

MINUTES OF PAHL BOARD MEETING (OPSCO)

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DATE:	31 July 2018	TIMINGS:	PLANNED:	ACTUAL:
		START:	0900 hrs	0900 hrs
		FINISH:	1330 hrs	1230 hrs
VENUE:	Board Room, Glasgow Prestwick Airport	RELEASED ON:		

DATE OF NEXT MEETING:	PLANNED VENUE:	PLANNED START:	PLANNED FINISH:
Tuesday 28 August 2018	Boardroom	1000 hrs	1630 hrs

NO	MINUTES FORMAT:	PARTICIPANTS:	IN ATTENDANCE:
	Quorum	Andrew Miller (AM) – Chair	Frances Pacitti (FP) (TS)
1.	Declaration of Interests	Stewart Adams (SA)	Gary Cox (GC) (TS)
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)	Elaine Mackie (EM) (Minute taker)
5.	Executive Report	Paul Neep (PN)	
6.	Matters for Approval		
7.	RECC Appearance	Ian Forgie (IF)	APOLOGIES:
8.	██████████ FOISA 33 (1)(b) commercial interests of the company		Valerie Scoular (VS)
9.	██████████ FOISA 33 (1)(b) commercial interests of the company		
10.	██████████ FOISA 33 (1)(b) commercial interests of the company Meeting Update		
11.	Date of Future Meetings		
12.	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.

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2. CHAIRMAN'S INTRODUCTORY REMARKS

- 2.1 AM welcomed Frances Pacitti to the meeting and asked everyone to introduce themselves to her since this was her first time in attendance at a PAHL OpsCo Board Meeting. AM went on to welcome everyone to the meeting.

3. MINUTES OF PREVIOUS MEETING

OpsCo Meeting of 29 May

- 3.1 The minutes were approved as an accurate record of proceedings, subject to the following minor amendments:
- The action identified at clause 5.5 had not been added to the Action Register – ERM to update Register
 - Clause 6.6 – Eols to be written in full (Expressions of Interest)
 - Clause 8.15 remove the words Action 37.??:RJ at the end of this clause

OpsCo Action Table as at 29 May

- 3.2 36.02 – the Board was advised that on further investigation, CTC clearance for board members was not necessary.
- 3.3 All other actions were closed, on going or on the agenda for discussion.

4. FEEDBACK FROM SUBCOMMITTEES

Audit & Risk Committee

- 4.1 BC pointed that the next ARC meeting is immediately prior to the next OpsCo Board meeting.
- 4.2 AM asked if any progress has been made in respect of [REDACTED]. **FOISA 33 (1)(b) commercial interests of the company** BC advised that the proposed [REDACTED] **FOISA 33 (1)(b) commercial interests of the company**, includes a specific timetable, which does not tie with the Board timetable. She therefore suggested that the June 2019 meeting be pushed to July 2019 to allow sufficient time [REDACTED] **FOISA 33 (1)(b) commercial interests of the company**
- 4.3 The risk register had been updated. Some changes had been made but it was worth noting that GPA is fully compliant with regard to GDPR although some minor improvements had been identified.

Capital & Investment Committee

- 4.4 PN advised that the [REDACTED] **FOISA 33 (1)(b) commercial interests of the company**, spend in this financial year had been reviewed. CAPEX spending should be considered in 3 main ways: maintaining/increasing revenue; maintaining/reducing operating costs; and imposed compliance requirements. [REDACTED] **FOISA 33 (1)(b) commercial interests of the company**
- 4.5 Executive Team are working on a new project procedure and request form, in order to allow greater transparency of total investment.
- 4.6 The 5 year capital expenditure plan had been redefined. At the request from AM for greater flexibility, PN agreed to further review the plan. ACTION 38.01: PN

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4.7 It was agreed that any significant capital requests come to the CIC for review prior to Board submission.

Safety Assurance Committee

4.8 TD advised that this was the first SAC meeting where all section heads were present. Since this proved useful, it was agreed that this is done annually.

4.9 TD highlighted that a strong reporting culture had been established and that the number of medium/high risk incidents had declined significantly.

4.10 [REDACTED]
FOISA 33 (1)(b) commercial interests of the company. This has been pushed back to October but team were advised not to wait until last minute but to have it ready as soon as possible.

4.11 Executive team to review number of staff and external parties with airside driving licences with a view to ensuring only necessary licences are held..

4.12 A further review will take place to ensure that adequate process is in place regarding [REDACTED]
[REDACTED] **FOISA 33 (1)(b) commercial interests of the company.**

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

4.14 [REDACTED] **FOISA 33 (1)(b) commercial interests of the company.**

4.15 AM requested JM to circulate the recently released document covering the UK Government's Strategy on Aviation Safety. AM asked if this was a Brexit issue and TD confirmed that it was not. ACTION 38.02: JM

4.16 GPA was rated "very good" in recent national review of UK airport accessibility compliance. GC asked about general accessibility at GPA and JM confirmed that GPA currently offers open days for passengers who have accessibility or other health conditions which could impact their ease of use of the airport. GC advised that TS currently undergoing general review of accessibility and suggested may come to GPA for guidance.

HR Remuneration Committee

4.17 As VS was unable to attend the OpsCo Meeting, SR presented the feedback; [REDACTED]
[REDACTED] **FOISA 33 (1)(b) commercial interests of the company.**

4.18 BC questioned why [REDACTED] **FOISA 33 (1)(b) commercial interests of the company.** SA explained the background but pointed out that the final agreed amount was still within the previously Board approved spend.

