

MINUTES OF PAHL BOARD MEETING (OPSCO)

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DATE:	27 February 2018	TIMINGS:	PLANNED:	ACTUAL:
		START:	0900hrs	0900hrs
		FINISH:	1300hrs	1230hrs
VENUE:	Boardroom	RELEASED ON:	21 March 2018	

DATE OF NEXT MEETING:	PLANNED VENUE:	PLANNED START:	PLANNED FINISH:
Tuesday 27 March 2018	Prestwick	0900hrs	1300hrs

NO	MINUTES FORMAT:	PARTICIPANTS:	IN ATTENDANCE:
	Quorum	Andrew Miller (AM) – Chair	Derek Banks (DB)
1.	Declaration of Interests	Stewart Adams (SA)	Gary Cox (GC) (Observer, TS)
2.	Chair's Introductory Remarks	Beth Corcoran (BC)	Moragh Hastie (MH)
3.	Minutes of Previous Meetings	Tony Davis (TD) (Tele Conf)	Jules Matteoni (JM)
4.	Feedback from Subcommittees	Jayne MacLennan (JMac)	Paul Neep (PN) Observer
5.	Executive Report		Valerie Scoular (VS) Observer
6.	Finance Report		APOLOGIES:
7.	Spaceport Update		Gordon Arthur (GA)
8.	Date of Future Meetings		John Nicholls (JN)
9.	AOCB		Sonia Rafferty (SR)

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. 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 12-Dec

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

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OpsCo Action Table as at 12-Dec

- 3.2 31.12 – Someone had now been appointed to a temporary role to look at data protection mapping. The report was at draft stage.
- 3.3 [REDACTED]
FOISA 33 (1)(b) commercial interests of the company
- 3.4 33.02 – The budget had been approved by the HoldCo board at their meeting on 15 February which included capex and opex. [REDACTED]
FOISA 33 (1)(b) commercial interests of the company
- 3.5 33.04 – A strategy session would form part of the NXD session planned for April. The board discussed a formal timetable for discussion matters, but it was noted that matters were discussed in line with the cycle for the statutory accounts, budgets and their approval.
- 3.6 It was agreed to make available to NXDs a copy of the signed contract that had been signed by Ryanair on 7 December 2017. **ACTION 34.01: SA**

- 3.7 [REDACTED]
- 3.8 [REDACTED]
FOISA 33 (1)(b) commercial interests of the company

TS HoldCo Board Meeting of 15-Feb

- 3.9 It was agreed to circulate HoldCo minutes for information. **ACTION 34.03: DB**
- 3.10 AM advised that approval had been received for one NXD to attend each HoldCo board meeting. A list of meeting dates would be circulated following the meeting. **ACTION 34.04: MH**

4. FEEDBACK FROM SUBCOMMITTEES

HR Remuneration Committee

- 4.1 JMac updated the group following the HR RemCom meeting held on 6 February.
- 4.2 The plan for the next 12 months had been agreed.
- 4.3 [REDACTED]
FOISA 36 (2)(b) confidentiality
- 4.4 Records management plan was due 25-May. Person for FOI, GDPR, etc had been given four-month contract.
- 4.5 [REDACTED]
FOISA 33 (1)(b) commercial interests of the company
- 4.6 The pay award was with the unions for consideration. [REDACTED]
FOISA 33 (1)(b) commercial interests of the company
- 4.7 SA had written to staff outlining the offer. The result of the ballot would be known on 9-March when the HRLG was scheduled to meet.
- 4.8 JMac was to ask for an executive summary of the staff survey to be circulated along with key action points for the next six to 12 months. **ACTION 34.05: JMac**

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4.9

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5. EXECUTIVE REPORT

5.1 SA introduced the report.

5.2 A number of proposals and initiatives were being worked through under project rebalance. This was a top to bottom review. There was no timeline and would be an ongoing project to understand where efficiencies could be gained

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5.3

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

5.4 From the next meeting project rebalance would form a major part of the executive report.

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

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

5.9

(1)(b) commercial interests of the company

FOISA 33

5.10

(1)(b) commercial interests of the company

FOISA 33

5.11

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

5.12 As part of the airport's on-going licencing requirements, an exercise would take place to test the robustness of the family and friends support module and media communications on 14 March involving multi agency, Ryanair and staff.

6. FINANCE REPORT

6.1

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

6.2 More information was now being provided to the executive team and the board and more detailed analysis was available if required. The report would continue to be developed to meet the needs of the board.

6.3 A standard pack would be circulated to the board each around the middle of the month. If it was felt that there was too much information then this could be taken to the ARC. It was also noted that information would be available much sooner once the new finance, payroll and HR system was up

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and running. Tenders were due on 2 March and would go to the ARC for consideration.

6.4 BC suggested there should be an executive report highlighting issues or areas of concern.

6.5 [REDACTED] FOISA 33 (1)(b) commercial interests of the company

6.6 [REDACTED] FOISA 33 (1)(b) commercial interests of the company

6.7 Capex was underspent mainly due to timing of runway works which we were now looking to carrying out during the summer months.

6.8 [REDACTED] FOISA 33 (1)(b) commercial interests of the company

6.9 The asset valuation would not increase due to impairment despite the capital investment. There was no depreciation due to impairment.

7. SPACEPORT UPDATE

7.1 It was felt that the business was in the right place for a spaceport. [REDACTED] FOISA 33 (1)(b) commercial interests of the company

7.2 [REDACTED] FOISA 33 (1)(b) commercial interests of the company

7.3 Due diligence on potential operators would be done in the future following the funding decision.

7.4 Possible domain names had been purchased.

7.5 When the result was known we would have to move very quickly.

8. DATES OF FUTURE MEETINGS

Schedule of Sub-Committee Meetings

8.1 AM outlined the background for setting the meeting dates 18 months in advance and asked that once these were set we should aim not to change them.

8.2 TD suggested that moving forward, reducing the number of OpsCo meetings would help to reduce the number of meetings.

8.3 The board discussed the sequence of subcommittee meeting dates with a view to avoid multiple meetings over a two-day period while keeping travel to Prestwick to a minimum. Following discussion, it was agreed that the next tranche of meetings would remain as is (with the CIC reverting to the original agreed date of 21-Mar). The proposal for new dates would be circulated.

ACTION 34.07: MH

Date of Next Meeting

8.4 Dates for future meetings were noted as follows:

- NXD Board Strategy Meeting 10-12-Apr
- Audit & Risk 21-Mar-18 (13)
- Capital & Investment Committee 21-Mar-18 (4)
- OpsCo Board 27-Mar-18 (35)
- Safety Assurance Committee 27-Mar-18 (5)

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- HoldCo Board 3-Apr-18 (22)
- HR RemCom 8-May-18 (13)

9. **AOCB**

9.1



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