



CROSSRAIL BOARD

**Minutes of the Meeting of the Board of Directors of Crossrail Limited
Held on Thursday 17 September 2020 at 11:00
Remotely, via Zoom Technology**

Members:	In Attendance:	Apologies:
Tony Meggs <i>CRL Chair</i>	Funmi Amusu <i>Head of Secretariat</i>	Nelson Ogunshakin <i>Non-executive Director</i>
Sarah Atkins <i>Non-executive Director</i>	Susan Beadles <i>General Counsel & Company Secretary</i>	
Kathryn Cearns <i>Non-executive Director</i>	██████████ (Items 2-7 only) <i>Project Representative</i>	
Jim Crawford <i>Chief Programme Officer</i>	Declan Keane (Item 6 only) <i>Head of H&S Delivery</i>	
Phil Gaffney <i>Non-executive Director</i>	Hannah Quince <i>Chief of Staff</i>	
Steve Livingstone <i>Non-executive Director</i>	Howard Smith <i>Chief Operating Officer</i>	
Rachel McLean <i>Chief Finance Officer</i>	Angela Williams <i>Chief People Officer</i>	
Anne McMeel <i>Non-executive Director</i>		
Andy Pitt <i>Non-executive Director</i>		
Nick Raynsford <i>Deputy CRL Chair</i>		
Jo Valentine (Items 1-part of item 10 only) <i>Non-executive Director</i>		
Mark Wild <i>CEO</i>		

The meeting was quorate.

49/21	<p>Pre-meeting note</p> <p>CRLB 49/21 – Corporate Objectives 2020/21</p> <p>The Board received a paper, via circulation on Monday 14 September 2020, seeking the Board’s approval of the CRL Corporate Objectives as part of the Team Crossrail and CRL Executive’s performance objectives for 2020/21.</p> <p>The Board unanimously APPROVED the Corporate Objectives for Team Crossrail including the CRL Executive for 2020/21.</p>
Item 1 NEDs	<p>Non-Executive Directors (NEDs) only Session</p> <p>A NEDs only session was held at the start of the meeting.</p>
Item 2	<p>Welcome and Declarations of Interest</p> <p>The Chair welcomed Board members and attendees.</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</p>

	<p>business.</p> <p>There were no interests declared in relation to the business of the meeting.</p>
<p>Item 3</p> <p>BD NOTES 200819</p> <p>█ █ █</p>	<p>Notes and actions from the session held on 19 August 2020</p> <p>The Board APPROVED the notes and actions from the session held on 19 August 2020 for signature.</p> <p>█ █ █</p>
<p>Item 4</p> <p>BD AC 200917</p>	<p>Actions and Matters Arising</p> <p>21.39 – the Board NOTED that the NEDs had not been provided with advance notice of any changes to the management teams at Crossrail stations they each sponsor, as was requested at the Board session on 19 August 2020. It was AGREED that information on any changes to the management teams at their sponsored stations should be provided promptly to the NEDs.</p> <p>Action: Jim Crawford/ Angela Williams</p> <p>The Board NOTED the updates to all the other ‘due’ actions, which either had detailed updates against them or were covered by the agenda for the day’s meeting.</p> <p>The Board AGREED that any actions that were still open after 30 September 2020 should be taken forward and dealt with in accordance with the new governance arrangements for the Crossrail project. The Board also AGREED that the open actions from the Board Committees – Audit & Assurance Committee, Investment Committee and Remuneration & Nomination Committee – should be carried forward to the relevant Transport for London (TfL) Committees.</p> <p>Action: Hannah Quince/ Rachel McLean</p>
<p>Item 5</p> <p>Verbal</p>	<p>Verbal updates of Recent Board Committee meetings – Investment Committee on 2 September 2020; Audit and Assurance Committee on 9 September 2020; and Remuneration and Nomination Committee on 17 September 2020</p> <p>The Board NOTED the verbal updates on matters considered at the Investment Committee meeting held on 2 September 2020; the Audit and Assurance Committee held on 9 September 2020; and the Remuneration and Nomination Committee held on 17 September 2020.</p> <p>The Board NOTED the following highlights from discussions at its recent Committee meetings:</p> <ul style="list-style-type: none"> • As the governance for the Crossrail project was transitioning to TfL, it was important to ensure that CRL and TfL’s Corporate Objectives were aligned, in so far as they related to the project; • As the Crossrail project approached completion and other infrastructure projects were gaining momentum and recruiting key staff members, there was a danger of CRL staff becoming demotivated and seeking alternative employment on these other projects. This was a

