MINUTES OF PAHL BOARD MEETING (OPSCO)

SUBJECT:	Meeting (036)	Page 1 of 4

DATE:	24 April 2018	TIMINGS:	PLANNED:	ACTUAL:
		START:	0900hrs	0900hrs
		FINISH:	1300hrs	1315hrs
VENUE:	Boardroom	RELEASED ON:		

DATE OF NEXT MEETING:	PLANNED VENUE:	PLANNED START:	PLANNED FINISH:
Tuesday 29 May 2018	Edinburgh	1000hrs	1400hrs

NO	MINUTES FORMAT:	PARTICIPANTS:	IN ATTENDANCE:
	Quorum	Andrew Miller (AM) – Chair	Ian Forgie (IF)
1.	Declaration of Interests	Stewart Adams (SA)	Moragh Hastie (MH)
2.	Chair's Introductory Remarks	Gordon Arthur (GA)	Jules Matteoni (JM)
3.	Minutes of Previous Meetings	Beth Corcoran (BC)	Sonia Rafferty (SR)
4.	Feedback from Subcommittees	Tony Davis (TD)	
5.	Executive Report	Paul Neep (PN)	
6.	Finance Report	Valerie Scoular (VS)	APOLOGIES:
7.	Spaceport Update		Jayne MacLennan (JMac) *(Last OpsCo meeting 27-Mar. Last sub-committee of the HR RemCom 8-May.)*
8.	Date of Future Meetings		Transport Scotland Observer
9.	AOCB		

QUORUM

The chair confirmed that notice of the meeting had been given to the directors in accordance with the articles of association of the Company (the 'Articles').

The chair noted that a quorum was present in terms of the Articles and so it was competent to proceed with the business of the meeting.

1. DECLARATION OF INTERESTS

1.1 The non-executive directors declared that they had no new interests in the business of the meeting that they were required to declare under section 177 of the Companies Act 2006.

2. CHAIRMAN'S INTRODUCTORY REMARKS

2.1 AM welcomed everyone to the meeting.

2.2 Apologies were noted as above.

3. MINUTES OF PREVIOUS MEETING

OpsCo Meeting of 27-March

3.1 The minutes were approved as an accurate record of proceedings.

OpsCo Action Table as at 27-March

3.2 34.08 – this action was reliant upon a third party providing the information. Target date would now be 29-May.

3.3 It was agreed that paragraph 6.5 should be an action for the finance director and would be added to action list. **ACTION 36.01: IF**

4. FEEDBACK FROM SUBCOMMITTEES

Capital & Investment Committee

4.1 The CIC scheduled to take place on 23-April was cancelled.

Safety Assurance Committee

4.2 TD provided an update from the meeting on 27-March.

4.3 **FOISA 33 (1)(b) commercial interests of the company.**

4.4 **FOISA 33 (1)(b) commercial interests of the company**

4.5 **FOISA 33 (1)(b) commercial interests of the company**.

4.6 Visibility of performance trends, as well as specific occurrence details, were to be included in reports.

4.7 **FOISA 33 (1)(b) commercial interests of the company**.

4.8 **FOISA 33 (1)(b) commercial interests of the company**.

4.9 **FOISA 33 (1)(b) commercial interests of the company**

4.10 There had been no significant changes to the risk register.

4.11 The meeting planned for July would involve the entire safety team.

4.12 AM reminded the board that verbal sub-committee reports were to be provided quarterly and a written report annually.

4.13 TD thanked JMac for her contributions to the meetings. The team was thanked for the continuing improvement to the quality of the reporting and the discussions.

5. EXECUTIVE REPORT

5.1 SA introduced the report.

5.2 Appendix one would be updated for each meeting. It should be noted that none of the improvement figures were reflected in the current budget. The savings or revenue improvements mostly applied to 2018/19, but one item **FOISA 33 (1)(b) commercial interests of the company** would also produce a positive benefit in FY 2017/18. Additional columns would be added to the report to show if the item was revenue or savings and if the item was one-off or recurring. **ACTION 36.03: SA**

5.3 The board asked that fuel revenue and profit be shown on the graphs and not just litres dispensed.

5.4 Approval was required for **FOISA 33 (1)(b) commercial interests of the company** lease extensions due to delegated authority limits. A paper would be brought to a future meeting. **ACTION 36.04: SA**

5.5 **FOISA 33 (1)(b) commercial interests of the company**.

5.6 **FOISA 33 (1)(b) commercial interests of the company**.

5.7 **FOISA 33 (1)(b) commercial interests of the company**

5.8 The tariff had been reviewed following the recent bad weather diversions. **FOISA 33 (1)(b)**

commercial interests of the company.

5.9 **FOISA 33 (1)(b) commercial interests of the company**

5.10 GA asked about the communications and marketing budget and the team's capacity, as it had been halved. The budget would be examined to ensure that there was scope to outsource if required.

5.11 **FOISA 33 (1)(b) commercial interests of the company**.

5.12 GA commented that the executive report had been significantly reduced and that some key information was now excluded. The executive team would propose a suite of metrics and the NXDs would review and agree content, regularity and rhythm of reporting. **ACTION 36.07: SA**

6. FINANCE REPORT

6.1 IF introduced the report and highlighted the key items of focus.

6.2 IF advised that it would take a few months to reconcile budgets and revenue and the aim was to work toward the statutory accounts timetable.

6.3 The prior year accounts would be presented to the ARC on 18-June, but it may be necessary to arrange an extraordinary ARC in August to ensure the reporting timetable was met. The accounts would be signed off at the OpsCo in September and at the HoldCo in October.

6.4 **FOISA 33 (1)(b) commercial interests of the company** work was underway in order to obtain appropriate tender submissions and procure a system that was fit for purpose.

6.5 IF was to ascertain a definitive accounting position on impairment for the next ARC meeting. ACTION 36.08: IF

7. DATE OF FUTURE MEETINGS

7.1 Dates for future meetings were noted as follows:

- HR RemCom 8-May-18 (13)
- OpsCo Board 29-May-18 (37)
- Audit & Risk 18-Jun-18 (14)
- Capital & Investment Committee 25-Jun-18 (5)
- HoldCo 26-Jun-18 (23) *(GA, Observer)*
- Safety Assurance Committee 26-Jul-18 (6)

7.2 A copy of the rescheduled sub-committee dates for 2018/19 had been included in the papers for information.

7.3 The board discussed the agenda for the next meeting **FOISA 33 (1)(b) commercial interests of the company**

8. AOB

8.1 **FOISA 33 (1)(b) commercial interests of the company**.

8.2 **FOISA 33 (1)(b) commercial interests of the company**.

8.3 **FOISA 33 (1)(b) commercial interests of the company**.

8.4 **FOISA 33 (1)(b) commercial interests of the company**.

8.5 **FOISA 33 (1)(b) commercial interests of the company**.

8.6 **FOISA 33 (1)(b) commercial interests of the company**.

8.7	**FOISA 33 (1)(b) commercial interests of the company**.
9.	**DISCUSSION ON STRATEGY**
9.1	The matter was deferred.
10.	**ESTATE PRESENTATION & TOUR**
10.1	The board was joined by the property team for an overview of the property estate followed by a tour of the estate. The board thanked the management for the tour which had been insightful.