



CROSSRAIL BOARD

**Minutes of the Meeting of the Board of Directors of Crossrail Limited
Held on Thursday 28 February 2019 at 11:15
7BMR01, 5 Endeavour Square, Stratford, London E20 1JN**

Members:	In Attendance:	Apologies:
Tony Meggs <i>CRL Chair</i>	Funmi Amusu <i>Assistant Company Secretary</i>	
Phil Gaffney <i>Non-executive Director</i>	Susan Beadles <i>Head of Legal Services & Company Secretary</i>	
David Hendry <i>Chief Finance Officer</i>	Nisrine Chartouny <i>Head of Commercial</i>	
Robert Jennings <i>Non-executive Director</i>	Lucy Findlay <i>Chief of Staff</i>	
Anne McMeel <i>Non-executive Director</i>	James Hampson <i>Project Representative (PRep)</i>	
Nelson Ogunshakin <i>Non-executive Director</i>	Peter Henderson <i>Programme Director</i>	
Andy Pitt <i>Non-executive Director</i>	Howard Smith <i>Chief Operating Officer</i>	
Nick Raynsford <i>Deputy CRL Chair</i>	Martin Brown (Item 5 only) <i>Health and Safety Director</i>	
Chris Sexton <i>Deputy CEO</i>	Richard Schofield (Item 6 only) <i>Programme Director, MTR Crossrail</i>	
Mark Wild <i>Chief Executive Officer</i>	Mike Brown (Item 16 only) <i>TfL</i>	
	Ruth Hannant (Item 16 only) <i>DfT</i>	
	David Hughes (Item 16 only) <i>TfL</i>	
	Bernadette Kelly (Item 16 only) <i>DfT</i>	

The meeting was quorate.

	<p>The Chair welcomed Board members and attendees.</p> <p>Directors' Interests</p> <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>
BD MIN 190131	<p>Minutes of the Meeting of the Board held on 31 January 2019</p> <p>The Board APPROVED the minutes of the meeting held on 31 January 2019 for signature, subject to minor amendments being made as discussed at the meeting.</p>

<p>BD AC 190228</p>	<p>Actions</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>19.119 – Network Rail – it was NOTED that arrangements were being made for Network Rail (NR) to attend the Board meeting on 25 April 2019 and every second meeting of the Board after that. The Board also NOTED that NR were now attending Sponsor Board meetings as well.</p> <p>The Board REQUESTED an update on the new NR organisation, how this might affect Crossrail and clarity on who would manage the relationship between NR and Crossrail.</p> <p>Action: Howard Smith</p> <p>The Board also REQUESTED that a clear agenda of expectations for what NR would contribute/ deliver at the Board meetings should be prepared and communicated to NR.</p> <p>Action: Howard Smith</p> <p>The Board NOTED that all other ‘due’ actions were closed or covered by the agenda for the day’s meeting.</p>
<p>BD CBR 190220</p>	<p>Crossrail Board Report Period 11</p> <p>The Board NOTED the Board Report for Period 11.</p> <p>The Board discussed and NOTED the following:</p> <ul style="list-style-type: none"> • There had been a serious High Potential Near Miss in Period 11 involving a collision between an engineering train and a mobile elevating work platform. This was being thoroughly investigated with actions being implemented to guard against recurrence; • Recruitment of key resources to drive progress and productivity on the project was a priority. The Board considered that whilst it was important to find and recruit high calibre resources from external providers, consideration should also be given to utilising key resources from TfL and London Underground. The Board also considered that the recruitment process needed to be more agile and NOTED that the business planning process had taken this into consideration and the recruitment process had been ramped up to ensure that key resources needed were obtained; • Dynamic Testing was progressing well. An issue had occurred with on-board signalling which Siemens were looking into, however, this would not affect continued single train testing pending resolution of the issue. The Board NOTED the potential delay to the commencement of multi-train testing which was scheduled to start on 18 March 2019. The meeting discussed Siemens’ resourcing and whether Siemens were attaching sufficient urgency to prioritising resources on the project; • The Class 345 fleet reliability was improving, though the mileage on the

