# **NORTHERN IRELAND TRANSPORT HOLDING COMPANY**

## Minutes of the Board Meeting

## 17 January 2024 | 9.30am | Boardroom, 3rd floor Great Victoria Street

## PRESENT: Michael Wardlow (*Chair*)

 Chris Conway (*GCE*)

Edward Wills (*EW*)

Marie Mallon (*MM*)

Sharon O’Connor (*SO*)

Mike Brown (*MB*)

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

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

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

**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.

**4264** **WELCOME AND APOLOGIES**

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

**4265** **DECLARATIONS OF INTERESTS**

None.

**4266 MINUTES AND ACTION LIST**

The minutes from the 15 November 2023 meeting were approved.

**4267** **SAFETY MOMENT**

The CFO shared a personal safety moment with the Board reflecting on the potential safety risks caused by lack of concentration and tiredness and highlighted the importance of wearing appropriate safety clothing. The Board agreed that the example was particularly relevant to operational employees and the Group should continue to highlight such risks.

**4268 CHAIR AND BOARD BUSINESS**

The Chair updated the Board on the pre-Christmas meeting with the Permanent Secretary and Deputy Permanent Secretary, GCE and MB. He remarked that the parties discussed the capital plan and agreed on working together with openness and transparency, in the spirit of the Partnership Agreement. He was assured by the positive engagement and willingness to consider the most efficient and effective ways of working in collaboration.

The Board voiced their concern regarding the proposed budget and its limitations for the future of maintaining a viable public transport network.

The Board discussed the recent Post Office scandal and in particular the duties of Directors under the Companies Act.

**ACTION:** GC to consider any constructive reflections or lessons for Directors following the failings of the Post Office and report back to the Board in due course.

**4269 SAFETY**

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

1. Safety Performance Indicators: Major injuries increased by 1, where a member of the public fell, after alighting a bus. The incident is being investigated internally and by PSNI, who are taking no further action. Statutory Reportable Events also increased in the period, due to minor injuries leading to 3 day absence. The GRPC are reviewing the complex area of absence management. The Board noted the pressures on operational staff in terms of dealing with working during spells of unusally bad weather and industrial action. GCE assured the Board that the internal teams had good processes in place and continue to monitor trends and take appropriate action.
2. Significant/Noteworthy events: The Board noted the tragic death by suicide which occured during the period.
3. Safety Conference: Planning for the annual Safety Conference is underway for 2 May. The theme this year is Driving Positive Safety Culture.
4. Climate strategy: The Group continues with work to improve reduction of emissions, in line with its climate strategy.

SO provided an update on BARC business (details of which are set out at minute 4275). *SO left the meeting.*

**4270 GCE REPORT**

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

1. Financials: Revenues for the period were below budget for the year to date, primarily due to the £15.8m reduction in DfI funding and the industrial action.
2. Passenger Journeys: Journeys were 1.5% below budget, largely due to industrial action in December.
3. Service operations: Issues impacting on bus punctuality and reliability were largely due as a result of traffic congestion. A performance improvement programme has been established to address improvement in Metro and the Board discussed the need for bus priority to assist with this. On the rail network, over the past year there has been an increase in service delays due to adverse extreme weather conditions, including flooding and high winds.
4. Commercial Operations: The proposed fare increase was approved by DfI. The Board thanked employees and customers for their generosity and positive engagement during the Stuff a Bus campaign. The Board discussed the impact of the road closures around Belfast city, which are required as part of the Grand Central Station works and agreed this would require closely working along DfI colleagues.

**4271 CFO REPORT**

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

1. Period 9: The Group’s operating loss for the year to date is £12.3m adverse to budget loss of £9.9m. This is primarily due to a £15.8m reduction in DfI funding and lower passenger revenues due to industrial action in December.
2. LBE 2: The exercise generated an estimated operating loss of £27.2m, this reflects the reduction in commercial revenue growth as a result of 4 days of industrial action in December and flooding on the rail network in period 8.. The Group year-end cash position is estimated to be below the minimum cash threshold as per the Treasury Management Policy.

**4272 CPCSO REPORT**

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

1. Employee Relations: Union members are set to join a wider public sector strike on 18 January. Engagement with unions is regular and ongoing, to maintain positive employee relationships however CPCSO cautioned the Board of the potential wider impact on customer loyalty and usage as a result of strike action.
2. Holiday Pay Claims: The Group currently has 3 separate cohorts of claim. Following the recent case management hearing, the Tribunal has issued directions and dates for further hearings.
3. Learning and Development: The Group has launched its Elevate programme in partnership with the University of Ulster, offering an accredited leadership development course for senior leaders. The Board were supportive of this new initiative.
4. EDI: As part of the Group’s Disability Action Plan, a mandatory e-learning module will be launched to raise awareness of the plan and the statutory commitments within it. The teams are also working closely with the NOW group in this regard.

**4273 DFI CORRESPONDENCE**

The DfI correspondence was taken as read.

**4274 MINUTES OF COMMITTEE MEETINGS**

Minutes of the meetings of the POC held on 14 November 2023 and 12 December 2023 were noted and taken as read.

MB updated the Board on the POC meeting held in December, in particular:

* Updated Outline Business Case for SPAD and Overspeed Mitigation
* Updated Outline Business Case for Cullybackey Area Signalling and Level Crossing Renewals
* Strategic Outline Case for Whitehead to Larne S&T ducting route
* Tender Report for Call Off Framework as S&T Contractor.
* Tender Report for Call Off Framework for Building Contractors.

MB assured the Board that each of the matters were reviewed, challenged and probed by the POC. The Board noted the various matters referred to.

Minutes of the meeting of the BARC held on 11 September 2023 and a summary of the meeting held on 4 December 2023 were noted and taken as read.

SOC advised the Board that MB had joined BARC and was taking the opportunity to review current practices and presentation of information and papers. She highlighted the Committee’s concern regarding the post-Brexit approval requirements for the railway network, which would most likely result in significant additional costs and resource. SOC also asked the Board to note that MPMNI had been updated and relevant changes would be brought to the Board in due course. Internal Audit findings for the period all provided positive assurance, along with confirmation that the remaining reports would be completed by year end.

Summary of the meetings of the GRPC held on 14 November 2023 were noted and taken as read. MM

**4275** **AOB**

The Board agreed the annual Strategy Day would take place at the February meeting.

**ACTION:** GC to agree details of a horizon scanning workshop with GCE and Chair.

*Gordon Milligan joined the meeting.*

The Board extended their thanks and congratulation to Gordon on his retirement, following 15 years of service to the Group.

**4276** **DATE OF NEXT MEETING**

21 February 2024



**SIGNED:** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **DATE**: \_\_18/4/2024\_\_\_\_\_\_\_\_\_\_\_\_\_

 Chair