4.19 It was agreed that the committee's ToRs need to be reviewed for approval process. SR confirmed it was an Agenda item for the next HRC meeting in August.

4.20 [REDACTED] **FOISA 33 (1)(b) commercial interests of the company.**

4.21 SR and JM will meet with each department to advise level of increase. ACTION 38.03: SR/JM

4.22 [REDACTED] **FOISA 33 (1)(b) commercial interests of the company.** ACTION 38.04: IF

5. EXECUTIVE REPORT

5.1 SA introduced the report.

5.2 SA advised the process which was used to appoint the new General Manager, Commercial (ZK)

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and gave some information about her background.

- 5.3 [REDACTED] **FOISA 33 (1)(b) commercial interests of the company.**
- 5.4 [REDACTED] **FOISA 33 (1)(b) commercial interests of the company.** SA confirmed that he would be the lead on the project with input from ZK [REDACTED] **FOISA 33 (1)(b) commercial interests of the company.**
- 5.5 Project [REDACTED] **FOISA 33 (1)(b) commercial interests of the company.** – SA confirmed that the initial phase of [REDACTED] **FOISA 33 (1)(b) commercial interests of the company is now complete.** By reviewing the business, significant savings had been achieved.
- 5.6 The Board congratulated the Executive Team on their efforts.
- 5.7 [REDACTED] **FOISA 33 (1)(b) commercial interests of the company.**
- 5.8 IF/SA to agree format of monthly management reporting and share with Board for input. Thereafter management pack to be circulated to Board each month. ACTION 38.05: IF/SA
- 5.9 Several changes were agreed to the format/content of the Executive Report to only highlight areas of importance/concern/interest [REDACTED] **FOISA 33 (1)(b) commercial interests of the company.** FTE report to be reduced to key areas [REDACTED] **FOISA 33 (1)(b) commercial interests of the company,** and included as part of the Finance Report; [REDACTED] **FOISA 33 (1)(b) commercial interests of the company** ACTION 38.06: SA
PN questioned if a staff leaver is automatically replaced. SR advised that there is a process in place, which includes reviewing the requirement for the position and approvals given at weekly Executive Team meetings.
- 5.10 [REDACTED] **FOISA 33 (1)(b) commercial interests of the company.**
- 5.11 It was agreed that SA would revert [REDACTED] **FOISA 33 (1)(b) commercial interests of the company,** and thereafter produce a paper for approval for OpsCo to make a recommendation to HoldCo Board. ACTION 38.07: SA
- 5.12 [REDACTED] **FOISA 33 (1)(b) commercial interests of the company** ACTION 38.08: SA
- 5.13 [REDACTED] **FOISA 33 (1)(b) commercial interests of the company.**

6. MATTERS FOR APPROVAL

6.1 There were no matters for approval.

7. RECC APPEARANCE

7.1 GA highlighted the need to have an effective comms team. SA confirmed BIG had been used to assist with the RECC appearance and he had found this to be extremely useful.

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7.2 AM still to check confidentiality constraints. ACTION 38.09: AM

7.3 Consider using statement issued to staff re passengers for broader circulation.

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

8.1 IF spoke to the current progress on [REDACTED] FOISA 33 (1)(b) commercial interests of the company

8.2 IF confirmed [REDACTED] FOISA 33 (1)(b) commercial interests of the company had been working for some weeks now and had rapidly grasped the business.

8.3 IF to produce an appendix to allow the Board to better understand gross margin analysis. ACTION 38.10: IF

8.4 [REDACTED] FOISA 33 (1)(b) commercial interests of the company ACTION 38.11: IF.

8.5

[REDACTED] FOISA 33 (1)(b) commercial interests of the company ACTION 38.12 : ALL

8.6 FP requested that something be sent to [REDACTED] FOISA 33 (1)(b) commercial interests of the company in advance of November in order that they can have some insight to the scenarios. ACTION 38.13: IF

8.7 FP suggested that the strategy for the framework be clarified with SG before November in order to make the presentation successful.

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

9.1 SA advised that [REDACTED] FOISA 33 (1)(b) commercial interests of the company

9.2 SA confirmed contact had been made with [REDACTED] FOISA 33 (1)(b) commercial interests of the company and he will progress this. ACTION 38.14: SA

9.3 Richard Jenner to be invited to next OpsCo meeting. ACTION 38.15: SA

10. [REDACTED] MEETING

10.1 An update on discussions with [REDACTED] FOISA 33 (1)(b) commercial interests of the company was presented. These discussions are continuing and it is unlikely that GPA will receive clarification of the planned [REDACTED] FOISA 33 (1)(b) commercial interests of the company

11. DATE OF FUTURE MEETINGS

9.1 Dates for future meetings were noted as follows:

- HR Remuneration Committee 27-Aug-18 (14)
- Audit & Risk Committee 28 August 2018 (15)
- OpsCo Board 28 August 2018 (39)
- Capital Investment Committee 8 October 2018 (6)

9.2 The OpsCo August board meeting would now primarily be a strategy session workshop for [REDACTED] FOISA 33 (1)(b) commercial interests of the company Papers would only be provided if there were any significant matters to bring to the OpsCo Board.

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9.3 It was further agreed that the meeting be re-schedule to a full day, i.e. 10.00 am to 4.00 pm.

12. AOCB

10.1 There were no other matters for discussion and the meeting closed at 1330.