	<p>key risk that needed to be proactively managed; and</p> <ul style="list-style-type: none"> • Despite CRL not attaining the cost and schedule milestones under the past 2019/20 Corporate Objectives, the safety milestones had been achieved and should be recognised through non-monetary means.
<p>Item 6 Verbal</p>	<p>Health and Safety Update</p> <p>The Board NOTED the following:</p> <p><i>Period 5 Performance</i></p> <ul style="list-style-type: none"> • There were three High Potential Near Miss (HPNM) incidents in the Period – a platform door left open during Dynamic Testing (DT); an electrocution at Whitechapel station; and an issue with the process around live electrical testing at Woolwich Arsenal station. All these incidents were under investigation. <p><i>Highlights from Period 6</i></p> <ul style="list-style-type: none"> • There was one lost time case involving an ankle injury; and there were two HPNM incidents involving lack of access control management at Tottenham Court Road station; and unauthorised access to the test trace during DT at Plumstead station. All these incidents were under investigation. <p><i>Other Updates</i></p> <ul style="list-style-type: none"> • There had been improvements in health and safety reporting; increased leadership engagement; real time reporting on DT; a focus on recovery; and ongoing work on the Target Zero improvement plan; • The review of the Crossrail Management System (CMS) was underway with a Lloyds Register review planned for October 2020; and • Scenario planning was underway, in readiness for the possibility of a second wave of COVID-19. <p>The Board NOTED the following:</p> <ul style="list-style-type: none"> • The Board expressed concern over the electrical incidents that had occurred and queried the steps that were being taken to ensure that electrical works were undertaken in line with the basic safety systems and procedures. The Board considered that failures by electricians to comply with basic safety systems and procedures should be highlighted to each of the Tier 1 contractors and their senior authorised electrical persons. All the senior authorised electrical persons on the project should be brought together to review the electrical safety incidents that had occurred and identify the root causes and an action plan should then be agreed and communicated to all on the project via a series of safety stand downs; • The root cause of the unauthorised access to trace incident appeared to be similar to a case that had occurred in Period 3 and it was important to determine why lessons had not been learnt from the previous incident;

