### Meeting minutes

**HS2 Ltd Board**

**Meeting date**
Wednesday, 24 April 2019

**Meeting location**
Room 6.1, Two Snowhill, Birmingham

**Meeting time**
10:00 – 16:30

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<tr>
<th>Members</th>
<th>Attendees</th>
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<td>Allan Cook</td>
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<td>Chief Financial Officer</td>
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<td>Vice Chair, Head of Brexit and Industrial Strategy, KPMG in the UK</td>
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1 Welcome, Declarations of Interest and Values Moment

1.1 The Board welcomed Stephen Hughes to the Board.

1.2 Stephen declared an interest regarding his position on the board at the Valuation Office Agency. In declaring this interest, Stephen advised that his level of activity was remote, however should there be any conflict or perceived conflict, he would excuse himself from the meeting accordingly.

1.3 This declaration will be added to the Register of Business Interests.

1.4 The Board noted apologies from Dame Judith Hackitt.

1.5 The Board received a values moment from Richard Brown referencing experience at Eurostar. The values moment referenced social media activity during a high level of scrutiny and attention to Eurostar. Richard reflected that a meeting with the public had proven highly effective in order to share facts about the project which had shifted the opinions of the group.

1.6 There is relevance to this values moment for HS2 Ltd as the organisation needs to remain cognisant of grassroots impacts of the project.

2 Minutes of the previous meeting and matters arising (HS2B_19-001 and HS2B_19-002)

2.1 The minutes of the meeting of the 27th of March we agreed as a true record subject to minor amendments and grammatical and typographical corrections.

2.2 The status of the actions was noted with the following updates:

2.2.1 Action 18/084: This action will also be assigned to the Chief Executive Officer.

2.2.2 Action: 18/093: The Board agreed to close this action.

2.2.3 Action 18/073: The Board agreed that time should be allocated for an “away day” session on strategic risks, which should also consider the output of the Company Secretariat to organise.
3 Chair Report including assessment update (HS2B_19-003)

3.1 The Board received a verbal update from the Chairman and noted the following key points:

3.1.1 The Chairman provided feedback to the Board following a meeting with the Secretary of State for Transport to update him on the progress of the project and work with the supply chain.

3.1.2 During the meeting the Chairman had been clear that there are cost and schedule pressures and that there is continuing engagement with the supply chain to improve the position, following Gateway 5 submissions from the Joint Ventures engaged on Main Works Civils Contracts.

3.1.3 The cost and schedule position is in relation to Phase 1, however the Board and Management are cognisant and reviewing the implications, if any, for future Phases.

3.1.4 At the meeting the Chairman and the Secretary of State for Transport had discussed what

3.1.5 The Board noted that the meeting had been formally minuted and it was agreed a copy of the record will be requested.

Action: 

3.1.6 The Chairman reminded the Board of the three initial priorities set by the Secretary of State for Transport following his appointment to the Board:

3.1.6.1. The capability and skills of the Board;

3.1.6.2. Budgetary and schedule challenges and opportunities facing the Programme; and

3.1.6.3. The case for HS2 as a driver of economic transformation.

3.1.7 The Chairman provided an update on the progress of including engagement with.

3.1.8 Action: Allan Cook

3.1.9 The Board noted that the to the Board meeting on 29 May 2019. The Board are invited to provide comments in advance to the Chairman on

Action: Board Members

3.1.10 As the first stage of it is key to include a multi-dimensional aspect of communications to stakeholders.

3.1.11 It was agreed that the timing of communications with stakeholders, the Department for Transport, government and the Secretary of State for Transport will be mapped.
4 CEO Report (HS2B_19-004 and HS2B_19-005)

4.1 The Chief Executive Officer updated the Board on activity since the last meeting.

4.2 The following key points were raised and noted:

4.2.1 There had been a meeting of the Health, Safety and Environment Committee on 23 April 2019, chaired by the Chief Executive Officer.

4.2.2 Discussions covered performance on the Health and Safety reporting index and focused on how Joint Ventures and tiers of the supply chain report and act on near misses and high potential incidents. There is a work stream being delivered through the Safety, Health, Wellbeing, and Executive Leadership Team (SHWELT) working group to look at the tier interfaces and reporting.

4.2.3 There is a work stream to develop reporting on environmental and security incidents.

4.2.4 The activity with tiers and the supply chain will prepare contractors for measurability and readiness of Notice to Proceed.

4.2.5 There has been continued. It has been agreed that the Chief Executive Officer will discuss with Network Rail and escalate to Richard Brown (for escalation to the NR Board if required).

