

MINUTES OF PAHL BOARD MEETING (OPSCO)

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DATE:	26 September 2017	TIMINGS:	PLANNED:	ACTUAL:
		START:	0900hrs	0900hrs
		FINISH:	1300hrs	1235hrs
VENUE:	Boardroom	RELEASED ON:		

DATE OF NEXT MEETING:	PLANNED VENUE:	PLANNED START:	PLANNED FINISH:
Wednesday 1 November	Prestwick	0900hrs	1300hrs

NO	MINUTES FORMAT:	PARTICIPANTS:	IN ATTENDANCE:
	Quorum	Andrew Miller (AM) – Chair	Derek Banks (DB)
1.	Declaration of Interests	Gordon Arthur (GA)	Moragh Hastie (MH)
2.	Chair's Remarks	Ken Dalton (KD)	Richard Jenner (RJ)
3.	Minutes of Previous Meetings	Tony Davis (TD)	Jules Matteoni (JM)
4.	Feedback from Subcommittees	Jayne MacLennan (JMac)	
5.	Executive Report		
6.	Finance Report		APOLOGIES:
7.	Spaceport Update		Gary Cox (GC) (Observer, TS)
8.	██████████ FOISA 33 (1)(b) commercial interests of the company		John Nicolls (JN) (Observer, TS)
9.	Matters for Approval		Sonia Rafferty (SR)
10.	Date of Future Meetings		Ron Smith (RS)
11.	AOCB		Mike Stewart (MS)

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 interest in the business of the meeting that they were required to declare under section 177 of the Companies Act 2006.

2. CHAIR'S INTRODUCTORY REMARKS

- 2.1 AM welcomed everyone to the meeting.

3. MINUTES OF PREVIOUS MEETING

- 3.1 The board discussed some minor changes to the wording of the minutes and it was agreed these changes be made and the notes recirculated for comment before they were approved as an

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accurate record of proceedings. **ACTION 31.01: MH**

- 3.2 The board noted that the number of actions had increased and requested the executive to follow up on the few outstanding actions with members.
- 3.3 AM requested a meeting with BDO audit director to discuss progress to date. It was agreed that this would be handled through the audit and risk committee. **ACTION 31.02: DB** FOISA 33 (1)(b) commercial interests of the company
- 3.4 It was confirmed that the arrangement made for signing off the accounts was a permanent arrangement.
- 3.5 The draft tender document for audit services was with Susan Dunn for comment and would go out after the accounts had been signed off.
- 3.6 All other actions were ongoing, closed or covered later in the agenda.

4. FEEDBACK FROM THE SUB COMMITTEES

Audit & Risk Committee (ARC)

- 4.1 The committee had discussed improvements to the risk register and it had been suggested that additional risk registers [REDACTED] spaceport be developed and incorporated. FOISA 33 (1)(b) commercial interests of the company
- 4.2 It was noted that although departments were following the appropriate processes for business continuity, these processes required being developed into a single overarching corporate business continuity plan (BCP) by March 2018.
- 4.3 GA suggested that a crisis communications plan be added to the new communication person's action list, to be incorporated into the updated BCP. TD suggested discussion with external agencies to look at how we tie into other partners' emergency communication plans during a crisis.
- 4.4 [REDACTED] FOISA 33 (1)(b) commercial interests of the company
- 4.5 There were a number of actions closed and some of those that remained outstanding were due to lack of resources and/or in-house skills. The aim was to show improvements and progress to maintain control and reduce risk.
- 4.6 The annual accounts had been approved by Transport Scotland. 3x1 was working on communications whilst a replacement for the Marketing & Communications Manager is found. The TS HoldCo accounts would require going through the parliamentary process. The accounts would be ready for October, and would be submitted to companies' house by 31 December 2017. **ACTION 31.03: DB**
- 4.7 Susan Dunn had confirmed willingness to chair the ARC meeting planned for 29 November remotely if required. It was agreed to accept Susan's offer in the event that the NXD recruitment was not concluded by then. **ACTION 31.04: DB/AM**

Capital & Investment Committee (CIC)

- 4.8 An internal audit had been carried out on project management. A number of separate procedures and processes were being used, but required developing into one place with the addition of: risk register, total life cycle costs, scoping and planning and lessons learned.
- 4.9 JMac suggested that staff involved had Prince2 Practitioner accreditation or a project management course that gave the required skills consistent with the projects being controlled.
- 4.10 The capital plan for 2018 would be discussed at the next CIC meeting planned for 29 November, including longer term plans and priorities.

