



**CROSSRAIL BOARD**

**Minutes of the Meeting of the Board of Directors of Crossrail Limited  
Held on Thursday 28 May 2020 at 11:00  
Remotely, via Zoom technology**

<b>Members:</b>	<b>In Attendance:</b>	<b>Apologies:</b>
Tony Meggs <i>CRL Chair</i>	Funmi Amusu <i>Head of Secretariat</i>	Kathryn Cearns <i>Non-executive Director</i>
Sarah Atkins <i>Non-executive Director</i>	Susan Beadles <i>General Counsel &amp; Company Secretary</i>	
Jim Crawford <i>Chief Programme Officer</i>	Rob Halstead (Item 6 only) <i>Head of Risk Management</i>	
Phil Gaffney <i>Non-executive Director</i>	██████████ (Items 2-12 only) <i>Project Representative</i>	
Steve Livingstone <i>Non-executive Director</i>	Declan Keane (Item 5 only) <i>Head of Health and Safety (CRL Stations)</i>	
Rachel McLean <i>Chief Finance Officer</i>	Simon Kirby <i>Crossrail Advisory Panel</i>	
Anne McMeel <i>Non-executive Director</i>	Ailie MacAdam (Items 2-9 only) <i>Bechtel Limited</i>	
Nelson Ogunshakin <i>Non-executive Director</i>	Hannah Quince <i>Chief of Staff</i>	
Andy Pitt (Items 1-6&17 only) <i>Non-executive Director</i>	Howard Smith <i>Chief Operating Officer</i>	
Nick Raynsford <i>Deputy CRL Chair</i>	Mark Somers <i>Programme Integration Director</i>	
Jo Valentine <i>Non-executive Director</i>	Stuart Westgate (Items 7-8 only) <i>Head of Programme Assurance</i>	
Mark Wild <i>CEO</i>	Angela Williams <i>Chief People Officer</i>	
	<b>Sponsors Debrief:</b>	
	Simon Adams (Item 14 only) <i>Crossrail Joint Sponsor Team</i>	
	Mike Brown (Item 14 only) <i>TfL</i>	
	Nicola Cox (Item 14 only) <i>TfL</i>	
	Peter McNaught (Item 14 only) <i>TfL</i>	
	Alex Luke (Item 14 only) <i>DfT</i>	
	Polly Payne (Item 14 only) <i>DfT</i>	

The meeting was quorate.

<b>Item 1 NEDs</b>	<b>Non-Executive Directors (NEDs) only Session</b>  A NEDs only session was held at the start of the meeting.
<b>Item 2</b>	<b>Welcome and Declarations of Interest</b>  The Chair welcomed Board members and attendees.

	<p>Members were reminded that any interests in a matter under discussion must be declared at the start of the meeting, or at the commencement of the item of business.</p> <p>There were no interests declared in relation to the business of the meeting.</p> <p>However, the meeting <b>NOTED</b> that Anne McMeel had recently been appointed to the Board of the Houses of Parliament Restoration and Renewal Authority.</p>
<p><b>Item 3</b> <b>BD MIN</b> <b>200430</b></p>	<p><b>Minutes of the Meeting of the Board held on 30 April 2020</b></p> <p>The Board <b>APPROVED</b> the minutes of the meeting held on 30 April 2020 for signature.</p>
<p><b>Item 4</b> <b>BD AC</b> <b>200528</b></p>	<p><b>Actions and Matters Arising</b></p> <p><b>20.213 – NED Support for Organisational Transition Plans</b> – it was <b>NOTED</b> that the Chief People Officer, Angela Williams, was keen to engage with the designated group of NEDs (Sarah Atkins, Kathryn Cearns, Steve Livingstone and Tony Meggs) to discuss the organisational transition plans. The intention was to provide an update on progress with the organisational transition plan at the Board meeting on 25 June 2020, including clarity on the approach through to operational delivery.</p> <p>The Board <b>AGREED</b> that an update should be provided, at every Board meeting, on the headlines of the three top down messages internally and externally.</p> <p><b>Action:</b> Alex Kaufman</p> <p>The Board <b>NOTED</b> the updates to all the other ‘due’ actions, which were either complete, had detailed updates against them or were covered by the agenda for the day’s meeting.</p>
<p><b>Item 5</b> <b>Verbal</b></p>	<p><b>Health and Safety Update including an Update on COVID-19</b></p> <p>The Board <b>NOTED</b> the following:</p> <p><i>Period 1 Performance</i></p> <ul style="list-style-type: none"> <li>• It had been an all ‘green’ Period 1, with no Lost Time Cases (however, there had been 1 Lost Time Case in the Period 2 – a manual handling injury at C405 (Paddington)); and</li> <li>• From Period 2 onwards, CRL would commence the use of HSPI lite, with adjusted metrics. This was being communicated to the supply chain.</li> </ul> <p><i>SHELT</i></p> <ul style="list-style-type: none"> <li>• SHELT took place on 14 May 2020 and there continued to be updates on the response to COVID-19 and the sharing of best practices from other organisations; and</li> <li>• A sub-group of SHELT had been convened to develop a recommendation regarding senior leadership site safety tours under current restricted working conditions.</li> </ul>

