

High Speed Two (HS2) Limited

Board Meeting Minutes

11 January 2018

Boardroom, 2 Snowhill, Birmingham

Members	In Attendance	Apologies
David Higgins Chairman	[REDACTED] Hybrid Bill Delivery Director	
Richard Brown Non-executive Director	Nicole Geoghegan General Counsel and Company Secretary	
Steve Allen Chief Financial Officer	[REDACTED] Strategic Communications Advisor	
Christine Emmett Non-executive Director	Clive Maxwell Department for Transport, Observer	
Mel Ewell Non-executive Director	[REDACTED] Strategic Technical Advisor	
Neil Masom Non-executive Director	[REDACTED] Deputy Company Secretary	
Roger Mountford Non-executive Director		
Duncan Sutherland Non-executive Director		
Mark Thurston Chief Executive Officer		
Jo Valentine Non-executive Director		

1. DECLARATIONS OF INTEREST AND VALUES MOMENT

- 1.1 There were no additional interests to those previously declared.
- 1.2 The Board noted the values moment given by the Chairman on the site visit conducted that morning, noting the community impact and improvement opportunities which can be provided for areas.

2. MINUTES OF THE PREVIOUS MEETING AND MATTERS ARISING

- 2.1 The minutes of the meeting 07 December 2017 were agreed as a true record subject to amendment to minute 7.5 to reflect that the Board do not wish to seek another decision point but rather request visibility of the detail at the March Board, [REDACTED].
- 2.2 The status of the actions were noted.

3. CEO MONTHLY REPORT

- 3.1 The Board noted the CEO Summary and the monthly Board report for November 2017.
- 3.2 The following key points were raised and noted:

3.2.1 The Board noted the health and safety update regarding hours worked, engagement of the specialist security services contract and successful work at Old Oak Common over the Christmas period;

3.2.2 **The Board requested updates on the [REDACTED]**
[REDACTED]
[REDACTED] It was agreed that there would be visibility of work from the successful consortiums at the March Board.

Action: Mark Thurston/ Jim Crawford

3.2.3 **The Board noted the update on rolling stock [REDACTED]**
[REDACTED]

Action: Nicole Geoghegan

3.2.4 Quarter three forecasting has been submitted to the DfT and the Board will receive the business plan for information at the March Board.

3.2.5 The Board discussed the progress of changing standards regarding Main Works Civils Contract (MWCC) and requested early sight of KPIs and progress to provide as a narrative to the DfT and visibility of [REDACTED]
[REDACTED].

Action: Jim Crawford

4. VERBAL UPDATE FROM THE AUDIT AND RISK ASSURANCE COMMITTEE 11 JANUARY 2018

4.1 The Board received a verbal summary from the Audit and Risk Assurance Committee and noted the following key points:

4.1.1 The Board noted the review of the progress ahead of the upcoming audit and assurance cycle.

4.1.2 There has been good progress with regard to review and assurance of the actions from the National Audit Office.

4.1.3 **The Board requested that Neil Masom respond to the DfT highlighting the additional ARAC which had taken place.**

Action: Neil Masom

4.1.4 The Board noted that the Chair of the ARAC will attend a briefing to review the ERP.

4.1.5 The Board noted that the Committee is undergoing a self-effectiveness review and following this there will be a review of risk updates to the HS2 Ltd Board.

5. DIRECTION OF TRAVEL: BUSINESS PLANNING

5.1 The Board noted the paper and the following key points:

- 5.1.1 The Board noted the ongoing discussions with the DfT on the provisions for Land and Property and Phase 2.
- 5.1.2 Following discussion and agreement with the DfT the numbers will be included in the Corporate Plan.
- 5.1.3 ***The Board requested that graduates and apprentices number be split out of HR costs.***

Action: Steve Allen

6. DIRECTION OF TRAVEL: CORPORATE PLAN

- 6.1 The Board received a verbal update on the planning for the corporate plan.
- 6.2 The Board requested early visibility of the corporate plan to opine on content.

