

NORTHERN IRELAND TRANSPORT HOLDING COMPANY

19 February 2025 | 9.30am | Boardroom, 22 Great Victoria Street, Belfast

PRESENT: Michael Wardlow (Chair)
Chris Conway (CC)
Edward Wills (*Senior Independent Director, EW*)
Mike Brown (MB)
Manish Gupta (MG)
Don Leeson (DL)
Grainne McVeigh (GM)

IN ATTENDANCE: Ronan O'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.

4416 WELCOME AND APOLOGIES

The Chair welcomed members and attendees to the meeting. Noting no apologies.

4417 DECLARATIONS OF INTERESTS

None.

4418 MINUTES AND ACTION LIST

The minutes of the previous meeting were approved. Action 4404 and 4408 are ongoing.

4419 SAFETY MOMENT

JK shared her experience in the health care industry and how human factors can influence behaviours which can lead to harmful impacts on both physical and psychological safety. JK highlighted the importance of creating and promoting a fair and just culture within the organisation.

The Board discussed behavioural challenges in the workplace, the importance of effective working relationships and the significance of addressing unsafe working processes promptly. The Board asked whether the Group had a way for employees to raise concerns and JK advised that there was a Whistleblowing Policy in place.

4420 CHAIR & BOARD BUSINESS

The Chair and GCE updated the Board on their meeting with the new Minister. They summarised the discussion in particular, the significant budgetary challenges facing the organisation now and in the future. The GCE assured the Minister that the Group was keen to continue to work in partnership with DfI to address the issue but it was anticipated that the external auditors would need some reassurance as to the ongoing financial support to ensure the Group remained a going concern.

MB referenced the recent presentation given to the POC on the capital plan and the significant consequences a lack of funding would have on public transport and infrastructure, as a helpful tool to explain the impact of insufficient funding.

ACTION: JG to share the POC presentation on capital plan and consequences on public transport with a lack of guaranteed and adequate funding.

MG advised the Board that he was meeting with the Chair of DFI Audit and Risk Committee.

The Chair confirmed that this was his last meeting as Chair. He reflected on his 4 years as Chair of the Group and extended his thanks and good wishes to the Board, GCE, Executive Team and staff.

4421 SAFETY

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

- (i) SOC: EW updated members to the SOC meeting which had taken place previous day, where General Manager of Bus Operations and the Claims and Insurance Manager presented an update to the committee on bus claims and the actions in place to reduce incidents.
- (ii) Safety Performance Indicators: JK advised the Board there were 6 statutory reportable incidents in the period. Vehicle collisions are slightly above target for the period. The teams involved are undertaking a specific focus on reducing collisions and breaking sharply events. Staff accident injury rate remains below target. Over three day minor injuries remain the highest category of reportable incidents. The Rail Safety Standards Board carried out a review on SPADs, the final report and recommendations will be brought to the SOC.
- (iii) SH&E Leadership and Culture: The SH&E Management Principles and Policy have been reviewed and published across the organisation. A review of the Group Alcohol and Drugs policy is being undertaken. EW will share some examples of similar work being undertaken in his organisation. The Safety Conference will take place on 22 May 2025. DL asked that the policy is shared with the Board when it is finalised.

ACTION: JK to circulate invitations to the Safety Conference to the Board.

- (iv) Climate: The emissions per kilometre for the year to period 9 is 9.9% less than the same year to date period in the baseline year 2018/19. The Group

has submitted a response to the DAERA consultation on the establishment of a Just Transition Commission for NI arising from the Climate Change Act 2022.

4422 GCE REPORT

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

- (i) Financials: The period 10 revenues YTD were £4.8m below budget, primarily due to a reduction in DfI funding of £2.3m and commercial revenues of £2.5m mainly due to the delayed fare increase and below budget passenger journeys as a result of poor weather and network disruption on the rail network.
- (ii) Passenger Journeys: Were 65.4m for the period YTD, which is 2.1m below budget and 2.9m above the same period last year. Passenger numbers continue to increase following the end of the railway blockade and opening of Belfast Grand Central Station.
- (iii) Service Operations: IC commented on below target reliability for Metro and Glider in the period, in particular the significant impact of the extreme weather and major roadwork schemes involving NIW, NIE and DfI Roads. Rail performance was positive during the period, except during Storm Eowyn when services were suspended. The Group instigated its Major Incident Plan and interfaced directly with NI civil contingencies group.
- (iv) Infrastructure and Projects: JG updated the Board on the projected value of capital expenditure for end of the financial year. Plans continue to be developed for future capital plans and funding scenarios. The recent Storm Eowyn resulted in significant repair and remediation across the network. More than 4000 hours of work was carried out, to action over 450 work items.
- (v) Commercial Operations: DC updated the Board on the success of the hourly service and online booking for the Enterprise. Poetry In Motion campaign has been very successful, and a book has been published with an anthology of selected poems to be shared through our stations, art venues and stakeholders.

ACTION: DC to share the Poetry In Motion books with the Board members.

- (vi) Legal & Governance: GC updated the Board on the positive impact of Translink's ongoing collaboration with the Public Prosecution Service to ensure robust convictions in tackling violence and abuse against staff, ensuring stronger protections and more effective legal outcomes. The Irish Government recently published its draft Programme for Government which could see opportunities for funding in public transport across the island and includes several initiatives that are directly relevant to the Group's cross-border Enterprise service with Irish Rail, such as the All-Island Rail Review and Shared Island Fund.

4423 CFO REPORT

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

- (i) Period 10: The Group's operating loss for the year to date is £7.7m adverse to budget loss of £18.6m. This is primarily due to a c.£2.3m reduction in DfI funding, a reduction in commercial income (including a delayed fare increase, lower than budget NIR and Metro/Glider passengers and impact of recent storms) and £2.8m increase in costs, including £0.8m above budget claims costs due to additional reserves on motor incidents as a result of the recently updated Green Book guidance.
- (ii) Capital Expenditure: Funding and spend is being carefully managed at a sub portfolio level to ensure spend is in line with allocated funding.

The Board discussed the issue of ensuring the Group remains a going concern and the possible considerations and options as year end approaches.

4424 CPO REPORT

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

- (i) Employee Relations: Pay and modernisation talks with trade unions representing train drivers, conciliation grades, NIR Engineers and MPT remain ongoing.
- (ii) EDI: The Group attended a BITCNI/Diversity Mark event to share Translink's disability inclusive practices, including the successful disability work placement scheme. The Group provided transport for 20 NI students to attend the first all-Ireland I Wish STEM event in the RDS in Dublin.

4425 DFI CORRESPONDENCE

Noted as read.

4426 MINUTES OF COMMITTEE MEETINGS

Minutes of the POC meeting which took place on 21 January 2025 were noted as read.

The summary report of the GRPC meeting which took place on 19 February 2025 was noted. DL commented that it was his first meeting as Chair of the committee. He was assured from the work which had been done to date from a succession planning perspective. He would review the Terms of Reference and consider whether the committee would benefit from another non-executive member.

4427 AOB

GCE thanked the Chair for his professionalism and commitment to the Group. During his tenure he shared his experience, support and demonstrated strong governance and leadership. The Board made a presentation to the Chair and wished him well in his future endeavours.

4428 DATE OF NEXT MEETING

19 March 2025.

SIGNED:

Chair

DATE: 19 March 2025