	<p>Full-Length Units was still low;</p> <ul style="list-style-type: none"> • TfL Step Free access works had been completed at stations in the East (Manor Park, Seven Kings, Forest Gate and Maryland stations) and works at the stations in the West was ongoing (Hanwell, Iver, Langley and Taplow stations), as part of a wider programme of accessibility improvements across the TfL Rail network in preparation for the Elizabeth line; • The update on Stage 5a opening was NOTED; • There was an ongoing review, led by experts in the Systems Integration team, to determine the merits/ risks on software convergence particularly relating to timing of Stage 2-2 software. The outcome of this review would feed into the Earliest Opening Programme (EOP). The Board NOTED that this decision was key and AGREED that after the receipt of specialist information following a deep dive scheduled to take place at Siemens, Stockholm in the week commencing 11 March 2019, the Board should be briefed on the proposal for software convergence; <p>Action: Howard Smith</p> <ul style="list-style-type: none"> • The outcomes of the Period 12 AFC Reviews that were held between 14 – 21 February 2019 were NOTED. The Board considered that going forward, the terminology used in presenting information on risk and contingency should be simplified, with greater clarity on the budget, actual contingency and risk around the contingency. The Board NOTED Anne McMeel’s offer of assistance in this area. The Board also NOTED that for future presentations on Cost to Go, information on actuals would also be provided. • The Board NOTED that the EOP to be presented to the Board on 28 March 2019 would need to be costed prior to it being considered concluded and the intention on this date would be to complete a high-level cost and risk assessment; • The Board NOTED the commercial strategy and update including the status of the Supplemental Agreements for the Tier 1 contracts; [REDACTED] EOP; and supply chain mapping and management. [REDACTED] • The National Audit Office (NAO) first Report on Crossrail was due to be released later in the day; • A new external engagement strategy had been developed; and • The Board considered that its members should meet with the main contractors on the project in order to hold them to account. It was NOTED that the logistics for doing this would be worked out.
<p>58/19</p>	<p>CRLB 58/19 – Health and Safety Briefing</p> <p>The Board NOTED the Health and Safety Briefing including the changing risk profile on the project and how this was being addressed. The Board considered that along with the systems risk experience from LU and NR which was already being considered, experience from MTR Hong Kong should also be included.</p> <p>The Board NOTED the intention to prepare a revised Health and Safety Improvement Plan by the end of March 2019. It was also NOTED that the Board would continue to actively monitor health and safety management</p>

	<p>including receiving refresher training on engaging with the sites, attending site visits with contractors and attending SHELТ meetings. The Board NOTED that the CRL Chair would take the lead on ensuring that a Non-executive Director (NED) was always available to attend SHELТ meetings.</p>
59/19	<p>CRLB 59/19 – Earliest Opening Programme Update</p> <p>The Board ENDORSED the logic of the updated plan for establishing the Earliest Opening Programme (EOP), which would also be presented to the Sponsor Board on 8 March 2019. The meeting NOTED that more work would be done on modelling passenger flows for Stage 4. It was also NOTED that Stage 2 was important to trial operations and should be included in the planned communications on EOP.</p> <p>The Board REQUESTED a high-level view of the assumptions behind the EOP, how this related to current productivity and the risks attached.</p> <p>Action: Howard Smith/ Peter Henderson (Richard Schofield)</p> <p>The Board NOTED that the intention was to deliver a final plan for the EOP to the Board for approval at the meeting on 28 March 2019. The Board considered that it was key to provide assurance that the EOP was deliverable and to highlight the assumptions, uncertainties, risks and options around the EOP. It was NOTED that one of the key assurances would be a demonstrated control of contractors’ productivity, by evidencing that the mechanisms to manage this were in place.</p>
60/19	<p>CRLB 60/19 – Corporate Governance, Enterprise Risk Management, Assurance and KPMG Review</p> <p>The Board received an update on the activities with regard to the company’s Corporate Governance, Enterprise Risk management, Assurance and the response to the KPMG Reviews and NOTED the following:</p> <ul style="list-style-type: none"> • Going forward, the Board would be updated on the outputs of implementing the recommendations from the KPMG review on Corporate Governance; • The process for establishing an Investment Committee with NED participation was ongoing. Work was also ongoing to combine the Remuneration and Nominations Committees. The Audit and Assurance Committee Terms of Reference were on the agenda of the meeting for approval; • A proposal by the Board to establish an Expert Panel was also being considered; • Board involvement in the sessions for monitoring/ managing Enterprise risks was welcome; and • The Crossrail Integrated Assurance Framework Overview would involve external assurance, in addition to that already being provided by the Project Representative (PRep). <p>The Board AGREED that using the new tracker, confirmation should be provided at the next Board meeting on 28 March 2019 that the proposals and processes recommended in the independent reviews by KPMG were being considered and where appropriate, implemented.</p> <p>Action: Chris Sexton</p>

