

Meeting minutes

HS2 Ltd Board

Meeting date	Wednesday, 30 March 2022
Meeting location	Room 3.01, The Podium, London
Meeting time	10:40 – 16:20

Members	Attendees	Apologies
Jon Thompson (acting Chair) Non-Executive Director	[REDACTED] Commercial Delivery Director - Phase Two	Judith Hackitt Non-Executive Director
Michael Bradley Chief Financial Officer	[REDACTED] Engineering Director - Civils	Roger Mountford Non-Executive Director
Mel Ewell Non-Executive Director	[REDACTED] Phase 2 Cost, Estimating and Change Lead	
Tom Harris Non-Executive Director	Mike Lyons (item 8) Delivery Director Civils	
Stephen Hughes Non-Executive Director	[REDACTED] Commercial Delivery Director - Civils & Services	
Elaine Holt Non-Executive Director	[REDACTED] DfT Senior Responsible Officer (SRO)	
Ian King (via MS Teams) Non-Executive Director	Non Owen Company Secretary	
Jon Thompson Non-Executive Director	[REDACTED] Project Client - EK	
Mark Thurston Chief Executive Officer	[REDACTED] Phase Two Project Controls Director	
Ruth Todd Chief Commercial Officer	Tim Smart (items 9 and 10) Phase Two Managing Director	
	[REDACTED] Project Client - BBV	

1 Welcome, Quorum, Declarations of Interest and Values Moment

- 1.1 No new/additional conflicts of interest were declared.
- 1.2 The Board received a values moment from the CFO on #breakingthebias and the experience of colleagues from International Women's Day 2022.

2 Minutes of the Previous Meeting and Matters Arising (HS2B_21_151 and HSB_21_152)

- 2.1 The minutes of the meeting held on 23 February 2022 were approved as an accurate record.
- 2.2 The Board noted the status of the actions.

3 Chair Board/Updates (HS2B_21_153)

- 3.1 The Acting Chair provided a verbal update on activities during the period, including:
 - 3.1.1 Non-Executive Director (NED) only meetings continue to be held in a hybrid working environment, with the most recent held on 08 March 2022.
 - 3.1.2 The CEO will join NEDs for a closed session as appropriate in order to discuss matters arising.
 - 3.1.3 The Board noted the success to agree the Euston Supplemental Agreement.
 - 3.1.4 Regular 1:1s with the CEO of Crossrail Limited.
 - 3.1.5 Weekly engagement with the CEO.
 - 3.1.6 Engagement with the Company Secretary on the previous Board Effectiveness Review with a view to forward plan on skills, capability and capacity of NEDs.
 - 3.1.7 Discussions with the Strategic Director of Stakeholder Engagement on Communications and content for the Annual Report and Accounts.
 - 3.1.8 Engagement with the DfT.
 - 3.1.9 Consistency of information sharing between HS2 Ltd, the DfT and Government Stakeholders.
 - 3.1.10 Leadership group meetings between HS2 and DfT teams.
 - 3.1.11 Continued focus and engagement on progress with:
 - 3.1.11.1 Main Works Civils Contracts (MWCCs).
 - 3.1.11.2 Euston.
 - 3.1.11.3 Cost and projections to 2025.
 - 3.1.11.4 Systems Integration.
 - 3.1.11.5 Communications.
 - 3.1.12 Positive traction on regular meetings with HM Treasury including CFO engagement.
 - 3.1.13 Quarterly meetings with the Chief Secretary.
- 3.2 The Board noted the updates.
- 3.3 The Board received a verbal update from the DfT NED representative on activities during the period, including:

- 3.3.1 The Chair recruitment process.
- 3.3.2 Engagement with the Acting Chair, DfT, HS2 Ltd Minister and Secretary of State.

4 DfT SRO Update (HS2B_21_154)

- 4.1 The Department for Transport (DfT) Senior Responsible Officer (SRO) joined the meeting.
- 4.2 The Board received a verbal update on DfT activity / focus during the period, including:
 - 4.2.1 Phases 1, 2a and 2b West.
 - 4.2.2 The recent 6-monthly report to Parliament submission.
 - 4.2.3 Continued focus on delivery including On Network Works and Stations.
 - 4.2.4 Phase 2a target price agreement.
 - 4.2.5 The success of the Phase 2bW hybrid Bill deposit and ongoing momentum required on design, development of supporting Management Information (MI) and the Delivery Strategy.
 - 4.2.6 Forecasting to 2025.
- 4.3 The Board noted the updates.
- 4.4 The Department for Transport (DfT) Senior Responsible Officer (SRO) left the meeting.