4.2.6 The Board queried the impact for the supply chain whilst in a stand down period following any health, safety, security or environment incident. Management explained that the contractor does not receive any cost or time relief on these events, providing incentive to remobilise on the contract and close out the issue in a timely manner.

4.2.7 There was a request for an update on the approach and what the organisation is doing to refresh or review the position on this.

Action: Emma Head

4.2.8 The Chief Financial Officer provided an update on the finances and performance against business plan forecasting.

4.2.9 The National Audit Office are conducting the review and audit of the 2018/2019 Annual Report and Accounts. It was noted that.

4.2.10 The Board noted that discussions continue with regard to treatment and recoverability regarding VAT.

4.2.11 There was an action agreed to report back to the Board on the impact of a utilities delay referenced in the management information.

Action: Richard Robinson
4.2.12 The Board commended the work of the Land and Property team for their performance in the year noting the scale and complexity of the work, and that the programme of activity for Compulsory Purchase Orders is non-comparable to any other project.

4.2.13 The Board received a verbal update on [Redacted] from the General Counsel.

4.2.14 There has been a revision to the reporting metric for activity at [Redacted] and good progress in the month, improving the position on the schedule of work which is being driven by the critical path.

4.2.15 **The Board requested an update of the strategy at [Redacted]**

Action: Jim Crawford

4.2.16 The Board received an update with regard to activity on Phase 2 and the requirements for future publications of design refinement and safeguarding, which relate and follow the Chairman’s discussion with the Secretary of State for Transport. The organisation awaits formalisation of a decision from the Secretary of State for Transport.

4.2.17 The Chief Executive Officer referenced recent working trips, where he had reviewed and received briefings on their high speed rail systems.

4.2.18 The Chief Financial Officer and Human Resources Director are reviewing workforce planning including how the organisation views “task and finish” resourcing requirements versus permanent headcount.

4.2.19 **Management will report back to the Board on the workforce engagement statistic reported against the health and safety performance indicator.**

Action: Emma Head

4.2.20 The Board noted the success of BAME and diversity reporting in the workforce.

4.2.21 The Board discussed the volume of information provided in the management information pack and the requirement for the right balance to achieve a robust level of detail at Board level without overburdening the organisation to produce work intensive reports.

4.2.22 Management advised that the granular level of detail was reviewed at Panel meetings. The CEO Summary supports the management information to highlight themes and specifics for Board focus.

4.2.23 The Board requested visibility of the management level of confidence in the management information reported, referencing Cost Performance Index (CPI) and Schedule Performance Index (SPI) as a useful example as to how Board members can quickly ascertain trending of performance in the month. There is a Board briefing topic on the Board forward look to review against Enabling Works Contracts.

4.2.24 The Chairman confirmed his intention to review the Board Committee structure following the on boarding of incoming Non-Executive Directors.

4.2.25 There is good progress being made on the Improvement Programme with formal conclusion due to the September 2019 Board meeting.
5  Report from the Remuneration Committee 27 March 2019 (HS2B_19-006)

5.1 The Board noted the draft minutes from the Remuneration Committee held on the 27 March 2019.

5.2 The Committee Chair provided the following updates for the Board:

5.2.1 The Committee had considered reporting on the gender pay gap, noting that this has moved up from 25% to 28%. It was however noted that there are positive areas which should be celebrated including high levels of promotion for female employees at HS2 Ltd.

5.2.2 The Committee had approved on behalf of the Board, the parameters and budget for employee performance related pay.

5.2.3 The Committee had approved on behalf of the Board, the budget for Executive level performance related pay.

5.2.4 The Committee received an update on the [redacted] and leadership and management development plans. It was agreed that this work will be shared with the Board within a Reading Room.

Action:

5.2.5 There is a good level of interest and appetite to apply for positions at HS2 Ltd. The Board noted the challenge of the time it takes and the process to be followed for recruitment.

6  Verbal update from the Commercial and Investment Committee 16 April 2019 (HS2B_19-007)

6.1 The Board noted the report from the Chair of the Commercial and Investment Committee following the meeting on 16 April 2019.

6.2 The Committee had considered the paper which the Board would be asked to approve on the Phase 2a Category Procurement Plan for Enabling and Supporting Procurements.

