

NORTHERN IRELAND TRANSPORT HOLDING COMPANY

21 May 2025 | 10.00am | Boardroom, 22 Great Victoria Street, Belfast

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

APOLOGIES: John Glass, *Director of Infrastructure and Projects, (JG)*
David Cowan, *Director of Commercial Operations (DC)*

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)*
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.

4457 WELCOME AND APOLOGIES

The Chair welcomed members and attendees to the board meeting, noting two apologies.

4458 DECLARATIONS OF INTERESTS

None.

4459 MINUTES AND ACTION LIST

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

It was agreed that the Board Strategy Day would take place on 17 September 2025.

4460 SAFETY MOMENT

CC shared details of his recent cycling accident. The board discussed human factors and situational awareness in relation to safety incidents.

4461 CHAIR & BOARD BUSINESS

The Chair reminded Board members to return their end of year registers. The Chair will attend a Briefing by DoF on Fiscal Outlook on 3 June 2025, CC and RD also confirmed their attendance. The Chair met with the Assistant Secretary of the Department for Transport for Ireland for a discussion on the All Ireland Strategic Rail Review, concluding that it was a positive interaction and he will encourage DfI to continue to proactively engage.

4462 SAFETY

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

- (i) Safety Performance Indicators: There was 1 major injury in the period where a member of staff suffered fractured ribs in a non-preventable road traffic accident. There were 2 statutory reportable incidents in the period. Passenger injuries remained below target. Vehicle collisions are above target, the focus of the organisation continues on reviewing incidents with drivers and mentoring by area trainers. The new TMSIS system has led to more accessible, simpler and quicker reporting.
- (ii) Climate: The Co2 emissions for the year to period 12 are 14% less than the same year to date (YTD) period in the baseline year 2018/19. The year end analysis is underway and more detailed information will follow, along with plans for a more detailed scorecard.

4463 GCE REPORT

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

- (i) Passengers Journeys: There has been a slight improvement in passenger journeys for the period.
- (ii) Service Operations: IC commented that bus and rail performance was positive overall in the period, with the main cause of rail delays being due to signalling issues. Work continues with DfI Roads and other key stakeholders to develop programmes to alleviate traffic congestion in Belfast in Autumn/Winter. The Board discussed the benefits of electric vehicles, as well as the financial and supply risks associated with hydrogen.
- (iii) Infrastructure and Projects: Delay minutes were approximately 20% above the 3-year average and above target. Analysis of locations and trending issues continues and informs proactive small scale local enhancements to the S&T system to minimise the potential and impact future failures.
- (iv) Commercial Operations: Initial planning for Metro summer timetable has commenced to accommodate major event demand and resource levels.
- (v) Legal & Governance: PR presented an overview of Translink's Risk Management Strategy and Corporate Risk and Assurance Framework. The Board reviewed the current corporate risk registers and discussed some of the findings from EY's recently published assessment of the Top 10 risks for government and public sector in 2025. The Board were satisfied with the current risks set out in the registers. GM highlighted her concern in relation to the lack of long-term funding for whole lifecycle asset management

(maintenance, refurbishment, renewal and replacement of assets), and MG suggested that consideration is given to sector specific risks.

ACTION: PR to share the EY assessment on Top 10 risks with the Board

ACTION: PR to arrange for the Chief Technology Officer to present on Cyber Security at the August Board meeting.

The Board discussed the Major Projects summary report, seeking an update on the Enterprise Fleet procurement status. IC confirmed that the team hoped to have the tender evaluation report concluded by July and one of the key actions was to secure the SEUPB funding and delivery within the timeframes required by SEUPB. The Chair advised that it was important that the timeframes and conditions set out by SEUPB were strictly complied as there was little leeway in terms of flexibility with such funding. CC advised the Board of the recent challenges in agreeing the commercial terms relating to the Enterprise, with Irish Rail. The Chair had raised the matter with the Chair of Irish Rail, and they hoped to work together to reach an equitable solution.

4464 CFO REPORT

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

- (i) Year End / Period 12: The Group's operating loss for the year was £3.8m better than LBE 2 loss. The operating loss for the period as reported (excluding a small amount of late resource funding subsequently notified) was £0.8m adverse to budget. RD referred to the recent letter from DfI to the Chair (included in the pack) confirming the additional allocation of funding and in particular the ringfenced funding of £8.7m relating to the Windsor Framework, Storm Eowyn and Bear Scotland. The Chair sought confirmation as to whether DfI would provide a letter of comfort in terms of Translink as a Going Concern and RD advised that he had presented the budget to DfI the previous week and had requested said letter.

The Board noted the 2024/25 Treasury Management Report as read but requested that RD consider the current Treasury Management Policy in terms of the cash minimum, taking into account any cash committed to capital expenditure.

ACTION: RD to break cashflow into resource and capital elements for next Board report.

4465 CPO REPORT

The CPO report was taken as read, JK highlighting the following:

- (i) Employee Relations: The pay offer for 2024/25 has been accepted by 7 staff groups, equating to approximately 80% of the workforce. Negotiations are ongoing for remaining staff groups.

- (ii) Culture: As part of the listening strategy, the organisation is working with WorkBuzz to develop an engagement score and to create a platform to facilitate regular employee surveys.
- (iii) EDI: The Equality, Diversity and Inclusion e-learning module is being refined and compliance extended. The recent UK Supreme Court decision on the definition of a Woman has potential policy and procedural implications for Translink staff and customers. The Equality Commission for Northern Ireland has confirmed that they will be issuing guidance, and at such times Translink will review its relevant policies and practices to ensure compliance.

4466 DFI CORRESPONDENCE

Noted as read.

4467 AD HOC PAPERS

The papers were noted as read, noting in particular, the draft Assurance Statement.

Sarah Simpson and Briege Finnegan joined the meeting and presented on the Transport and Marketing plan for the 153rd Open. The Board discussed the approach to stakeholder engagement, commercial opportunities as well as staff involvement and wellbeing. The Board were impressed with the significant amount of work undertaken by the teams and thanked Sarah and Briege for their excellent presentation. Sarah and Briege left the meeting.

John Thompson joined the meeting for a Board training session on Safety Tours and Safety Moments. Following the training, the Board discussed the benefits of safety tours, promoting positive safety culture and visible leadership. John also shared the agenda for the annual Safety Conference.

ACTION: JK to share the Safety Tours and Safety moments training presentation with the Board (via the Decision Time platform).

4468 MINUTES OF COMMITTEE MEETINGS

Minutes of the POC meeting which took place on 15 April 2025 and a summary of the GRPC meeting held on 21 May 2025 were noted as read.

4469 AOB

CC reminded the Board of the Bi-Annual Ministerial meeting following the June meeting.

ACTION: CC to consider whether there is an opportunity to meet stakeholders from the business community on 17 June 2025.

4470 DATE OF NEXT MEETING

18 June 2025.

SIGNED: _____ DATE: _____
Chair

DRAFT