	<ul style="list-style-type: none"> The Board had played a significant role in providing visible safety leadership particularly through NED sponsorship of individual stations, safety site visits, regular attendance at SHELТ meetings and sponsorship of the Supervisors Safety Forum. The Board was concerned about the potential gap that would be left in the role that they had fulfilled and REQUESTED that a clear plan for carrying forward the Board's safety leadership responsibilities into the new governance arrangements should be shared with the Board before 30 September 2020; <p>Action: Angela Williams/ Carole Bardell-Wise</p> <ul style="list-style-type: none"> There was value in having supervisors on site to reinforce the observation of basic safety rules whilst working within the restrictions brought about by COVID-19. The official communication that had been issued to prompt supervisors' return to sites had only yielded an 80% result and more work needed to be done to gain full engagement from the supervisors; and As the risk profile would change at the point of System Integration Dynamic Testing (SIDT), safety risk assessments were currently being undertaken and a programme wide campaign would be required to promote safety during that time.
<p>Item 7 50/21</p>	<p>CRLB 50/21 – Modern Slavery Statement 2020</p> <p>The Board received a paper seeking the Board's approval of the arrangements for compliance with the requirements of the Modern Slavery Act 2015 (the Act).</p> <p>The Board NOTED the following:</p> <ul style="list-style-type: none"> CRL conducted ethical sourcing audits of nine of its nineteen Tier 1 contracts and all nine were found to be compliant with CRL's ethical sourcing requirements, with no corrective actions required and six items of good practice recorded. There were plans to undertake an audit of the remaining ten Tier 1 contracts during the year. All the Tier 1 contractors had also confirmed payment of the London Living Wage. The Board considered that it would be helpful to indicate, in the Modern Slavery Statement, the plan for auditing contractors in the current year and AGREED that the statement would be amended to reflect this; The GLA had five functional bodies, not three as mentioned in the statement. The Board AGREED that the statement should be amended to reflect this; and The Board queried whether there was a whistleblowing procedure for reporting non-compliance and considered that Tier 1 contractors' efforts to raise awareness were key to identifying and reporting potential issues. It was NOTED that regular updates on whistleblowing and anti-corruption were provided at Audit and Assurance Committee meetings and the Board AGREED that it would be useful to link anti-slavery reporting into this; <p>Action: Susan Beadles (Rob Paris)</p> <p>Subject to making the necessary amendments to the statement as agreed by</p>

Transport (DfT). The Board also considered a supporting memorandum on the Governance Amendment Agreement.

The Board **NOTED** the changes described in the paper, which included changes by the company's ultimate parent company to the constitution of the Board and the changes proposed to the core agreements. The Board **NOTED** that each of the Sponsors had agreed in principle with the proposed changes to the governance transition but were yet to sign off on them.

The Board **NOTED** the following matters that also remained outstanding:

- There was no contingency plan in place for a situation where the proposed governance changes were not signed off by the Sponsors by 1 October 2020. The Board considered that until 30 September 2020, the Board would maintain their accountability, but that any contingency plan from 1 October 2020 was the responsibility of the Sponsors;
- It was necessary to have confirmation of the arrangements that would ensure that the current safety leadership role of the Board was taken forward in the new governance arrangements (see related Board action on page 4 above);
- [REDACTED]
- The Board, particularly the Chair and Deputy Chair, had played a significant role in maintaining open and transparent relationships with critical stakeholders amongst local authorities including the City of London, route MPs and London Business Groups. The Board **REQUESTED** that a plan for the management of stakeholder relationships following the transfer of governance to TfL should be shared with the Board before 30 September 2020;

Action: Angela Williams

- It was necessary to ensure that there was no disruption to the existing CRL systems and processes that kept the project agile and efficient. This included the Scheme of Authorities that managed financial authority levels and was currently under discussion with the Sponsors and the need for operational autonomy in functional areas such as Human Resources;
- At the Board meeting on 20 August 2020, the Board had endorsed the strategic intent and high-level milestones of the Delivery Control Schedule (DCS) 1.1 configuration 2 base case. The Board believed that the DCS 1.1 considered at that meeting represented a balanced and achievable programme, with remaining risk but also the opportunity to improve on the milestones and cost. However, the Board was yet to consider a detailed and fully assured DCS 1.1 as there was outstanding data from the supply chain on cost, which would not be available until October 2020. The Board expected that the robust and fully assured DCS 1.1 would be reviewed and approved under the new governance arrangements; and
- The Board had approved the Corporate Objectives via correspondence between 14 – 15 September 2020. The Board reiterated the importance of ensuring that these were aligned with