6.3 The following key points were raised and noted:

6.3.1 The Category Procurement Plan considers frameworks for:

6.4 The Committee Chair summarised four key areas for the attention of the Board:
6.4.1 The benefits of broadening the supply chain and of ensuring that the pipeline of work across the UK is within the capacity of the industry; and

6.4.2 The basis for the utilisation of the ... 

6.5 The Committee had 

6.6 The Committee had discussed how 

6.7 The Board discussed the capacity of the industry on both a global and UK basis.

6.8 Management are requesting delegation to Management of the approval of the discrete Package Procurement Plans and contract award, which is supported by the Committee, subject to the Committee receiving a refined proposal in regard to the structure of the procurement, and the choice of frameworks for the (and subject to approval by DfT).

6.9 The Board noted the update.

7 Phase 2a Category Procurement Plan for Enabling/Supporting Procurements (HS2B_19-008)

7.1 The Board received the paper requesting:

7.1.1 Approval of the procurement strategy and routes to market for the enabling works and services as set out in the Category Procurement Plan Revision 1 (CPP1) for onward submission to the DfT Board Investment and Commercial Committee (BICC);

7.1.2 Approval of the proposal for authority to be delegated back to HS2 Commercial and Investment Panel for the initiation and award of the procurement of the separate packages;

7.1.3 The Board noted the and procurement strategy will be in an updated version of the Category Plan (CPP2);

7.1.4 The Board noted the HS2 Line of Defence (LoD) assurance activities carried out, including the LoD 3 assurance response; and
7.1.5 The Board noted that discrete Package Procurement Plans shall be developed for each of the main packages of works and services comprising 

7.2 The Board noted that the HS2 Phase 2a Outline Procurement Strategy has been previously approved by the Department for Transport in July 2018. Since this time and following lessons from Phase 1, a two-stage approach has now been developed, enabling the organisation to split work up and proceed with 

7.3 The Board received a brief summary on the approach to each activity of the works outlined in the strategy.

7.4 The following key points were raised and noted:

7.4.1 The Line of Defence (LoD) 3 report submitted by the Independent Assurance Panel (IAP) had commented on the . Management advised that this is not correct information. The Board requested a formal response to the IAP to close this observation.

Action:

7.4.2

7.4.3 The Board requested confirmation of the .

Action: Nicole Geoghegan

7.4.4 There will be a review of options for providers to conduct

Action: David Poole

7.4.5 There is active scrutiny from Management on how to streamline the procurement process and make this more affordable and attractive for bidders.

7.4.6 The Board commented that this activity will be HS2’s first interaction with communities in some areas and this message needs to be understood and treated accordingly by successful contractors.

7.5 Subject to approval from the DfT, the Board approved the strategy and approved delegation of procurement packages to Management, subject to the requested reporting of the Commercial and Investment Committee. Matters should be escalated back to the Board if and when required.

8 Main Works Civils Contract Update (HS2B_19-009)

8.1 The Board received the paper on progress to evaluate the Main Works Civils Contracts (MWCC) Gateway 5 submissions.
8.2 The HS2 Board were asked to approve

8.3 The HS2 Board noted:

8.3.1 The current status of the MWCC GW5 evaluation and that the formal GW5 close out report and recommendations will be submitted to the June Board;

8.3.2 The GW5 ‘should cost’ scenario modelling analysis;

8.3.3

8.4 The following key points were raised and noted:

8.4.1 Since the last Board meeting, Management have reviewed the

8.4.2 Management have had ongoing discussions with the Joint Ventures in relation to the build-up of their cost-estimates.

8.4.3 Following negotiations, two of the Joint Ventures are showing betterment against schedule, with the other two Joint Venture resubmissions yet to be validated.

8.4.4 The Board received a verbal update on the first round of responses to the challenge given the submissions need to be substantially improved.

8.4.5 Management need to assess the quality of assumptions before making a statement on confidence as to the schedule and cost positions reported.

8.4.6

8.4.7 A key area of work over the coming weeks will be on benchmarking.

8.4.8 The Board noted that feedback has been given to the Joint Ventures that there is substantial improvement required on cost and schedule and initial benchmarking findings have been shared with the Joint Ventures.

8.4.9 The Board received a verbal update on the first round of responses from the Joint Ventures, which are subject to validation.

8.4.10 A paper will be presented to the May Board meeting to inform the Board on

8.4.11 In parallel, Management are reviewing optionality around reallocation/ redistribution of work.
8.4.12 The Board requested detail of how the “should cost” model is calibrated and how it is different from Baseline 6.1. Management advised of a fundamental difference between the two products following a bottom up forecasting exercise, using the benefit of a better level of knowledge of what work needs to be delivered/ built and having access to quantities which can be tested with the use of Building Information Modelling (BIM).

