

NORTHERN IRELAND TRANSPORT HOLDING COMPANY

16 April 2025 | 10.00am | Boardroom, 22 Great Victoria Street, Belfast

PRESENT: Frank Allen (Chair)
Chris Conway (CC)
Mike Brown (MB)
Manish Gupta (MG)
Don Leeson (DL)
Grainne McVeigh (GM)

APOLOGIES: Edward Wills (*Senior Independent Director, EW*)

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.

4443 WELCOME AND APOLOGIES

The Chair welcomed members and attendees to the board meeting, noting one apology.

4444 DECLARATIONS OF INTERESTS

None.

4445 MINUTES AND ACTION LIST

The minutes of the previous meeting were approved and actions completed.

4446 SAFETY MOMENT

JG shared the key highlights from the recent Rail Accident Investigation Branch (RAIB) annual report, who presented the report to Translink. The presentation set out the key safety themes for rail, noting in particular the adverse effects of weather and track walker safety. The Board discussed presentation generally and asked JG to share the report with the SOC.

ACTION: JG to share the RAIB report with SOC.

4447 CHAIR & BOARD BUSINESS

The Chair updated the Board on a number of engagements which he had with DfI since the last meeting. The Board discussed the importance of continuing to provide any useful context and information on Translink's funding requirements regarding public passenger service delivery as mandated by DfI in the Public Service Agreement (PSA), in order to enhance DfI's understanding of same. GCE explained that the draft budget is presented to DfI and includes actions and efficiencies taken by Translink.

4448 SAFETY

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

- (i) Safety Performance Indicators: The report included the year end and period 12 information. Campaigns have been delivered to highlight safe use of the network including slips/trips and falls, and the use of stairs on buses. DL asked about work on school transport safety. IC explained that the Group engages with schools via the safety bus. He also advised of the collaboration with PSNI road safety in relation to potential changes to legislation and working practices. GCE said the Group was fully supportive of additional measures to increase safety for schools transport and will work with relevant agencies to support this.
- (ii) SH&E Leadership and Culture: The Safety Conference is in development and plans include effective communication and human factors. To support engagement on the safety management system and SH&E Policy, an e-learning module has been developed and launched to help employees.
- (iii) Climate: The emissions per kilometre for the year to period 11 (an indicator of efficiency) is 8.2% less than the same year to date (YTD) period in the baseline year 2018/19.

4449 GCE REPORT

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

- (i) Passengers Journeys: 2.5% below target for period 12 YTD however passenger trends are recovering strongly on the railway, post blockade and the opening on BGCS.
- (ii) Service Operations: IC commented that bus performance was positive overall in the period, despite the challenges posed by various major roadwork schemes across Belfast and congestion in the afternoon peak. The team continue to engage with DfI Roads in terms of additional mitigation plans for next autumn/winter. Rail has demonstrated strong punctuality performance since the opening of Belfast Grand Central Station (BGCS) and the hourly Dublin service has increased reliability to that service. Work remains ongoing with Irish Rail in terms of increasing network performance overall. Event planning is well advanced for the busy summer season with significant numbers of concerts, sporting and other events. The Board

discussed the various events throughout the summer period and the focus predominantly on commercial revenue generation.

DC explained the proposed marketing campaign for The Open.

ACTION: DC to present The Open marketing plan at the May Board.

GM queried whether there was a multi-agency group for Greater Belfast and the Board discussed the benefits of the same.

- (iii) Infrastructure and Projects: JG updated the Board on the projected value of capital expenditure for year ending 2024/25 is within tolerances and will align with DfI funding once the accruals process is completed. MB complemented the team on the impressive work to carefully manage a capital infrastructure programme on a 1-year budget. Indicative DfI capital funding of £235m for year 2025/26, although still to be confirmed, is well below current projected requirements of £260m and will present significant challenges in realigning the current plan. JG confirmed that no commitments will be made by Translink in excess of £235m available funding, even though 50% has already been committed at the start of the year.
- (iv) Legal & Governance: PR updated the Board on the recent Equality Commission claims and the internal review of trends, opportunities for improving services and increasing engagement with the EC and relevant stakeholders.