	<p>those of TfL following the transition of governance.</p> <p>Considering that the Sponsors had yet to sign off on the proposed governance changes and subject to the Sponsors' approval, the Board:</p> <ul style="list-style-type: none"> • ENDORSED the overall intent of the proposed amendments to the Project Development Agreement and the Sponsors Agreement designed to realign the role of the Sponsors and transfer governance of the Crossrail programme into TfL; and • DELEGATED AUTHORITY to the CEO, Mark Wild and the Chief Finance Officer, Rachel McLean, to: <ul style="list-style-type: none"> ○ grant Commitment Authority for CRL to enter into the Governance Amendment Agreement in the terms proposed by TfL and included in the Crossrail Governance Transition Board paper; and ○ accept inconsequential changes to the Governance Amendment Agreement or the agreements annexed thereto, including to: <ul style="list-style-type: none"> ▪ confirm the transition date; and ▪ incorporate the updated Sponsors Requirements that had been accepted by the Technical Director and/ or the Chief Engineer.
<p>Item 11 54/21</p>	<p>CRLB 54/21 – Communications Approach: Governance Changes</p> <p>The Board received a paper setting out the communications approach to making the announcement around governance changes for the Crossrail project. The Board SUPPORTED the approach, which had been agreed with TfL and the DfT.</p> <p>The Board reiterated that a plan for managing stakeholder relationships should be finalised in a timely manner.</p>
<p>Additional item 57/21</p>	<p>CRLB 57/21 – Execution of Deeds</p> <p>The Board received a paper requesting approval to extend the period during which certain changes to paragraph 3.4 (Authority to Execute Deeds) of the Scheme of Authorities applied.</p> <p>The Board APPROVED changes to paragraph 3.4 (Authority to Execute Deeds) of the Scheme of Authorities as set out below, with effect from 25 September 2020, to apply indefinitely:</p> <div style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p><i>Revised paragraph 3.4</i></p> <p>3.4 Authority to Execute Deeds</p> <p><i>Subject to the authority levels stated in Table 6, deeds must be executed by</i></p> <p><i>1.4.1. any two Board Directors, or a Board Director and the Company Secretary; or</i></p> <p><i>1.4.2. any one of the Board Directors signing in the presence of a witness who attests his or her signature;</i></p> </div>

	<p><i>all of whom have delegated authority for this purpose.</i></p> <p><i>The Company Secretary may be a second signatory of any contract without limit.</i></p>				
Item 12 Verbal	<p>Directors' Resignation</p> <p>At this point and in line with the planned transition of governance to TfL, the Board ACCEPTED the resignation of the following Directors from the Board, with effect from 30 September 2020:</p> <ul style="list-style-type: none"> • Tony Meggs – CRL Chair, Independent NED • Sarah Atkins – TfL nominated NED • Kathryn Cearns – DfT nominated NED • Jim Crawford – Executive Director • Phil Gaffney – Independent NED • Steve Livingstone – Independent NED • Anne McMeel – TfL nominated NED • Nelson Ogunshakin – TfL nominated NED • Andy Pitt – DfT nominated NED • Nick Raynsford – Deputy CRL Chair, Independent NED • Jo Valentine – Independent NED 				
Item 13 AOB	<p>AOB</p> <p>There was no other business.</p>				
Item 14 55/21	<p>CRLB 55/21 – Project Representative (PRep) Report Period 4 including CRL's Response to Sponsors; and PRep Draft Sponsor Summary Report Period 5 and cover letter</p> <p>This item was for information only.</p>				
Item 15 56/21	<p>CRLB 56/21 – Periodic Assurance Report Period 5</p> <p>This item was for information only.</p>				
Item 16 BD CBR 200917	<p>Crossrail Board Report Period 5</p> <p>This item was for information only.</p>				
Item 17	<p>Minutes of Board Committees for Reference</p> <p>The Board received the following minutes for reference:</p> <table border="1" style="width: 100%;"> <tr> <td style="width: 50%;">Audit and Assurance Committee</td> <td style="width: 50%;">AAC MIN 200617 AAC MIN 200724</td> </tr> <tr> <td>Investment Committee</td> <td>IC MIN 200805</td> </tr> </table>	Audit and Assurance Committee	AAC MIN 200617 AAC MIN 200724	Investment Committee	IC MIN 200805
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Signed by:
Tony Meggs – Chair