8.4.13 The Board asked for the detail of this narrative with a timeline history to be available.

Action: Jim Crawford

8.4.14 The should cost model is being compared to the benchmarking information, with the inaugural meeting held the day prior to the Board meeting.

8.4.15 This work is ongoing to ensure the information is comparable on a like for like basis.

8.4.16 The Board received an update on the negotiation plan for the Joint Ventures, requesting what credible options there were as part of these discussions and who would be leading on these.

8.4.17 The Board requested that Management engage with them on an as and when required basis if they were required to attend any Management led sessions with the Joint Ventures.

8.4.18 The Board will also have a role in reinforcing key messages.

8.4.19 The Joint Ventures should be reminded of the shareholder value included in these contract opportunities as well as financial value.

8.5 The Board approved the

8.6 The Board noted the updates.

9 BL7 Update (HS2B_19-010)

9.1 The Board received the paper providing update on the current progress in relation to Baseline 7 (BL7), including the emerging cost position and the initial findings of the interim cost risk assessment.

9.2 BL7 is reliant on the outcome of the Main Works Civils Contracts outputs and as such there has not yet been any schedule risk analysis conducted.

9.3 The Board noted the emergent BL7 cost position with low, mid and high point forecasts as at March 2019.

9.4 The Board discussed the complexities of the deliverable work and referenced comparable projects where the public as a stakeholder require reassurance on levels of personal disruptions to them.
9.5 HS2 Ltd also needs to consider the **involved** and there needs to be continued dialogue and information sharing for full understanding and rationale to support any decisions which government may need to take around cost, schedule and scope.

9.6 The role of the Board in a delivery organisation is to provide transparency to all stakeholders on the position of the project and make recommendations on decisions/ choices which are outside of the delegation/ remit of HS2 Ltd.

9.7 Management advised that there is a good level of capability in the organisation to support the work, however acknowledged there is work to do with the core team on their well-being and resilience.

9.8 The Board noted that there have been several **issues** between HS2 and DfT.

9.9 **The Board noted the Phase 1 Baseline history and requested further detail on the implication of the Sponsors Requirements, specifically on standards. The DfT Observer requested that the language be made clear that the Sponsors Requirements have not changed.**

   **Action: Jim Crawford**

9.10 The Board noted the update.

**10 Briefing from [redacted] on lessons learned from Major Projects (HS2B_19-011)**

10.1 The Board received the report on lessons from sponsorship of major projects from the DfT representative.

10.2 The Board received the 12 ways to deliver a successful infrastructure project document from the [redacted] representatives.

10.3 The DfT representative summarised the work as a cross government response to develop themes from project practioners to review and summarise areas of good practice and draw attention to the importance of projects setting themselves up for success with the right parameters and components.

10.4 This work and discussions will also be held with Ministers.

10.5 The DfT representative summarised the following key points from the lessons at project lifecycle stages:

   10.5.1 Whilst process and structure are key to the success of any organisation, behaviours and how projects work together with the supply chain and government is also fundamental to success.

   10.5.2 Projects need to have anticipatory and proactive approaches, rather than being predominantly reactive to an event which may trigger concern or strain to the project.
10.5.3 There should be clear organisational accountability for systems integration at the outset.

10.5.4 Departments should retain oversight but allow the delivery organisation to earn its autonomy to do its job, particularly after the joint endeavour of the design stage concludes.

10.6 The representatives summarised their report as a separate piece of work, reviewing projects with high levels of complexity and size.

10.7 Referencing the recent issues with Crossrail Limited, there have been identified

10.8 The representative summarised the following key points:

10.8.1 HS2 Ltd should look at the options to reduce complexities to aspects of the project.

10.8.2 Commercial methods are not always fit for purpose and the contractual mechanisms don't deal with time/ delay as a risk.

10.8.3 Organisations and Boards should reflect on time management and use of expertise in the most strategic way.

10.8.4 The Board requested any examples of how to reduce complexity in a comparable project. referenced the at Crossrail, however recognised that this was not enough, and scope review/ pausing on certain work streams should also be reviewed at appropriate times.

10.8.5 The representative encouraged the Board to consider how and what proposals it might make to establish HS2 Ltd autonomy.

10.8.6 The Board referenced lesson A4.1 advising against setting a committed in-service date before there is evidence that it is realistically achievable. A preferred approach is to caveat dates as provisional and use a range showing the best case and worse case dates.

10.9 The Board noted the updates and confirmed that HS2 Ltd is currently reviewing the various reports and recommendations to prepare a position on where HS2 Ltd considers itself against these.

