# **NORTHERN IRELAND TRANSPORT HOLDING COMPANY**

## 22 January 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*) *(via Microsoft Teams)*

Manish Gupta *(MG)*

Don Leeson *(DL) (via Microsoft Teams)*

 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) (via Microsoft Teams)*

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.

**4401** **WELCOME AND APOLOGIES**

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

**4402** **DECLARATIONS OF INTERESTS**

None.

**4403 MINUTES AND ACTION LIST**

The minutes of the previous meeting were approved and all actions closed.

**4404** **BOARD EFFECTIVENESS REVIEW**

* *Pauline Poots (PP), Head of Internal Audit & Partner at EY and Catherine Finlay (CF), Director at EY joined the meeting and presented on the Board Effectiveness Review.*

PP set the scene in terms of the scope and timing of the review (having taken place prior to a number of new Board members joining). The report was based on the EY governance model, taking account of good governance practice across the island in both public and private sector organisations. PP opined on the positive outcomes of the review. The Board thanked EY for their good work and discussed the review.

**ACTION:** Chair, EW and PR to consider the recommendations contained in the report and consider appropriate actions. Proposals will be brought to the Board in the coming months. DL congratulated the Board on the encouraging report.

**ACTION:** PR to circulate the report to the Board.

**4405 SAFETY MOMENT**

EW shared his experience on the prevalence of bridge strikes, with a particular focus on the occurrence by experienced drivers on a regular route. The Board discussed behavioural challenges and compliancy and how this can be overcome.

**ACTION:** EW and IC to discuss and share learnings and good practice from their industry experience with each other and their respective teams.

**4406 CHAIR & BOARD BUSINESS**

The Chair updated the Board on his meeting with the Minister in December 2024, highlighting the budgetary challenges facing the organisation. The Chair was assured by the Minister reiterating his commitment to public transport but clarified that the Board should not expect any additional funding support this year from DfI.

**4407 SAFETY**

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

1. Safety Performance Indicators: JK advised there was 1 fatality in Newry in the period due to a pedestrian falling off the pavement and coming into contact with the rear of a bus. Emergancy services attended the injuried person but tragically the pedestrian passed away. There were 6 statutory reportable incidents in the period. Vehicle collisions are above target for the period and the management of road risks group will be presenting to the Board Safety Oversight Committee next month.

**ACTION:** IC to present on the Management of Road Risks to the SOC in February.

MB sought an update on the recent bus incident on the Ballyblack Road. CC advised that CCTV from the bus was with PSNI for review and IC hoped to have a comprehensive update for the SOC in February.

**4408 GCE REPORT**

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

1. Financials: Revenues YTD were below budget, primarily due to a reduction in DfI funding and a delayed fare increase impact. Instances of poor weather and network disruption on rail have also impacted passenger journeys.
2. Passenger Journeys: Were 59.9m for YTD, which is 2.1m below budget and 2.3m 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.
3. Service Operations: IC commented on below target punctuality of Glider service which was significantly impacted by driver availability, seasonal traffic congestion and road closures. Storm Darragh also had a substantial effect on reliability and punctuality in the period.
4. Infrastructure and Projects: JG updated the Board on the significant reduction in delay minutes on 3 year average, year to date. JG left the meeting.
5. Commercial Operations: DC updated the Board on the positive response to late night services and DfI have been updated with relevant cost information in relation to this. Successful negotiations have been had with Irish Rail in relation to the commercial share in the cross-border service, which paves the way for a joint approach to marketing and promotion in advance of the new Enterprise fleet.

**ACTION:** DC to prepare some FAQs on key Translink facts and figures for Board member information.

1. Legal & Governance: PR advised that the new Board members had received Risk Management Strategy training in December. The Board also discussed the significant increase (70%) in information requests for the same period year to date. Such requests also evidence AI influence in terms of language, structure and phrasing and the trend will be monitored by the information governance team.

**4409 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 adverse to budget loss. This is primarily due to a reduction in DfI funding, a reduction in commercial income (including a delayed fare increase impact) and an increase in costs, including £0.9m above budget claims costs due to additional reserves on motor incidents as a result of the recently updated Green Book guidance.
2. Cash Position: The forcastig exercise resulted in the Group being £7m below minimum cash threshold, as set out in the Treasury Management Policy. The Board discussed and clarified the year end cash position, as well as the challenges for the timing of capital projects.

**4410 CPO REPORT**

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

1. Employee Relations: Pay talks with trade unions representing Platform grade staff have concluded and staff accepted the pay offer for 2024/25. Pay talks with bus engineers remain ongoing, with an offer being made and a ballot due to commence on 20 January. The Board discussed the challenges of pay negotiations in light of uncertain budgets and the impact on 2025/26 discussions following the recent civil service pay deal annouced in recent weeks.
2. Holiday Pay claims: Judicial mediation is underway and DfI have been engaged on proposals for potential settlements.
3. EDI: Events and initiatives were discussed, including participation in the ‘I Wish’ Partnership – Women in STEM taking place on 6 February, where Translink are providing transport for girls from NI schools to an all-Ireland showcase event in Dublin, to inspire young females to make STEM career choices. The Board commended the STEM work being undertaken by the team.
4. Transformation: An employee listening strategy has been developed to improve staff engagement. The strategy sets out a number of different approaches which will allow the Company to seek employees’ views and to engage with staff at key times to get their feedback on a range of issues.

**4411 DFI CORRESPONDENCE**

Noted as read.

**4412 AD HOC PAPERS**

DC presented to the Board on Customer Satisfaction, highlighted the key areas of customer net promoter score, benchmarking and actions to improve in Metro. The Board thanked DC for the presentation and helpful understanding of the qualitative survey, along with the work being undertaken by the Group to improve customer experience.

**4413 MINUTES OF COMMITTEE MEETINGS**

Minutes of the POC meeting which took place on 17 December 2024 were noted as read. MB updated the Board on the POC meeting held on 21 January 2024, in particular:

* Programme Strategic Outline Case for the Electrifcation Programme, Phase 1 (Belfast to Border).
* Project Business Case for the Electricfication Progamme, Phase 1- Design Development.

MB asked the Board to note that both business cases were in the very early stages but it was an important step in exploring new technologies and possibilities for the future of the railway but that funding for the project was still unclear. MB left the meeting.

Minutes of the BARC meeting which took place on 9 September 2024 and summary minutes of BARC meeting which took place on 9 December were noted.

**4414 AOB**

None.

**4415** **DATE OF NEXT MEETING**

19 February 2025.

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

 Chair