4450 CFO REPORT

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

- (i) Period 12: The Group financial year ended on 30th March and is in previous years, the purchase ledger is kept open for 10 days to facilitate closing down the financial position as accurately as possible, therefore Period 12 figures were not available. The year end cash position of £23.7m is slightly above Last Best Estimate (LBE) 2 projections however it remains below the Group's minimum cash threshold as set out in the Group's Treasury Management Policy (TMP). MG sought some clarifications around the cash position and ROD clarified the queries regarding the cash position and working capital. MG suggested that it may be worthwhile considering separating the cash flow position between capital and revenue cash balance. ROD advised that this is done at an operational level. MB supported the suggestion, to ensure no misunderstanding as to the minimum cash requirement.
- (ii) 2025/26 Budget and Outline Corporate Plan: ROD presented an Executive summary on the budget and outline corporate plan which had been prepared against a backdrop of challenges in public sector finances, new legislative pressures associated with employee national insurance, concessionary fare scheme funding pressure and as yet, no decision on a 2025/26 fare increase from DfI. GCE added that the Group included ambitious projections in passenger numbers, and he thanked ROD and his team for all their hard work in preparing a sustainable budget. The Chair agreed that it was an ambitious target particularly in the context of potential

wider economic challenges. DC set out a simple rationale for the proposals in terms of growth related to BGCS, Enterprise and the Education Authority contract. The Board discussed the potential for passenger growth and commercial opportunities at length. MG expressed 2 main concerns that the number of ambitious assumptions in the budget and the overall cash position in terms of not aligning with the TMP. The Chair proposed that ROD expand on the risks of the Group falling below the minimum cash threshold in the TMP.

ACTION: PR to send the Chair a copy of the Group Treasury Management Policy.

ACTION: ROD to further expand on the risks of the Group falling below the TMP in the final corporate plan.

The Board discussed the various mitigation actions which the Group were taking in terms of the budget and cost efficiencies and concluded that the implications should be noted in the corporate plan. GMV also added a note of concern in terms of the impact of proposed efficiencies and whether they would have an adverse impact on passenger numbers.

ACTION: ROD to note in the corporate plan the implications of the actions and efficiency measures that the Group were taking (had taken).

The Board discussed the potential scenarios whereby the Group might not achieve its target for passenger growth, including wider economic issues, customer experience and deferring maintenance. It was agreed that cost reductions could also create a greater chance of not achieving targets for growth.

The Board expressed their concern in halting the graduate and apprentice recruitment intake, and the longer term impact on the business. The Board were also concerned with the proposed lack of fare increase, given the inflationary pressures on the cost base.

The Chair summarised the Board discussion and comments as:

- Agreed it was an ambitious target for passenger growth.
- Noted working assumption that there would be no fare increase, but concerned in light of overall financial position
- Efficiency/Cost Reduction Actions – would like further explanation set out on wider consequences of such actions.
- Cash – would like to see a fuller explanation of risks of falling significantly below the minimum recommended in TMP.
- Geo-Politics, extreme climate events and international circumstances – noted the budget had no allowances for resilience

DECISION: Subject to the additional narrative that was discussed, being added, the Board approved the budget and corporate plan. There was also agreement to review the situation at P3/P4 based on actuals v forecasts.

The Chair thanked GCE, ROD and the wider Executive team for all their efforts, and the Board for their input and robust discussion.

4451 CPO REPORT

The CPO report was taken as read.

4452 DFI CORRESPONDENCE

Noted as read.

4453 AD HOC PAPERS

The papers were noted as read. The Board discussed the stakeholder briefing, which was taking place after the Board meeting with public transport stakeholders who had an interest in sustainability, accessibility and economic development. The focus was on the ongoing consultation issued by DfI on the draft 2025/26 budget and the impact on public transport.

4454 MINUTES OF COMMITTEE MEETINGS

Minutes of the POC meeting which took place on 15 March 2025 were noted as read. MB updated the Board on the POC meeting held on 15 April 2025, in particular:

- Outline Business Case for Class 3000 Asset Renewal – Phase 5

The minutes of the BARC meetings held on 9 December 2024 were noted as read.

4455 AOB

The Chair confirmed that the NEDS's had a private meeting in advance of the Board meeting that morning and proposed a strategy day could take place in Autumn.

ACTION: GCE and Chair to agree a date for the Board strategy day in Autumn 2025.

4456 DATE OF NEXT MEETING

21 May 2025.

SIGNED: _____ **DATE:** _____
Chair