11 HS2 Business Case Briefing (HS2B_19-012)

11.1 The Board received a briefing on the purpose, requirements and components of the HS2 Ltd Business Case.

11.2 The Board noted that the Department for Transport (DfT) owns the Business Case with HS2 Ltd providing advice.

11.3 The following key points were raised and noted:
11.3.1 The Strategic Case is founded on the need for more rail capacity in the UK. The Board noted the West Coast Main Line modernisation as an example of upgrade to the existing network. The project cost circa 1, however intercity peak capacity has already been reached. Therefore longer term solutions are required.

11.3.2 The HS2 railway will be a faster, more frequent and more reliable service including more resilience to extreme climate change/weather.

11.3.3 There is active upskilling and expansion of the rail and construction sectors.

11.3.4 The Board asked for the granular detail behind the construction and rail engineering workforce demand.

**Action:**

11.3.5 The Economic Case assesses the value for money of HS2 Ltd. There is strict guidance on this reporting aspect in the HMT Green Book and DfT WebTAG. The Board noted costs and benefits are appraised over a 60 year period after the opening of Phase 2b, despite the fact the lifespan of assets is much longer than this.

11.3.6 The Board requested a more realistic analysis of the benefits to cost ratio following a review as soon as possible.

**Action:**

11.3.7 The Board suggested taking an example such as the Jubilee line extension to draw some benefit comparisons from. The Board also noted that the adoption of assured seating should have a positive impact on the Business Case.

11.3.8 The Board noted the update and requested that there be some wider supporting work provided in comparison to the prescriptive inclusion and reportable boundaries of the Green Book.

**Action:**

11.4 Ed Smith left the meeting as previously agreed by the Chairman.

**12 Rail Systems (HS2B_19-013)**

12.1 The Board received a presentation on Rail Systems. The Board agreed to keep to agenda timings, suggesting that the Commercial and Investment Committee might wish to consider the packaging strategy section of the update in more detail at a future meeting.

12.2 The Managing Director for Infrastructure offered Non-Executive Directors the opportunity of an out of cycle briefing.

**Action: Company Secretariat to coordinate**

12.3 The Board received the presentation covering a Rail Systems Overview, including the components involved, and a brief summary on Systems Integration.
12.4 The Board were receiving the briefing as the approach to the Rail Systems Category Plan (originally approved in mid-2017) has been reviewed and a refreshed Plan, taking account of lessons learned since 2017, will be brought through future governance cycles.

12.5 The Board received an overview of the Railway Systems:

12.5.1 Track;
12.5.2 Overhead Catenary System;
12.5.3 Tunnel Systems (M&E);
12.5.4 Power;
12.5.5 Signalling; and
12.5.6 Communications

12.6 The following key points were raised and noted:

12.6.1 The Board discussed the signalling technology regulated across Europe. Management confirmed that this is aligned to Network Rail and this is a key interface.
12.6.2 The communications system is agreed to be maintained and there are future communications for railway in development, which HS2 Ltd is involved with.
12.6.3 The process to sign off systems integrations decisions is via a Systems Review Group, with sign off by the Infrastructure Managing Director.
12.6.4 HS2 Ltd is also required to demonstrate and communicate recommendations with the Office of Road and Rail (ORR) and the DfT.
12.6.5 The Board asked Management for a view on where they felt the level of complexity of Rail Systems and Railway Integration was in regards to scale and best practice. Management responded that there was previously a higher level of ambition applied on the approach to Railway Systems and this has been reduced. This informs part of the decision to review the Category Plan and continues to be a review point.

12.7 The Board noted the update and were offered a site visit to attend a High Speed 1 site.

Action: Company Secretariat to coordinate

13 Strategic & Stakeholder Engagement report (HS2B_19-014)

13.1 The Board noted the update on key activities of the Strategic & Stakeholder Engagement Department in the previous month.

14 Priorities for May Board (HS2B_19-015)

14.1 The Board noted the forward look and the activity planned for May and that Company Secretariat will work with the Chairman and Chief Executive Officer to plan content to the May Board Meeting.
15 AOB and Close

15.1 Company Secretariat will review the template for paper submission and consider any appropriate additions/ revisions.

Action: Company Secretariat

15.2 The Board were advised of formal sign off for the Prolonged Disturbance Policy.

15.3 Board Members will be contacted by correspondence on a number of year end information requests.

16 Non-Executive Director only session

16.1 A post Board meeting with Non-Executive Directors and the DfT observer only was held to discuss the day's meeting.