

Minutes of a Board Meeting of Strategic Investment Board Limited

Held at 10.45am on Tuesday 15 June 2020 by videoconference

Present: Gerry McGinn (GMcG)(Chair)
Duncan McCausland (DMcC)
Danny McSorley (DMcS)
Brett Hannam (BH)
Marie Therese McGivern (MTM)
Kathryn Thomson (KT)

In attendance: Gregor Hamilton (GH)

Declarations of Interest and Board Terms of Reference

1. The previously stated declarations of interest were confirmed.
2. The board Terms of Reference were noted. Board members confirmed they had read the board papers.

Minutes of Previous Meeting

3. The minutes of the May 2020 board meeting were approved.

Chairman's and Directors' Business

4. GMcG explained that he anticipated confirmation in September that MTM, DMcS and GMcG would be reappointed for a further 12 months. He thought that it would then be a suitable time to discuss the board's key objectives for 2021 and to review the membership of the board committees, document the required skill-sets for new board members, the induction process and the board pack. DMcC suggested that the board effectiveness assessment and skills audit could also be completed at that time.
5. GMcG put on record his thanks for the organisation of a successful virtual staff conference.

6. GMcG noted that he had circulated a note on his attendance at a teleconference organized by Deloitte on the role of non-executive board members in the context of Covid-19. He stressed the importance of keeping records of the decisions made in these unusual circumstances and the reasoning behind those decisions. He invited board members to put forward any suggestions for additional steps which the SIB board could be taking to mitigate risks.

7. GMcG noted that the board was not scheduled to meet again until 10th August, but the Remuneration and Personnel Committee would be meeting in July. It was possible that circumstances might also require a July board meeting.

8. DMcC summarised the points discussed at a Chief Executive Leadership Forum he had attended, and shared slides from a presentation he had attended from EY on the potential impacts on the NI Economy arising from the Covid-19 virus and lockdown. GMcG noted gloomy indicators from the private sector. MTM noted that Brexit might aggravate the region's already substantial economic difficulties. In response to a query from KT. DMcS suggested that as yet there seemed to be little sign of a focus on infrastructure investment as a means to stimulate the economy. BH referred to his conversations with DfI on this topic. He noted that the level of uncertainty was so high that it was difficult to plan ahead. BH noted the increased costs which the industry anticipated as a result of adapting to deal with Covid, and that spending on repairs and renewals generally provided a greater stimulus to the economy than new-build projects for an equivalent amount of investment. BH noted that both the RHI and NIAO reports had recommended greater use of specialist resources provided through SIB.

Chief Executive's Report

9. BH update the board on developments since the CE Report was written. He noted in particular that:

- The report referred to on the Graduate Entry Medical School had been completed, approved by HOCS and submitted to the Executive.
- The Roads Service had completed their response on the planning application for Casement Park, and the next challenge was now likely to be the funding of the project.

10. BH noted that SIB faced an unexpected shortfall in income arising from Departments withholding funding for SIB staff employed to work on specific projects but temporarily assigned

to work in the Covid “Hub”. He explained that this shortfall would have to be found from elsewhere in the budget.

11. GMcG asked about difficulties faced by Councils. BH explained that they faced increased costs and reduced income, and his biggest concern was that the Councils would be unable to afford the substantial costs involved in preparation of OBCs which were required to obtain funding for City Deals.

12. The board formally reviewed the projects showing red on the risk register.

It was noted that although there were only three projects currently red, there were a larger number which might require review in the light of the effect of the pandemic. BH explained that these were marked with an asterisk on the dashboard report.

14. DMcS noted the reference in the report to the proposal for a single NI waste authority.

Report from Remuneration and Personnel Committee

15. GMcG spoke to the minutes of the 1st June meeting of Remuneration and Personnel Committee. He noted that in addition to Risk 5 of the Covid-19 Risk Register relating to return of seconded staff (as previously discussed (see point 10 above)) the committee had considered annual leave, staff engagement and welfare, and progress with the proposed restructuring in the light of current circumstances.

16. DMcC requested two corrections to the RPC minutes.

17. DMcS asked for clarification around employment issues where seconded staff were returned by Departments. BH explained that the position was clear where projects were simply terminated, but less so if a project were suspended temporarily, or where a department tried to substitute its own staff for the secondee.

18. DMcS sought clarification around decisions “taken outside the committee”. GMcG explained that these decisions were taken by the committee members outside formal committee meetings using a written procedure, then formally confirmed and recorded at the meetings. They were **not** taken by the CEO and simply reported to the committee. GMcG proposed a brief run-through of the procedure for committees at the next board.

19. KT noted the importance of clarifying the position on annual leave quickly, so as to ensure staff were aware of the position as early as possible in the leave year.

Report from Audit Committee

20. DMcC reported on the proceedings of the Audit Committee. He reported that the committee had considered the Report to Those Charged with Governance and accepted its recommendations. The committee recommended that the 2019-20 Report and Accounts be adopted by the board. The committee had considered the draft Risk Management Policy, draft Partnership Agreement and draft Board Code of Conduct. Additionally the committee had approved the Internal Audit Plan, approved the Risk Register (and Covid Risk Register) and noted the Chair's review of the Hospitality Register. The minutes of the Audit Committee would be brought to the next board meeting. DMcC thanked the finance team for their hard work in getting the accounts finalised.

Quarterly Reports and Dashboards

21. The committee reviewed the quarterly programme and projects reports and the dashboard report. BH answered questions from members arising from these papers.

Finance Report

22. BH explained that in the absence of a budget, parts of the Finance Report was academic, but he hoped to have one for the next meeting. GMcG and BH would discuss whether it was necessary for the board to meet in July in light of ongoing situation, GMcG would inform board members.

Chair

ACTIONS OUTSTANDING FROM PREVIOUS MEETINGS

| Ref | Action | Person Responsible | Expected Completion Date |
|--------|--|--------------------|---------------------------|
| 1/20/3 | Record training by Board Members in personal logs. | Board Members | Suspended |
| 1/20/5 | Chairman to write to Mark Browne in respect of SLT proposal. | Chair & CEO | Awaiting clearance by TEO |

ACTIONS FROM JUNE 2020 MEETING

| Ref | Action | Person Responsible | Expected Completion Date |
|--------|--|--------------------|--|
| 3/20/1 | Discuss the board's objectives for 2021; review the membership of the board committees; document required skill-sets for new board members; review the induction process; review the contents and format of the board pack. Complete board efficiency assessment and skills audit. | Chair | On re-appointment of MTM, DMcS and GMcG. |
| 3/20/2 | Chair to review requirement for a Board meeting in July | Chair | N/A |
| 3/20/3 | Circulate a note on the Remuneration and Personnel Committee's written procedure. | CEO | For August 2020 Board meeting. |
| 3/20/4 | Amend Remuneration and Personnel Committee minutes. | CEO | Complete |