7. CHANGES TO THE DFT/ HS2 FRAMEWORK DOCUMENT

- 7.1 The Board noted the paper seeking:
 - 7.1.1 Approval of the key principles for the refresh of the Framework Document;
 - 7.1.2 Approval of the recommendation of the Executive Committee that:
 - 7.1.2.1 the Remuneration Framework be separated from the Framework Document; and
 - 7.1.2.2 the revised Framework Document and the new Remuneration Framework should be signed simultaneously.
 - 7.1.3 The Board agreed the key principles for the refresh of the Framework Document noting that there should be an update in the event of any fundamental change to managing public money.
 - 7.1.4 The Board provided conditional approval subject to agreement to of the remuneration document.

8. REPORT FROM COMMERCIAL AND INVESTMENT COMMITTEE 19 DECEMBER 2017

- 8.1 The Board noted the report from the Commercial and Investment Committee which had considered and endorsed the [REDACTED].
- 8.2 The Committee had made a request for visibility on the two stage procurement of track slab, which is being undertaken with Management delegated authority.
- 8.3 The Committee noted that in 2014 the DfT conducted a RIBA design competition for gantry's however as yet there has been no visibility of the winning design.
- 8.4 The Committee discussed potential integration risk and the suggestion from the Integrated Assurance Panel for [REDACTED].

9. PHASE ONE DELIVERY: RAILWAY SYSTEMS

- 9.1 The Board noted the paper seeking:
 - 9.1.1 Approval of the [REDACTED]
 - 9.1.2 The commencement of the [REDACTED]
[REDACTED]
[REDACTED] and
 - 9.1.3 The delegation to the HS2 Commercial & Investment Panel of all decisions required to progress the forthcoming procurement activities (except for Contract Award) to enable the procurement programme to run efficiently.
 - 9.1.4 The Board noted that all recommendations from IAP have been taken into account.
 - 9.1.5 The Board approved the procurement plans to allow release of [REDACTED]
[REDACTED].

10. PHASE 2A HYBRID BILL UPDATE AND CHANGE APPROVAL

- 10.1 The Board noted the paper seeking:
 - 10.1.1 Note of the programme for Bill delivery;
 - 10.1.2 Approval of two changes to the scheme design for inclusion in the first Additional Provision to the Bill;
 - 10.1.3 Endorsement of the case for [REDACTED] with final approval delegated to the CEO. The Board noted that the paper will be considered by BICC on 22 January with an expected final decision on this issue early in the House of Commons (HoC) Select Committee;
 - 10.1.4 The Board were asked to note that the proposals for alignment changes will be included in Additional Provision 2.
- 10.2 The Board noted that the Programme Committee will review the direction of travel of the work.
- 10.3 The Board noted the programme for Bill delivery;
- 10.4 The Board approved the two changes to the scheme design that need to be included in the first Additional Provision to the Bill;
- 10.5 The Board endorsed the case for a [REDACTED]; and
- 10.6 The Board delegated final approval to the CEO, subject to conditions, i.e. this being in the funding envelope, contingency agreements, the plan to deal with the Committee and recognition of trade-offs, all of which are to be clearly communicated to the DfT and SoS; and
- 10.7 The Board noted the proposals for alignment changes.

11.

11.1 The Board noted the paper seeking approval of the adoption of

11.2 The Board were asked to note that, in anticipation of

11.3 The Board approved the paper.

12. CORPORATE AFFAIRS REPORT

12.1 The Board noted the corporate affairs report for December 2017.

12.2 The Board requested inclusion of CEF and BLEF information for context of the numbers.

13. BOARD FUTURE WORKLOAD

13.1 The Board noted the forward workload for the Board.

13.2 It was agreed that the following items will be added:

13.2.1 Succession planning and talent management (due Summer 2018);

13.2.2 West Coast Partner briefing by DfT (due March 2018);

13.2.3 6-monthly TSS focus group update; and

13.2.4 ORR/ HS2 Ltd roles and responsibilities regarding access charging and infrastructure management (following January 2018 Board briefing)

14. CHAIRS REPORT

14.1 The Board noted the update from the Chair.

15. ANY OTHER BUSINESS

15.1 The Board noted the positive progress on the Euston Master Development Partner award, noting the arrangement for an extraordinary Commercial and Investment Committee.

Signed:

Date: