# **NORTHERN IRELAND TRANSPORT HOLDING COMPANY**

## 20 November 2024 | 9.30am | Boardroom, 22 Great Victoria Street, Belfast

## PRESENT: Michael Wardlow (Chair)

 Chris Conway (*CC*)

Edward Wills (*Senior Independent Director, SID*)

Mike Brown (*MB*)

Manish Gupta *(MG)*

Don Leeson *(DL)*

 Grainne McVeigh *(GM)*

**IN ATTENDANCE:** Ronan Doherty, *Chief Financial Officer* (*RD*)

Jacqui Kennedy, *Chief People and Corporate Services Officer* (*JK*)

Priscilla Rooney, *General Counsel and Company Secretary* *(PR)*

John Glass, *Director of Infrastructure and Projects*, *(JG)*

David Cowan, *Director of Commercial Operations* *(DC)*

Ian Campbell, *Director of Service Operations* *(IC)*

**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.

**4387** **WELCOME AND APOLOGIES**

The Chair welcomed members and attendees to the meeting and extended a warm welcome to the new members of the Board. GM introduced herself to the Board.

**4388** **DECLARATIONS OF INTERESTS**

None.

**4389 MINUTES AND ACTION LIST**

The minutes from the 16 October were approved.

ACTION: JK to recirculate the EDI report to any new Board members who had not received a copy.

**4390** **SAFETY MOMENT**

DC reflected on the changing nature of how the organisation now actively supports the physical and mental welfare of staff. He reiterated the message from the safety conference, that everyone brings their ‘whole self’ to work. The Chair supported the observations and the authentic approach to safety and welfare demonstrated by the Company.

CC informed the Board of its plans for long service awards for staff.

**4391 CHAIR & BOARD BUSINESS**

The Chair reported that letters of appointment for each Board Sub-Committees had been circulated to relevant members and they had accepted their posts. The Chair advised that Edward Willis was nomintated as theSenior Independant Director (SID) for the Board.

**ACTION:** PR to prepare a paper on the Role of the SID for Board members.

The Chair advised that he had received Gifts and Hospitality Registers and Register of Interests for everyone for the period April 2024 – September 2024, and confirmed that he was satisfied that all was in order. SID confirmed that he had inspected the Chair’s Registers for the same period and confirmed that they were in order.

**4392 SAFETY**

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

1. Safety Performance Indicators: JK advised that there was 7 major injuries in the period, 5 of which related to the recent bus incident at Ballyblack Road East and involved hand, shoulder and hip injuries. JK advised the Board that the recovery of the bus following the incident was a multi-agency and teams were having ongoing engagement with the school. Full details were shared and discussed with the Board Safety Committee and a review into the incident is being undertaken, lead by an independant chair. There were 4 statutory reportable incidents in the period. Vehicle collisions and staff injury rates are slightly above target and the safety focus campaign across the company continues.

SID noted the increase in claims costs. ROD proposed that David Curry (General Manager for Bus Operations) and Head of Claims attend Saftey Oversight Committee (SOC) and present on the risks and mitigations in this area.

**ACTION:** ROD to arrange presentation on claims to SOC.

The Board had a discussion on SPADs and the ongoing review and communication and awareness plans.

1. SH&E Leadership & Culture: The Safety Focus campaign has resulted in an increase in the number of safety tours, improving the visibilty of senior leadership and meaningful safety conversations. The Human Factors working group are developing an eLearning module for awareness across the organisation, to launch in January 2025. The SH&E Risk Management guide has been developed and distributed across the Group.

**ACTION:** JK to distribute a hard copy of the SH&E Risk Management guide to members at the board meeting.

**4393 GCE REPORT**

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

1. Passenger Journeys: 44.6mm for the period year to date, Passenger numbers have recovered strongly since the opening of BGCS, however capacity remains challenging at this time of year.
2. Service Operations: IC commented on the difficult operating environment in the greater Belfast area and briefed the board on the ongoing work with a multi-agency team to try and address congestion however a lack of bus priority means that bus fleet are delayed in the same congestion as other road users and this impacts on performance and customer satisfaction.

**ACTION:** DC to arrange a presentation to the Board on Customer Satisfaction in the new year.

1. Infrastructure and Projects: The Board discussed the recent challenges relating to the public realm works at Grand Central station and the ongoing work with DfI and relevant statutory consultees. JG updated the Board on the three rail infrastructure incidents in the period which resulted in delays more than 100 minutes, each being investigated. Current projection for capital funding requirements in 2024/25 is £247m and the Group awaits confirmation from DfI that this is agreed.
2. Commercial Operations: DC advised the board of the recent customer service quality being carried out via a post-contact centre survey. This will assist with future plans for customer experience enhancements. He also noted that this month had seen the highest ever e-Commerce sales through the website.
3. Legal & Governance: The Board Resolution to appoint 3 new members to the Group subsidiaries was passed by the Board.

The Board noted the briefing paper highlighting the ‘light touch’ review of the Partnership Agreement, which confirmed that no material amendments had been made. The updated Agreement would be published on the Translink website.

**ACTION:** PR to have the updated Partnership Agreement uploaded to Translink website.

**4394 CFO REPORT**

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

Period 7: Performance is largely inline with LBE 1. The Group’s operating loss for the year to date is adverse to budget loss. This is primarily due to a c.£4.1m reduction in DfI funding, a reduction in commercial income and increase in costs. This was due to claims costs which are £0.6m above budget,  primarily due to the impact of the new guidance in personal injury claims issued in April 2024. The Board discussed the benefits of the fare increase.

Capital Expenditure: The Board discussed the ongoing work to ensure that any potential for additional funding that may become available could be utilised. JG highlighted the importance of ongoing review, management and reprioritising by the teams.

**4395 CPO REPORT**

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

1. Employee Relations: 2024/25 pay claims have been submitted by trade unions for a number of groups of staff. A meeting is scheduled with JK and DfI to discuss commencing pay negotiations. The Board discussed the risks to employee relations and potential adverse impact to public transport in event of not reaching amicable settlement.
2. Culture: Ask for Angela and Women’s Night Safety Charter briefing was launched through the app and is initially aimed primarily at bus operations staff. LGBT+ Network is hosting an event to celebrate Transgender Awareness week with Karen McShane, who will be sharing her career and leadership history, as well as her personal transitioning story.

**4396 DFI CORRESPONDENCE**

CC summarised the historical position with regard to approving of the budget and in year funding allocations.

The DfI correspondence with regard to the budget and corporate plan was considered and discussed at length by the Board.

The Chair reminded the Board of its legal duties and fiduciary responsbilities in particular in relation to the long term financial viability of the company.

The Board proposed that the Chair seek a meeting with the Minister to discuss adequate funding arrangements and how to work collaboratively with DfI to achieve this.

**ACTION:** Chair to write to Minister to request a meeting to discuss funding and budgetary concerns.

**4397 AD HOC PAPERS**

Noted at minute 4393 (v) Legal and Governance.

**4398 MINUTES OF COMMITTEE MEETINGS**

Minutes of the POC meeting which took place on 15 October 2024 were noted as read. MB updated the Board on the POC meeting held on 19 November 2024, in particular:

* Outline Business Case for 220 Zero Emission Buses and associated depot.
* Additional Expenditure for Belfast Transport Hub Main works – due to extraordinary inflation.
* Civil Engineering contract framework extension (12 months).

**4399 AOB**

There will be no Board meeting in December 2024 and BARC meeting will be held on 9 December 2024.

**4400** **DATE OF NEXT MEETING**

22 January 2025.

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

 Chair