# **NORTHERN IRELAND TRANSPORT HOLDING COMPANY**

## Minutes of the Board Meeting

## 21 June 2023 | 9.30am | Board room, North West Transport Facility (*NWTF*)

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

 Chris Conway (*GCE*)

 Gordon Milligan (*GDCE*)

Patrick Anderson (*CFO*)

Edward Wills (*EW*)

Mike Brown (*MB*)

Marie Mallon (*MM*)

Sharon O’Connor (*SO*)

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

**IN ATTENDANCE:** Shauna McAuley, Acting General Counsel & Company Secretary(*GC*)

 Jacqui Kennedy, Chief People and Corporate Services 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.

**4190** **WELCOME AND APOLOGIES**

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

**4191** **DECLARATIONS OF INTERESTS**

None.

**4192 MINUTES AND ACTION LIST**

The minutes from the 17 May 2023 Board meeting were formally approved and actions noted as complete.

**4193** **SAFETY MOMENT**

A safety moment was shared by MB on the importance of carrying out, and continually reviewing, risk assessments. A key emphasis was also placed on the mental wellbeing of staff and other stakeholders particularly when adverse incidents arise.

**4194 CHAIR AND BOARD BUSINESS**

The Chair acknowledged the efforts, and extended his thanks on behalf of the Board, to the NWTH team for accommodating the Board members visit.

The Chair advised the Board members that an application had been submitted on behalf of Translink to participate in the Board Apprenticeship scheme for 2023.

The Chair inspected the Gifts & Hospitality Register and Register of Interests (relating to period 1 October 2022 – 31 March 2023) for all Executives and Board members and was content that they were in order. Likewise, TBS inspected the Chair’s registers for the same period, and confirmed that they were in order.

The Chair advised members that he had received the feedback from the Board Effectiveness Survey and would table the feedback for discussion at the next Board meeting.

**ACTION:** Feedback from the Board Effectiveness Survey to be tabled at the next Board meeting.

The Chair welcomed Jacqui Kennedy in her new role as Chief People and Corporate Services Officer and also highlighted the resignation of PA as CFO.

**4195 SAFETY**

The report was taken as read with the GDCE highlighting the following salient points:

1. Vehicle collisions continue to trend above target and a focused action plan is in place on this.
2. A successful Safety Conference took place on 18 May 2023. The event included updates on ‘Better.Connected’, safety across the business and the launch of Safety Moment video. The Conference was well attended and included a member of the ORR audit team.
3. The Annual Business Review took place on 15 June 2023, and safety featured highly with a focus on our key safety messages. The Board extended their thanks to those who set up market stalls and participated in such a successful event.
4. The GDCE noted a significant incident that took place on 31 May 2023, a member of the public (MOP) stepped off the pavement and into the side of a passing Glider. The member of the public sustained injuires. An update will be provided when full details are investigated.

The Board expressed their concerns for the MOP and the Driver.

**4196 GCE REPORT**

The Board took the paper, KPIs, and Major Project Summary as read with the following matters highlighted:

1. Group passenger journeys were strong in Periods 1 and 2, an increase on previous year to date.
2. Punctuality and reliability of services are showing an improving trend. A focused action is in place in these areas.
3. The Belfast International Airport service has been enhanced to every 15 minutes at peak and the 238 Belfast to Newry service will see a Friday and Saturday midnight departure. A late night service for Metro over the summer months is also being explored.
4. One year contract with the option to extend has been negotiated with the Education Authority for the school pupil passes.
5. A number of useful key stakeholder meetings have taken place this month including a meeting with Peter Kyle MP, Shadow SOS, who visited Belfast Grand Central Station.

A discussion with the Board took place regarding steps being taken by Translink to encourage, and market, services for air travellers at both airports as well as students within the universities and colleges.

**4197 CFO REPORT**

The CFO’s report was taken as read with the following highlighted:

1. The Group’s operating loss for periods 1 and 2 combined is adverse to budget. This is largely due to a reduction in DfI funding, offset by improved passenger revenues in the bus companies and savings against budget on farepaying passenger revenues and operating costs.
2. The initial capital funding allocation has been confirmed by DfI for 2023/24.

**APPROVAL:** After discussion, the Board approved the provision amounts and agreed they represented a reasonable estimate of provision up to March 2023.

**4198 CHRO REPORT**

The CHRO report was taken as read with the following significant matters noted:

1. Informal discussions remain ongoing with the Unions in relation to pay.
2. Performance management: Moderation has now been completed for 2022-23 with the focus now on talent management and succession planning.
3. The Investors in People employee survey commenced this week and all employees are being encouraged to participate to enable meaningful benchmarking.
4. The Annual Business Review, which included all MPT employees, took place at the Ulster University on the 15th June. This is a significant event and the feedback from the attendees has been very positive.
5. Disability Workplace Scheme:  The individuals who were taking part in our disability workplace scheme have successfully completed the training and have been offered permanent roles. This was a pilot programme and has work very well, with a further intake planned.

**4199 DFI CORRESPONDENCE**

The DfI correspondence was taken as read.

**4200 ADHOC PAPERS**

SOC, as Chair of the Board Audit & Risk Committee, opened the item of approval of the annual report & accounts, with an overview of the Committee’s review and scrutiny of the annual report and accounts at the recent BARC meeting. SOC invited CFO to provide his views and recommendations to the Board on these and related items.

The CFO guided members through his Executive Summary paper.

**APPROVAL:** The Board approved the annual report and accounts which comprises:

* Group annual report and accounts.
* Trading subsidiary accounts for NITHC, Northern Ireland Railways Company, Ulsterbus and Citybus.
* Non-Trading subsidiary accounts for Flexibus Limited, NIR Networks Limited, Translink (NI) Limited.
* Letters of representation in support of financial statements.
* Hi Park rental calculation 2022/23.

The Board noted the KPMG Report and thanked the CFO and the finance team for their diligent work in completing the accounts.

**4201 CUSTOMER AND PERFORMANCE PRESENTATION**

Presentations were made to the Board by the Customer Senior Programme Manager relating to Customer Service and by the Director of Service Operations on Service Performance.

**4202 STAKEHOLDER ENGAGEMENT SESSION**

Board members met with key stakeholders from the local council, Londonderry Chamber and Visit Derry to discuss joint collaboration within the city.

**4203 MINUTES OF COMMITTEE MEETINGS**

The minutes of the BARC meetings of 3 April 2023 and 12 June 2023 and amended Terms of Reference were tabled and taken as read together with the GRPC minutes of 21st June 2023. The following matters were highlighted for specific mention:

1. The Chair of BARC, proposed that Grant Thornton (NI) LLP be appointed as external auditors.
2. EY, the internal auditors have bedded in well with a further 9 internal audits completed all of which are satisfactory.
3. Final draft of the Assurance report has been presented with an overall satisfactory rating.
4. MM, as chair of GRPC, noted that DfI approval was awaited in relation to executive remuneration.

**APPROVAL:** Amended Terms of Reference were approved for BARC and POC.

**APPROVAL:** The Board approved the appointment of Grant Thornton as external auditors.

**4204 AOB**

The Board meeting ended with the Board members paying a visit to Pennyburn garage to view new charging infrastructure.

**4205 DATE OF NEXT MEETING**

23rd August 2023

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

 Chair

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