5 CEO Summary – March 2022 (HS2B_21_155)

- 5.1 The Board reviewed and noted the CEO Board summary, for March 2022, as included within the meeting papers.
- 5.2 The following key points were raised and noted:
 - 5.2.1 The upcoming departure of current Independent Residents' Commissioner, following seven years with the Programme, and the potential for an end of term briefing/discussion with HS2, the DfT and Ministers on parting observations.
 - 5.2.2 Continued focus on Health and Safety performance and continuous improvement plans.
 - 5.2.3 Continued engagement with the DfT on ways of working including discussions on strategic risk and forward look of milestones.
 - 5.2.4 Working sessions with HS2 and DfT Management teams on a monthly basis.
 - 5.2.5 A verbal update was provided from the CCO on supply chain matters and active litigation areas.
 - 5.2.6 Progression of Phase 2b West, with the Executive and Management team providing focus on the Delivery Strategy.
 - 5.2.7 Further development of Programme and Systems Integration, noting the Board request for third party assurance.

- 5.2.8 The Board noted the latest iteration of the Corporate Plan submitted in the Reading Room with comments invited to the Strategic Director of Stakeholder Engagement.
 - 5.2.9 Planned engagement with the organisation on the HS2 intent/ mission/ purpose, linking this to the Key Performance Indicators and internal messaging.
 - 5.2.10 Preparation for the upcoming Public Accounts Committee (PAC).
- 5.3 The Board noted the updates.

6 Corporate KPIs 2022/23 (HS2B_21_156)

- 6.1 The Board received and noted the Corporate KPIs 2022/23 paper included in the meeting pack.
- 6.2 The Board were asked to:
- 6.2.1 Note and comment on the latest proposed key performance indicators (Corporate KPIs) for 2022/23.
 - 6.2.2 Endorse the Corporate KPIs ahead of obtaining final agreement from Ministers.
 - 6.2.3 Delegate any required changes to the CEO following DfT / Ministerial reviews.
- 6.3 The Board agreed the Corporate KPIs ahead of obtaining final agreement from Ministers and delegation of any required changes given to the CEO following DfT / Ministerial reviews, subject to:
- 6.3.1 A review of the KPIs for integration and environment should this be possible.
 - 6.3.2 The Board support Managements recommendation to revise the target cost KPI and would like this approach pursued.
 - 6.3.3 The Board have tasked resolution and completion of the KPIs by the end of April 2022.
 - 6.3.4 The Board suggested that a draft position be shared internally where possible, noting the broader link to the Corporate Plan content.

7 Phase One Overview (HS2B_21_157)

- 7.1 The Board received and noted the Phase 1 Client report included in the meeting pack and received a verbal update from the CFO on activity during the period including:
- 7.1.1 An overview of the performance in the month across Programme delivery, schedule, budget, safety and security, delivering respectfully, environmental performance and workforce.
 - 7.1.2 The Board noted the updates on the spend in the period and for the Financial Year.
 - 7.1.3 The CCO provided a verbal update on a procurement process.

7.2 The Board noted the update.

8 Civils Review (HS2B_21_158)

8.1 The Delivery Director for Civils, Project Client for EKFB, Project Client for BBV, Engineering Director for Civils and the Commercial Delivery Director for Civils and Services joined the meeting.

8.2 The Board received and noted a presentation covering Civils Delivery following the agreed format to have focussed reviews into the asset classes of the Phase 1 Programme.

8.3 The presentation provided an overview of:

8.3.1 A fly through video of activity happening across the Programme.

8.3.2 Health and Safety performance in the period. The Board continue to share Management concern on the Health and Safety performance with the offer of how they can support more to be considered.

8.3.3 The Health, Safety, Security and Environment Committee continue to discuss and challenge performance.

8.3.4 The Civils Executive summary for March 2022 detailing progress in the quarter, opportunities and initiatives, surprises in the period, risks and ongoing mitigations.

8.3.5 [REDACTED]

8.3.6 [REDACTED]

Action: Mike Lyons / Ruth Todd

8.3.7 The Board noted the forward look of milestones for each of the Civils contracts and the schedule overview including any movements in the period.

8.3.8 The Board noted the cost overview remaining consistent in the main with the September 2021 reported position.

8.3.9 The Board received an update on the MWCC efficiency workstream between initiatives identified, projected and enabled.