	<p><i>Remobilisation</i></p> <ul style="list-style-type: none"> <li>In alignment with TfL, CRL had adopted a cautious approach to remobilising at the offices at Endeavour Square and Westferry Circus. A process had been established for addressing requests from staff to return to the offices, including a requirement for a justification of work that could not be done outside the office.</li> </ul> <p><i>Overview of the last 10 weeks</i></p> <ul style="list-style-type: none"> <li>It was important to manage the current intense virtual workload, to ensure that staff wellbeing was maintained. A focus group had been established to look into creating a framework within which this could be managed;</li> <li>The feedback from mental health awareness week had generally been positive, with many messages around being kind to one another and talking to people. It was necessary to consider how to encourage this among staff. The Board <b>REQUESTED</b> that the feedback from mental health awareness week should be documented and shared with the Board;</li> </ul> <p><b>Action:</b> Carole Bardell-Wise (Declan Keane)</p> <p>The Board highlighted the need to manage how staff were working remotely for extended periods of time, including the stress arising from constant demands, as the messages around mental health and wellbeing might not be getting embedded if staff continued to work from early hours until late. It was <b>NOTED</b> that this was a high priority focus for senior management and discussions were ongoing on how to manage mental health and wellbeing, whilst balancing productivity.</p>
<p><b>Item 6 11/21</b></p>	<p><b>CRLB 11/21 – Elizabeth Line Risk Landscape</b></p> <p>The Board received a paper introducing the Elizabeth line risk landscape, which was a description of the key risks associated with transition into operation held by CRL along with other TfL subsidiaries and partner organisations.</p> <p>The Board <b>NOTED</b> the following:</p> <ul style="list-style-type: none"> <li>The Elizabeth Line Readiness Group (ELRG) did not currently own the Elizabeth Line risk landscape but served as a useful mechanism for understanding the risks. Ownership of the risks remained with each responsible Board of the relevant organisations;</li> <li>It was necessary to consider what forum was the programme board for the Elizabeth line and responsible for making decisions between the interfaces with the relevant organisations;</li> <li>It was important to review the Elizabeth line risk landscape systematically, to ensure that any gaps between the relevant organisations were covered. To manage this, independent discussions with all the relevant parties would continue going forward.</li> </ul> <p>The Board <b>AGREED</b> the following:</p>

