# **NORTHERN IRELAND TRANSPORT HOLDING COMPANY**

## Minutes of the Board Meeting

## 21 August 2024 | 9.30am | Boardroom, 22 Great Victoria Street, Belfast

## PRESENT: Michael Wardlow (Chair)

Chris Conway (*CC*)

Marie Mallon (*MM*)

Sharon O’Connor (*SO*)

Mike Brown (*MB*) *(via Microsoft Teams)*

Edward Wills (*EW*)

**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)

**OBSERVERS:**  Helen Smyth, EY

Catherine Finlay, EY

**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.

**4345** **WELCOME AND APOLOGIES**

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

**4346** **DECLARATIONS OF INTERESTS**

None.

**4347 MINUTES AND ACTION LIST**

The minutes from the 19 June 2024 meeting were approved. Action 4308(v) and 4329 will remain open.

**4348** **SAFETY MOMENT**

SOC shared a personal safety moment with the Board reflecting on the importance of challenging and questioning safety actions or decisions. The Chair noted that safety tours gave members an opportunity to ask questions and understand rationale. The Board had a general discussion on the Group safety culture and values, noting the value in refreshing safety messages.

**4349 CHAIR & BOARD BUSINESS**

The Chair advised members that EY had joined the meeting as observers, as part of their Board Effectiveness Review.

He also confirmed that the interview process for new non-executive members had completed, and the list of appointable candidates were put forward to the Minister.

The Board discussed the imminent operational opening of BGCS and GCE advised that Philip Brown and Michelle Alcorn would join the meeting later to provide an update on the ongoing work and preparations. *MB left the meeting (10.00am).*

CC updated the Board on some of the changes of personnel within sponsorship team in DfI.The current deputy permanent secretary was moving to DAERA and the process for her interim replacement was underway.

**ACTION:** CC to write to Julie Thompson on behalf of the Board to thank her for her work with Translink.

**4350 SAFETY**

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

1. Board Safety Oversight Committee: EW, as Chair of the BSOC, provided an update following the meeting of the Committee.

EW also highlighted the ongoing review of medicals for safety critical roles and was content with the assurances provided.

1. Safety Performance Indicators: JK advised that there was one major incident in the period and one SPAD. Passenger injury and vehicle collision rates remain below target with the mangement of road risk initatives continuing.
2. SH&E Leadership and Culture: JK advised that a safety focus campaign had been launched across the organisation, to include 5 key safety messages.
3. ESG: 9.3% reduction in total carbon emissions for the same period year to date versus 2018/19 baseline.

PR provided the Board with an update on the meeting with the Senior Assistance Director of PPS in relation to staff assaults. The PPS were supportive and took the concerns very seriously, agreeing to prepare a paper for the Department of Justice to lobby for an alignment of the NI sentencing guidelines with those already in place in England and Wales.

The Board extended their thanks to the Translink teams in their professional handling of the challenges related to the recent protests around the city.

**4351 GCE REPORT**

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

1. Passenger Journeys: CC noted that journeys were below budget, due to poor weather affecting leisure travel and as the rail blockade continues.
2. Service Operations: IC commented that Metro reliability fell below target, predominantly due to challenging conditions of road closures across Belfast related to utility works, parades and protests. The Board discussed the benefits of more collaborative working between public service providers, utility providers and road service to minimise impact on services.
3. Infrastructure and Projects: JG updated the Board on the ongoing discussions with DfI on the capital plan. Capital funding from DfI was reduced from the initial proposals provided and has resulted in increased pressures for bus, rail and fleet projects. Bids for additional funding in the June monitoring round were unsuccessful. The Board expressed their concern for adverse impacts on works as a result. JG confirmed that the teams have had to reprioritise projects, due to the reduced funding envelope.
4. Commercial Operations: DC updated the Board on the completion of the roll out of contactless ticketing across Northern Ireland. The usual back to school communications activities will commence imminently, with a focus on travel arrangements for schools in greater Belfast area.
5. Legal & Governance: PR provided the Board with an update on the recent trends in information requests, including a 45% increase in FOI and EIR since last year, a 58% increase in SAR’s and a 329% increase in AQ’s.

PR presented the Modern Slavery Statement to the Board for their approval.

**DECISION:** Modern Slavery Statement for 2023-24 was approved by the Board.

MB rejoined the meeting (10.45am).

**4352 CFO REPORT**

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

Period 4: The Group’s operating loss for the year to date is adverse to budget loss. This is primarily due to a £2.3m reduction in DfI funding, £0.9m reduction in commercial income (£0.8m of this due to delayed fares increase) and £1.1m increase in costs. This includes claims costs which are £0.4m above budget,  primarily due to the impact of the new Green Book guidance issued in April 2024.

**4353 CPO REPORT**

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

1. Employee Relations: Pay negotiations for 2023/24 have been concluded, with pay offers being accepted and implemented across all staff groups. The Board extended their thanks to the teams involved, complementing their approach and successful outcome.
2. Holiday Pay Claims: work continues to manage the three cohorts of claims. Judicial mediation is planned for November 2024.
3. Investors in People (IIP): Communication of the IIP accreditation has been shared via managers briefings, across the business. Further plans are underway to celebrate the achievement. Divisional People Plans will be developed to take account of IIP findings and recommendations.
4. Recruitment and Selection: Bus Driver Campaign revised model worked well and the Board supported the new approach.

**4354 DFI CORRESPONDENCE**

The DfI correspondence was taken as read. The Board voiced their concern with the lack of approval of the budget and corporate plan.

**4355 AD HOC PAPERS**

* *Michelle Alcorn and Philip Brown joined the meeting and presented an update on progress of the Belfast Grand Central Station.*

Following the comprehensive overview on the main works progress, Safety Authority authorisation and timetable for phased public realm works, the Board had a Q&A session including cost and extraordinary inflation, as well as the combined social value and benefits for the local community. The Board thanked the team for their presentation and the ongoing work to open the new transport hub. Michelle Alcorn and Philip Brown left the meeting.

**4356 MINUTES OF COMMITTEE MEETINGS**

Minutes of the meetings of the POC held on 18 June 2024 were noted.

**4357** **AOB**

The Chair confirmed that he was meeting with the Chair of Irish Rail, along with CC and MB,

**4358** **DATE OF NEXT MEETING**

18 September 2024.

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

Chair