**

The Chair noted the Interim Treasury Management Report which had been brought to and discussed at the recent POC meeting. The Board raised their concerns regarding the potential impact of not having local Executive Ministers in place along with the associated political environment. The discussion focused particularly on the Going Concern status of the Group and the Directors’ statutory duties under the Companies Act.

The Chair mooted the potential for the Group to get involved in the Boardroom Apprentice scheme. It was agreed by the Board, to follow up further on this proposal.

**4114**  **SAFETY**

The Board took the report as read and the CHRO highlighted the following additional matters:

1. Safety Performance Indictors: Particular focus has been given to three areas - staff accidents, vehicle collisions and passenger injuries including awareness campaigns and performance monitoring.
2. Significant/Noteworthy Events: were highlighted by CHRO and noted by the Board.

**4115 GCE REPORT**

The Board took the report, KPI summary and Major Project summary as read, and the GCE highlighted the following:

1. Financials: Group revenues are trending positively.
2. Service Operations: Bus reliability remains challenging in Metro. This has been significantly impacted by driver availability issues and traffic congestion due to above average levels of road works. The cross-divisional business improvement team continues to focus on performance improvement including engagement with DfI Roads. GCE to explain to the Board, the impact of closing of Royal Avenue without a wider transport plan.
3. Major Capital Projects: Noted as read.
4. Budget: GCE raised the ongoing budgetary, Going Concern and cash reserve concerns which were raised at the POC the previous day. The Board discussed at length their grave concerns at the lack of sufficient funding from DfI to sufficiently fund the PSA and the Group’s status as a ‘Going Concern’.

**ACTION:** The Chair to write to the Permanent Secretary voicing the Board’s concern and requesting a meeting to discuss the situation.

**ACTION:** GC to seek advice for the Board on the issues discussed, particularly the PSA, and CFO to seek advice from auditors on the financial consequences for year-end accounts.

**ACTION:** CFO to review and consider how this is reflected in the Group’s Corporate Risk and Assurance Framework.

**4116 CFO REPORT**

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

1. Overview of Period 7: The Group operating loss year to date is favourable to budget, primarily due to above budget passenger revenues in all companies and savings accrued against operating costs. The operating loss for the period is adverse to budget mainly due to additional labour costs and utility costs, which were offset by above budget revenues in Metro and NIR. The PSO funding for 2022/23 has been fully utilised, in line with budget. LBE 2 will be presented to the Board in January 2023.
2. Capital Expenditure: Remains the same as last month.

The Board noted the 2022/23 Interim Treasury Management Report as read.

**4117 CHRO REPORT**

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

1. Employee Relations: Pay discussions for 2022/23 continued in a positive manner. Most employees have accepted the offer and the remaining group are being balloted by their unions. CHRO confirmed that the business case was approved by DfI. The Board thanked CHRO and the wider team for their professionalism and collaborative approach.
2. Employee Engagement: The annual State of the Nation will take place virtually on 9 December. This will provide a business and capital project update, as well as a review of the Better.Connected strategy.

**4118 DFI CORRESPONDENCE**

Noted as read. GCE advised that there has been some reorganisation within DfI. Julie Thompson had been appointed as the new Deputy Permanent Secretary and Stuart Wightman will replace Jackie Robinson in the Public Transport Operations Division. The Board extended a warm welcome and best wishes to both.

**4119 AD HOC PAPERS**

The papers were noted as read.

GCE presented the Group Stakeholder Engagement Process, followed by a Q&A session. The Board supported the approach and methodology in stakeholder engagement and agreed that it provided them with a clearer understanding of the process. The Chair requested a summary of some key Translink statistics for the Board.

**ACTION:** GC to arrange information on Translink statistics/Translink by numbers for the Board.

EW left the meeting.

TBS led a Board discussion on the Board Effectiveness Survey, explaining that it was a helpful basis for stimulating conversation and feedback on maximizing Board performance. She noted that her assessment from the survey was that it was generally believed that the Board and its Sub-Committees worked well, and there was a strong sense of risk management and a strong audit function within the organisation. Specific

areas that emerged to benefit from further discussion were Relationship with Stakeholders and Board development and training. It was agreed by the Board that a more in-depth discussion and brainstorming session would take place in March during the Board training session.

**ACTION:** Chair, TBC, GM and GC to arrange an external facilitator for Board training in March 2023.

**4120 MINUTES OF COMMITTEE MEETINGS**

The minutes of the POC meeting held on 18 October 2022 were taken by the Board as read.

**4121 ANY OTHER BUSINESS**

None.

**4122 DATE OF NEXT MEETING**

18 January 2023. This meeting will be followed by a Bi-Annual Accountability meeting with DfI.

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

 Chair

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