# **NORTHERN IRELAND TRANSPORT HOLDING COMPANY**

## Minutes of the Board Meeting

## 18 September 2024 | 9.30am | Boardroom, 22 Great Victoria Street, Belfast

## PRESENT: Michael Wardlow (Chair)

 Chris Conway (*CC*)

Marie Mallon (*MM*)

Mike Brown (*MB*)

Edward Wills (*EW*)

**APOLOGIES:**  Sharon O’Connor (*SO*)

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

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

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

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

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

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

Kerry Melville (boardroom apprentice)

**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.

**4359** **WELCOME AND APOLOGIES**

The Chair welcomed members, attendees and noted one apology. The Board extended their sympathy to SO’s due to her family bereavement.

**4360** **DECLARATIONS OF INTERESTS**

None.

**4361 MINUTES AND ACTION LIST**

The minutes from the 21 August 2024 meeting were approved. Action 4308(v) will remain open.

**4362** **SAFETY MOMENT**

JK shared a personal safety moment with the Board reflecting on the importance of focus, attention to detail and leadership. The Board had a general discussion on the Group safety culture and values and the renewed safety message on safety focus.

**4363 CHAIR & BOARD BUSINESS**

The Chair updated members on the appointment process for three new non-executive members and was given assurance by DfI that the new appointees would be in post for 1 October 2024. GCE to await confirmation from DfI as to the names and contact details for the new members.

**4364 SAFETY**

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

1. Safety Performance Indicators: JK advised that there was one major injury in the period when a bus passenger let go of the hand rail as the bus moved from traffic lights and fell, which resulted in fractures to their arm. There were three reportable slip/trip/fall injuries and one SPAD, as well as one fatal self harm event on the rail network.

The Operational Safety and Risk Assurance Management programme is continuing its safety focus messaging and peer engagement is being undertaken across the industry. The staff accident injury rate is below target. GCE advised that the POC had reviewed the management of staff assaults and would be further reviewed by the SOC.

1. SH&E Leadership and Culture: JK advised that a safety focus campaign continues to gain traction across the organisation with high levels of engagement on the SPIRIT app and uLink. There has also been an increase in the number of safety tours being carried out across the network. The SH&E Risk Management Guidance Booklet has been developed and is out for consultation with the Safety Risk Collaboration Group.
2. ESG: 7.6% reduction in total carbon emissions for the same period year to date versus 2018/19 baseline.

**4365 GCE REPORT**

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

1. Financials: Period 5 revenues were c.£3.6m below budget, primarily due to a reduction in DfI funding, commercial revenues (due to delayed fare increase) and 1m below budget passenger journeys, due predominantly to poor weather and the ongoing rail blockade. CC commented that the Company expected to see a significant increase in passenger numbers in the second half of the year, when BGCS was fully opened.
2. Service Operations: IC commented that Metro reliability fell below target, predominantly due to challenging conditions of road closures across Belfast due to ongoing challenging environment, with public realm roadworks, and driver availability linked to enhanced schedules. The teams are working with a subject matter expert in continuing work to improve reliability. The Board discussed the wider potential benefits of bus priority and the Eastern Transport Plan 2035, (previously known as the Belfast Metropolitan Transport Plan).
3. Infrastructure and Projects: JG advised the Board that the planned capital spend was higher than the proposed DfI capital funding envelope, as the teams were allowing some flexibility for potential in year funding, however Q3 and Q4 will see a reduction in the value of work planned, to ensure the year ends inline with actual DfI funding. The Board expressed their concern for adverse impacts on works as a result of the reduction in capital investment.
4. Commercial Operations: DC updated the Board on the corporate communications and stakeholder engagement in the run up to the phased opening of BGCS on 8 September 2024. The Board congratulated CC and DC and the wider team on their hard work in relation to the opening and the positive PR received.

The Board extended their thanks right across the organisation for the successful opening of BGCS.

CC updated the Board on the very robust railway safety certification process and will continue to update them on timing when this is confirmed by DfI.

1. Stakeholder Engagement: The Chair, CC and MB met with Steven Murphy (Chair, Irish Rail) and Jim Meade (CEO, Irish Rail) and had a positive meeting about future long-term project and operating model.

**4366 CFO REPORT**

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

1. Period 5: RD reminded the Board that the report was prepared in the context of the budget and corporate plan approved by the Board in March 2024 and whilst DfI had sought and received a revised corporate plan, this had not yet been approved by the Minister for year 2024/2025. The Group’s operating loss for the year to date was adverse to budget loss. This is primarily due to a reduction in DfI funding and reduction in commercial income (predominantly due to delayed fares increase).

RD advised the Board that LBE 1 was in progress and this would be brought to the Board in October.

1. Capital Expenditure: Work continues to manage lower than anticipated DfI capital funding whilst having projects (where possible) in a position to recommence should additional funding become available.

**4367 CPO REPORT**

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

1. Holiday Pay Claims: work continues to manage the three cohorts of employment claims. Judicial mediation is planned for November 2024. JK provided DfI with a verbal update on 17 September 2024.
2. Business Change: The employee relations and business partners continue to support the business areas with a number of change and modernisation works, including new agreements within the bus division.
3. Employee Events: Options are being considered for long service awards for 2024, for employees who have reached 35 years of service. Many employees volunteered to help with the opening of BGSC and the Board extended thanks to all those who gave up their time to help make it a successful launch.
4. EDI: Plans are underway to raise awareness of diversity and the cultural network, amongst employees, during the October Global Diversity Month.

**4368 DFI CORRESPONDENCE**

The DfI correspondence was taken as read.

**4369 AD HOC PAPERS**

GC presented the Corporate Risk and Assurance Framework Register and Emerging Register to the Board. MB noted that the BARC reviewed and discussed the Risk and Assurance Strategy and the Registers during the BARC meeting in September.

RD presented the Internal Audit Annual report for 2023/24 to the Board, which provided a Satisfactory level of assurance. The Board noted the ongoing concern in relation to Translink’s financial position, which were long standing key risks identified on the Corporate Risk register. MB confirmed to the Board that BARC had undertaken a through discussion of the report with the Auditors and were satisfied with the result. The BARC extended their thanks to the Auditors for their professionalism and approach throughout the year.

**4370 MINUTES OF COMMITTEE MEETINGS**

Minutes of the meetings of the POC held on 20 August 2024 and the summary minutes of the BARC held on 9 September 2024 were noted. CC reminded the Board that 2 of the Non-Executive members of BARC were finished their term of appointment on 30 September 2024 and MB would remain on BARC temporarily until new members were inducted.

MB updated the Board on the POC meeting held on 17 September 2024, in particular:

* Outline Business Case relating to Lurgan Signalling Improvement Project. The Board discussed the proposal and significance of the project.

GC presented the updated terms of reference for each Board Sub-Committee to the Board for approval. The Board approved the Terms of Reference, subject to one minor amendment to the POC terms of reference, to the ‘Roles and Responsibilities’:-

*“v) A biannual strategic review of the current capital plan and overall funding available, in the context of ensuring affordability is confirmed.”*

**DECISION:** The Board approved the Sub-Committee updated terms of reference subject to inclusion the above amendment.

**4371** **AOB**

The Bi-Annual Accountability meeting with DfI will take place following next month’s Board meeting.

On behalf of the Board, the Chair wished MM and SO a fond farewell as their term of appointment would come to an end on 30 September 2024. The Board and Executive Team thanked MM and SO for their advice, guidance and professionalism throughout their time on the Board.

**4372** **DATE OF NEXT MEETING**

18 October 2024

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

 Chair