	<ul style="list-style-type: none"> <li>that it was important for the Elizabeth line risk landscape to be kept as a live document which should flow to all the various boards of the relevant partner organisations including the DfT;</li> </ul> <p><b>Action:</b> Rachel McLean</p> <ul style="list-style-type: none"> <li>that going forward, the Elizabeth line risk landscape framework for reporting on aligned risks should to be incorporated into Network Rail's quarterly report to the Board;</li> </ul> <p><b>Action:</b> Rachel McLean/ Howard Smith</p> <ul style="list-style-type: none"> <li>it was key to have clarity on the governing of CRL's transition into TfL. A plan should be created for the future governance of CRL during the transition to TfL, including how the DfT would fit into the process and an outline position on this should be provided at the Board meeting on 25 June 2020;</li> </ul> <p><b>Action:</b> Tony Meggs/ Mark Wild/ Angela Williams</p>
<p><b>Item 7 12/21</b></p>	<p><b>CRLB 12/21 – Project Representative (PRep) Report Period 13 including CRL's Response to Sponsors</b></p> <p>The Board <b>NOTED</b> the PRep report for Period 13 including CRL's response to the Sponsors and the cover letter to the draft PRep report for Period 1.</p> <p>The Board <b>NOTED</b> the PRep's opinion on the following:</p> <ul style="list-style-type: none"> <li>The intense focus on Shafts and Portals in the Period; concern over the slippage of handover dates for three of the Shafts and Portals; and concern that the focus on Shafts and Portals was not sustainable and would detract from the focus on Stations;</li> <li>Concern over the productivity rates of O&amp;M manuals and other documentation; and</li> <li>The importance of socialising the recovery plan with the supply chain.</li> </ul> <p>The Board <b>NOTED</b> the following:</p> <ul style="list-style-type: none"> <li>Though the timeframes were challenging, the possibility of the PRep Reports being contemporaneous with CRL's periodic reports (as opposed to one Period behind) was being investigated;</li> <li>CRL management's responses to the PRep reports still did not seem to address the substantive points. The Board <b>REQUESTED</b> that the response to the PRep report should focus only on major issues/ areas of disagreement.</li> </ul> <p><b>Action:</b> Mark Wild (Hannah Quince/ Liam Hewitt)</p> <ul style="list-style-type: none"> <li>There was an opportunity to respond directly to the Sponsors on any issues raised in the PRep reports when they joined the meeting for the Sponsor De-brief session.</li> </ul>
<p><b>Item 8 13/21</b></p>	<p><b>CRLB 13/21 – Periodic Assurance Report Period 1</b></p> <p>The Board <b>NOTED</b> the key points raised in the Periodic Assurance Report for Period 1 in relation to: schedule and cost progress during the COVID-19</p>

	<p>lockdown; and the programme assurance emerging priorities.</p> <p>The Board <b>NOTED</b> the following:</p> <ul style="list-style-type: none"> <li>• Whilst focusing on progressing with the programme and assurance, due consideration should be given to the constraints on the programme [REDACTED];</li> <li>• ‘Furlough’ seemed to be having an impact on productivity and how quickly the supply chain could remobilise their staff. The Board <b>REQUESTED</b> for clarity on the issue of the impact of furlough on smaller suppliers’ availability;</li> </ul> <p><b>Action:</b> Jim Crawford</p> <ul style="list-style-type: none"> <li>• The Board also <b>REQUESTED</b> that the statistics on the productivity of niche working should be included on the weekly dashboard;</li> </ul> <p><b>Action:</b> Jim Crawford (Liam Hewitt)</p> <ul style="list-style-type: none"> <li>• Part of the work being done on the recovery programme was to ensure that the resources match the scope of works to complete.</li> </ul>
<p><b>Item 9 14/21</b></p>	<p><b>CRLB 10/21 – Delivery Control Schedule, AFDC and Risk Update</b></p> <p>The Board received a paper which was to be read in conjunction with the Period 1 Board Report and provided an update on the status of the schedule and cost.</p> <p>The Board <b>NOTED</b> the following:</p> <p><i>Schedule Summary</i></p> <ul style="list-style-type: none"> <li>• The intention was to begin Dynamic Testing (DT) at the weekend following the Board meeting, subject to driver availability;</li> <li>• CRL remained in alignment with TfL’s Major Projects Directorate in relation to niche working and was also reaching out to other organisations to learn how they were managing this;</li> <li>• Shafts and Portals remained a challenge with three of these showing further slippage. This was under review to assess the viability of mitigations;</li> <li>• Railway Assurance Board (Crossrail) (RAB(C)) Staged Completion 1 (SC1) endorsements had been received for all the stations except Bond Street station, which was now planned for completion by the end of July 2020; and</li> <li>• The routeway chapter was on track for 29 May 2020.</li> </ul> <p><i>Cost of Work Done and AFDC</i></p> <ul style="list-style-type: none"> <li>• Expenditure in the Period was £49m, which was £29m lower than projected in Period 13, due to the significant reduction in works across all sites arising from the ‘Safe Stop’ of construction works in March 2020 and during the period of niche working;</li> </ul>