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Safety Assurance Committee

- 4.11 TD thanked the team for the good progress made with papers.
- 4.12 New interactive video refresher training was being developed for airside driver licence holders. It was noted that airside driver licences were being removed from those who had no requirement to drive airside.
- 4.13 [REDACTED] FOISA 33 (1)(b) commercial interests of the company
- 4.14 The pest control management will cost £18-25k (excluding cost of repair to cabling) and the committee recommended that we go ahead, but that savings be found from other areas of the business. The board approved the expenditure.
- 4.15 Copies of the CAA ATS audit were available for board members as required. [REDACTED]
[REDACTED] FOISA 31 (1) national security & defence
- 4.16 The committee had discussed Just Cause and it was proposed that JM do a short presentation at a future board meeting if required.
- 4.17 Safety training for non-aviation board members to be reviewed and a recommendation made.
ACTION 31.05: SR
- 4.18 The team was complimented on achieving fully compliant result for the CAA Security Audit.
- 4.19 Copies of the amended terms of reference for the SAC committee were circulated for comment. It was agreed that they should be formally approved at the next OpsCo meeting. **ACTION 31.06: JM**

5. EXECUTIVE REPORT

- 5.1 The board discussed the list of airlines to be targeted with the aim of achieving three levels/points of contact and an overall controller.
- 5.1 The executive team was to go through the list and identify the top ten bids/contacts that have traction. The targeted list should be fed back to the NXDs. **ACTION 31.07: MS** The chief executive should facilitate a letter to the equivalents within these airlines/organisations. **ACTION 31.08: CEO**
- 5.2 It was further agreed that the executive should make contact with their counterparts/equivalents within these airlines to develop an engagement programme.
- 5.3 AM suggested that an independent review/audit be done on unsuccessful bids with airlines.
ACTION 31.09: CEO
- 5.4 [REDACTED]
[REDACTED] FOISA 33 (1)(b) commercial interests of the company

6. FINANCE REPORT

- 6.1 The board discussed the previously circulated report covering to the end of August.
- 6.2 DB to discuss insurance premiums with the brokers to ensure we were getting best value, and to confirm when they would require to be tendered. **ACTION 31.10: DB** It was noted that any contract would require going through the Scottish Government framework so in principle should be the most competitive.
- 6.3 It was noted that the biggest user of electricity was Ryanair and that they would be billed for their consumption. The terminal equated to 10% of the electricity bill. The board asked to be kept informed.

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7. SPACEPORT UPDATE

7.1

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

7.2

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

7.3

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

7.4

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

7.5 Stock images and artist impressions to be obtained for advertising purposes.

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

8.1

8.2

8.3

8.4

9. MATTERS FOR APPROVAL

Data Protection/Records Management

9.1 JMac advised the board that the view was the post was required and that as it was non-budgeted, funding for the post would need to be found. It was thought this could be part of a post.

9.2 The board was concerned that it may be January before someone could be recruited and it was important to start work now. NCC would be carrying out the mapping exercise and it was suggested that an external resource assist while the recruitment was being carried out in parallel. This would help to identify the post holder's required skills and experience in order to determine the grade.

9.3 It was noted that discussions had taken place with local authorities and other organisations.

9.4 The board approved the mapping exercise to go ahead with recruitment to be considered once this was complete. Report to be circulated to the board by email. **ACTION 31.12: SR**

Railway Station

9.5 The recommendation from executive was that the temporary securing mechanism for the roof be replaced to maintain integrity of the building and improve the appearance of the station. JMac advised that she would support the executive with any negotiation meetings with Network Rail. It was confirmed that the phasing of capex could be adjusted this year in order to accommodate the work. It was agreed to go ahead with the recommendation.

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9.6 It was agreed that a section showing that expenditure was within the overall budget be included in all recommendations papers.

10. DATE OF FUTURE MEETINGS

10.1 Following discussion, it was agreed that the date of the next OpsCo board meeting would be rescheduled from Tuesday 24 October to Wednesday 1 November 2017 from 0900hrs.

10.2 A paper would be provided at the next meeting outlining the proposed dates for board and subcommittee meetings for the next 18 months. **ACTION 33.13: MH**

10.3 Other committee meeting dates were agreed noted as follows:

- HoldCo Board 13-Nov (20)
- OpsCo Board 12-Dec (33)
- HR RemCom TBA (EO)
- HR RemCom 20-Nov-17 (11)
- Audit & Risk Committee 29-Nov-17 (12)
- Capital & Investment Committee 29-Nov-17 (3)
- Safety Assurance Committee 4-Dec-17 (4)

11. AOCB

11.1 The board agreed that it was important for the new NXDs to have the appropriate HR skills going forward to support the business needs. [REDACTED]

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

11.2 [REDACTED]

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

11.3 The cost allocation project was at its final stages with the final refinements being made.

11.4 [REDACTED]

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

11.5 The board agreed that unbudgeted items did not require coming to the board if they could be covered within the existing (capex/opex) budgets and delegated authority limits.

11.6 The board acknowledged the communications manager's contribution to the airport during her time here and wished her success in her new role.

11.7 GA advised that he would be available to participate in the second round of interviews for the communication manager post and should be sent the candidate CVs. **ACTION 31.14: DB**