8.3.10 The Board received an update from each MWCC portfolio discussing design activity performance and action being taken to improve this.

8.3.11 The Board received a Commercial update including progress with the Bottom up Forecasting (BuF) submissions.

8.4 The Board noted the updates.

8.5 The Delivery Director for Civils, Project Client for EKFB, Project Client for BBV, Engineering Director for Civils and the Commercial Delivery Director for Civils and Services left the meeting.

9 Phase 2a Update (HS2B_21_159)

9.1 The Phase 2 Managing Director and Commercial Delivery Director for Phase 2 joined the meeting.

9.2 The Board received and noted a presentation summarising the Phase 2a Programme update, as included within the meeting papers.

9.3 The following key points were raised and noted:

9.4 Confirmation will be sought internally that the work of Phase 1 on the Virtual Construction Operations Room is being shared with Phase 2.

9.5 The Board queried [REDACTED]

Action: Tim Smart

9.6 The Board noted the current reported Earned Value (EV) performance noting that the reporting of this will be developed.

9.7 The Board noted the update on Phase 2b West, noting the quantum of applications/ petitions through previous Phases in the hybrid Bill process.

9.8 **It was agreed that a Board Briefing be scheduled on the detail of the Bill process.**

Action: Company Secretariat to schedule

9.9 The Board noted the updates.

9.10 The Phase 2 Managing Director and Commercial Delivery Director for Phase 2 left the meeting.

10 Phase 2B [REDACTED] (HS2B_21_160)

10.1 The Phase Two Project Controls Director and Phase 2 Cost, Estimating and Change Lead joined the meeting.

10.2 The Board received and noted the [REDACTED] paper as included within the meeting pack.

10.3 The Board were asked to:

- 10.3.1 [Redacted]
- 10.3.2 [Redacted]
- 10.3.3 [Redacted]

10.4 The Board:

- 10.4.1 [Redacted]
- 10.4.2 [Redacted]
- 10.4.3 [Redacted]

- 10.5 [Redacted]

10.6 The Phase Two Managing Director, Phase Two Project Controls Director and Phase 2 Cost, Estimating and Change Lead left the meeting.

11 Report from the Commercial and Investment Committee 10 March 22 (HS2B_21_161)

- 11.1 The Board reviewed and noted the Report from the Commercial and Investment Committee held on 10 March 2022, as included within the meeting papers and received a verbal update from the Company Secretary and Committee Members in the absence of the Committee Chair.
- 11.2 The Board noted that the meeting had considered one item, namely the Specialist Security Services Procurement Plan, for Board consideration at item 12.
- 11.3 Committee Members commended the quality of the materials submitted and confirmed that a robust discussion had been held to support the paper for onward submission to the Board.
- 11.4 The Board noted the update.

12 Specialist Security Services Procurement Plan (HS2B_21_162)

- 12.1 The Board reviewed and noted the Specialist Security Services Procurement Plan as included within the meeting papers.
- 12.2 Following endorsement from HS2 the Commercial and Investment Panel (CIP) and the Commercial and Investment Committee (CIC), the Board were asked to endorse the

Procurement Plan for the re-procurement of HS2 Ltd Specialist Security Services (SSS) contract.

12.3 The Board endorsed the Procurement Plan and agreed for approval to be sought from the Department for Transport (DfT) and Cabinet Office.

12.4 The Board noted:

12.4.1 [Redacted]

12.4.2 [Redacted]

12.4.3 [Redacted]

12.4.4 Following consultation with the DfT, approvals will be sought from their Commercial Assurance Board (CAB) and Tier 2 Board.

13 Report from the Remuneration Committee 10 March 22 (HS2B_21_163)

13.1 The Board reviewed and noted the report from the Remuneration Committee held on 10 March 2022, as included in the meeting pack and received a verbal update from the Committee Chair.

13.2 **It was agreed that the Gender Pay Gap Report would be circulated to all Board Members.**

Action: Company Secretariat

13.3 The Board noted the update.

14 Report from Environmental Sustainability Committee 23 March 22 (HS2B_21_164)

14.1 The Board reviewed and noted the report from the Environmental Sustainability Committee held on 23 March 2022, as included in the meeting pack and received a verbal overview from the Committee Chair.

14.2 The Board noted the update.

15 Forward Look (HS2B_21_149)

15.1 The Board reviewed the Forward Look paper, as included in the meeting pack, and noted the items scheduled for discussion at future meetings.

16 AOB and Close/Meeting float

16.1 There were no other items of business raised for discussion and the meeting was closed.