	<ul style="list-style-type: none"> <li>• [REDACTED]</li> <li>• An audit of the payments made to the supply chain would be undertaken to determine the level of those resources working productively from home. This would be validated based on the quality of documentation being provided e.g. O&amp;M manuals;</li> <li>• The mechanisms on how the [REDACTED] would operate were in place; and</li> <li>• Supply chain liquidity was being monitored.</li> </ul> <p>The Board also <b>NOTED</b> the following:</p> <ul style="list-style-type: none"> <li>• Work was ongoing to re-triage the works [REDACTED] and it was expected that these would increase, particularly in relation to stations;</li> <li>• The number of items on the Elements Outstanding Works List (EOWLs) for Bond Street station had reduced in number from over 400 to circa 230. The challenge was to further reduce this number to as low as 20 items before being submitted to RAB(C) for sign off; and</li> <li>• The Board should be kept updated on whether the milestones for the works to be done during the blockade were met.</li> </ul>
<p><b>Item 10</b> <b>BD CBR</b> <b>200528</b></p>	<p><b>Crossrail Board Report Period 1</b></p> <p>The Board Report for Period 1 was taken as read.</p>
<p><b>Item 11</b> <b>15/21</b></p>	<p><b>CRLB 15/21 – Certified Information for Funding Drawdown date in June 2020</b></p> <p>The Board received a paper asking the Board to consider approval of the CRL Certified Information as required under clause 5.3 of the Supplemental Agreement, in relation to the 26 June 2020 funding drawdown.</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>The Board:</p> <ul style="list-style-type: none"> <li>• <b>APPROVED</b> the certified information; and</li> <li>• <b>AUTHORISED</b> the Chief Programme Officer or other Director to sign the certified information and submit this to the Sponsors.</li> </ul>
<p><b>Item 12</b> <b>16/21</b></p>	<p><b>CRLB 16/21 – COVID-19 Programme Recovery Update</b></p> <p>The Board received a paper on the COVID-19 Recovery Strategy for the programme. The paper was to be read in conjunction with the DCS, AFDCD</p>

	<p>and Risk Paper (agenda item 9).</p> <p>The Board <b>NOTED</b> the following:</p> <ul style="list-style-type: none"> <li>• The recovery framework was made up of 9 principal components, which needed to be developed and integrated to provide a coherent programme of works;</li> <li>• [REDACTED]</li> <li>• [REDACTED]</li> <li>• [REDACTED];</li> <li>• It was important to consider how the assurance process would be managed differently, to give more confidence in the plan; The Board gave their general support for the following:             <ul style="list-style-type: none"> <li>• The blockade strategy was to be used to drive completion of all routeway works before trial running; and</li> <li>• There was another opportunity to make a final decision on software update TR2 in August 2020. The Board suggested the use of the Crossrail Integration Facility (CIF) to flush out any assurance issues with TR2.</li> </ul> </li> </ul> <p>[REDACTED]</p> <ul style="list-style-type: none"> <li>• [REDACTED];</li> </ul> <p>[REDACTED]</p> <ul style="list-style-type: none"> <li>• [REDACTED]</li> </ul> <p>[REDACTED]</p>
<p><b>Item 13 17/21</b></p>	<p><b>CRLB 17/21 – Transfer of Safety Responsibility to the Infrastructure Managers</b></p> <p>This item was taken as read.</p>
<p><b>Item 14 Verbal</b></p>	<p><b>De-brief Discussion with the Sponsors</b></p> <p>The Board provided the Sponsors with an overview of the matters that had been considered during the meeting, highlighting the following: the impact on staff of intense remote working and the need to ensure staff’s wellbeing; the mental health initiatives that were underway to alleviate the stress on the workforce; the Elizabeth line risk landscape setting out the joint risks with TfL subsidiaries and partner organisations and the need to monitor for possible gaps in the risks; the headlines in the PRep report; some slippage with Shafts and Portals, noting that this remained the main focus of the Executive team; the COVID-19 recovery plan [REDACTED]</p>