61/19	<p>CRLB 61/19 – Draft Terms of Reference for the Audit and Assurance Committee</p> <p>The Board APPROVED the draft Terms of Reference for the Audit and Assurance Committee, subject to a minor amendment being made relating to the provision of oversight <i>of</i> assurance of Programme Delivery by the Committee (as opposed to oversight <i>and</i> assurance – Clause 4.1 (vi) (d)).</p>
62/19	<p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>
63/19	<p>Approval of Certified Information for Funding Drawdown Date of 27 March 2019</p> <p>The Board received a paper seeking the Board's approval of the CRL Certified Information required under clause 5.3 of the Supplemental Agreement and the corresponding Supporting Statement in relation to the 27 March 2019 funding drawdown.</p> <p>The Board REQUESTED amendments to the Supporting Statement to include the following:</p> <ul style="list-style-type: none"> • That a key assumption in the forecast related to productivity levels and initiatives were being driven to improve the current rates; and • More clearly state the revised AFCDC allowing for P11 and P12 AFC reviews and the associated increase. <p>Action: David Hendry</p> <p>The Board:</p> <ul style="list-style-type: none"> • APPROVED the Certified Information and Supporting Statement, subject to the incorporation of the amendments agreed above; and • AUTHORISED the CFO or other Director to sign the certified information and submit this along with the amended Supporting Statement to the Sponsors on 28 February 2019.
64/19	<p>2018 Crossrail Limited Gender Pay Gap Report</p> <p>The Board received a paper updating the Board on the 2018 CRL gender pay gap.</p> <p>The Board considered that the introduction to the report should be amended to focus on core facts and as such, DID NOT AGREE to publish the gender pay gap report on the Crossrail website or to submit calculations to the Government Equalities Office gender pay gap portal. It was NOTED that the amended report would be presented to the Board at the next meeting on 28 March 2019.</p> <p>The Board NOTED:</p> <ul style="list-style-type: none"> • the gender pay gap requirements for the year ending 31 March 2018; and • the recommendations that CRL was considering to improve the gender pay gap within the company moving forward.

<p>65/19</p>	<p>Project Representative Report Period 10</p> <p>The Board reviewed and NOTED the PRep Report for Period 10 and NOTED the highlights of the Period 11 report.</p>							
	<p>Minutes of Board Committees for Reference</p> <p>The Board received the following minutes for reference:</p> <table border="1" data-bbox="363 383 1385 483"> <tr> <td data-bbox="363 383 850 483"> <p>Executive and Investment Committee</p> </td> <td data-bbox="850 383 1120 483"> <p>EIC D 190123</p> </td> <td data-bbox="1120 383 1385 483"> <p>Mark Wild</p> </td> </tr> </table> <p>Verbal Updates of Recent Board Committee meetings</p> <table border="1" data-bbox="363 584 1385 1556"> <tr> <td data-bbox="363 584 850 1556"> <p>Executive and Investment Committee 20 February 2019 Matters covered by the Committee were:</p> <p>Board agenda items:</p> <ul style="list-style-type: none"> • Health and Safety Update • Draft Board Report Period 11 • Earliest Opening Programme Update • Sequencing of Board Committee meetings • KPMG Recommendations Update • 2018 Crossrail Limited Gender Pay Gap Report <p>Other items:</p> <ul style="list-style-type: none"> • Gifts & Hospitality Returns and Expenses for Executive Committee Members for publication on the Transparency website • Canary Wharf Project Update and Investment Authority </td> <td data-bbox="850 584 1120 1556"></td> <td data-bbox="1120 584 1385 1556"> <p>Mark Wild</p> </td> </tr> </table>		<p>Executive and Investment Committee</p>	<p>EIC D 190123</p>	<p>Mark Wild</p>	<p>Executive and Investment Committee 20 February 2019 Matters covered by the Committee were:</p> <p>Board agenda items:</p> <ul style="list-style-type: none"> • Health and Safety Update • Draft Board Report Period 11 • Earliest Opening Programme Update • Sequencing of Board Committee meetings • KPMG Recommendations Update • 2018 Crossrail Limited Gender Pay Gap Report <p>Other items:</p> <ul style="list-style-type: none"> • Gifts & Hospitality Returns and Expenses for Executive Committee Members for publication on the Transparency website • Canary Wharf Project Update and Investment Authority 		<p>Mark Wild</p>
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<p>AOB</p>	<p>The Board NOTED the following:</p> <ul style="list-style-type: none"> •  <p>There was no other business.</p>							
<p>Verbal</p>	<p>De-brief Discussion with the Sponsors</p> <p>The Board provided the Sponsors with an overview of the matters that had been considered during the meeting including costs; addressing productivity and resource issues; the plan for the EOP and the key decision that was required to be taken with regard to software convergence; the possibility of</p>							

	Sponsors engaging with the contractors on the project; and the management of communications relating to indicative opening dates.
NEDs Only Session	Non-executive Directors discussed the day's meeting.

Signed by:
Tony Meggs
Chair