	<p>[REDACTED] the need to consider a possible second spike of COVID-19; ongoing work on an organisational transition plan; ongoing work to gain alignment in the timing of the PRep and CRL periodic reporting; the need to ensure that management's response to the PRep's reports was clearer and more concise; [REDACTED]</p> <p>TfL welcomed the joined-up set of risks across TfL subsidiaries and the partner organisations; [REDACTED]; were encouraged by the focus on Shafts and Portals; were keen that the option of using ESJs was pursued with the regulators in a timely manner and were willing to assist in this regard; considered it useful that thought was being given to a possible second spike of COVID-19; highlighted that it was critical to maintain the trajectory that had been in place over the last month [REDACTED], the phasing of stations and the DT programme; expressed commitment to collaborate with CRL on a decision with regard [REDACTED]; were encouraged with the ongoing work to align the PRep report with CRL's periodic reporting.</p> <p>The DfT highlighted: the importance of managing over-optimism, productivity and culture and were interested to see a plan addressing these issues going forward; the importance of working [REDACTED] willingness to assist with the regulators; the need to allow the DfT sufficient time to make a decision on [REDACTED].</p>		
<b>Verbal</b>	<p>At this point, the Board <b>GRANTED</b> delegated authority to Sarah Atkins, Kathryn Cearns, Phil Gaffney, Steve Livingstone and Nelson Ogunshakin [REDACTED]</p>		
<b>Item 15&amp;16</b>	<p><b>Minutes of Board Committees for Reference</b></p> <p>The Board received the following minutes for reference:</p> <table border="1" data-bbox="363 1384 1120 1451"> <tr> <td data-bbox="363 1384 849 1451">Investment Committee</td> <td data-bbox="849 1384 1120 1451">IC MIN 200415</td> </tr> </table>	Investment Committee	IC MIN 200415
Investment Committee	IC MIN 200415		
<p><b>Item 17</b> <b>AOB</b></p> <p><b>18/21</b></p> <p><b>Verbal</b></p>	<p><b>AOB</b></p> <p><b>CRLB 18/21 – Crossrail Advisory Panel Update</b></p> <p>The Board <b>NOTED</b> the Crossrail Advisory Panel update.</p> <p><b>Initial Thinking on People Strategy</b></p> <p>The Board <b>NOTED</b> the initial thoughts and observations of the Chief People Officer on the people strategy including what worked well and what did not; an opportunity to pivot as the world was changing; and areas for consideration on what needed to be done.</p> <p>The Board <b>NOTED</b> the following:</p> <ul style="list-style-type: none"> <li>• The NEDs expressed their willingness to assist with this work;</li> <li>• Consideration should be given to using the Remuneration and</li> </ul>		



<p><b>Verbal</b></p>	<p>Nomination Committee to deliver on some of the remit of this work;</p> <ul style="list-style-type: none"> <li>• It was necessary to develop the organisation design and operating model in a timely manner;</li> <li>• The organisation was inclined to create new roles to address issues and it was necessary to keep that in check; and</li> <li>• It was important to provide adequate support to staff that were approaching their end dates on the project.</li> </ul> <p><b>Board 6 month lookahead</b></p> <p>The Board <b>NOTED</b> the following:</p> <ul style="list-style-type: none"> <li>• The weekly catch-up calls on Fridays should be cancelled going forward. The calls had been organised in response to the COVID-19 pandemic and the organisation was now in 'business as usual' mode;</li> <li>• The 9 principal components/ pillars of the recovery programme could act as a basis for the key items that the Board should be focused on. Also, the Executive team should consider the items that needed to be presented to the Board and confirm the timeframe within which they would be prepared to present them;</li> <li>• It would be useful to include a strategic item about Sponsor engagement on the Board lookahead;</li> <li>• In the future, consideration would be given to alternating the focus of each Board meeting between strategy and performance, however, in the meantime, the agenda for each meeting could be alternated, with the first part of the agenda focusing first on strategy, followed by performance related items and vice-versa for the following meeting;</li> <li>• The Board Committees should be used more, to alleviate the work of the Board; and</li> <li>• De-layering of the governance process should be looked into, to save time and effort.</li> </ul> <p>There was no other business.</p>
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**Signed by:**  
**Tony Meggs – Chair**

