



CROSSRAIL BOARD

**Minutes of the Meeting of the Board of Directors of Crossrail Limited
Held on Thursday 25 June 2020 at 9:00
Remotely, via Microsoft Teams**

Members:	In Attendance:	Apologies:
Tony Meggs <i>CRL Chair</i>	Funmi Amusu <i>Head of Secretariat</i>	
Sarah Atkins <i>Non-executive Director</i>	Susan Beadles (Items 2-9 only) <i>General Counsel & Company Secretary</i>	
Kathryn Cearns <i>Non-executive Director</i>	Carole Bardell-Wise (Item 5 only) <i>HSQE Director</i>	
Jim Crawford <i>Chief Programme Officer</i>	Rob Carr (Item 10 only) <i>Programme Transition and Assurance Director</i>	
Phil Gaffney <i>Non-executive Director</i>	[REDACTED] <i>Project Representative</i>	
Steve Livingstone <i>Non-executive Director</i>	Stacey Kalita (Item 9 only) <i>Head of Finance</i>	
Rachel McLean (Items 2-4&6 only) <i>Chief Finance Officer</i>	Simon Kirby (Items 2-10 only) <i>Chair, Crossrail Advisory Panel</i>	
Anne McMeel (Items 2-10 only) <i>Non-executive Director</i>	Andy Lord (Items 11-18 only) <i>MD, London Underground and TfL Engineering</i>	
Nelson Ogunshakin <i>Non-executive Director</i>	Rob Scopes (Item 10 only) <i>Programme Controls Director</i>	
Andy Pitt <i>Non-executive Director</i>	Howard Smith <i>Chief Operating Officer</i>	
Nick Raynsford <i>Deputy CRL Chair</i>	Mark Somers (Item 10 only) <i>Programme Integration Director</i>	
Jo Valentine <i>Non-executive Director</i>	David Stacey (Item 10 only) <i>Head of Finance, Programme Delivery</i>	
Mark Wild <i>CEO</i>	Stuart Westgate (Items 7-10 only) <i>Head of Programme Assurance</i>	
	Angela Williams <i>Chief People Officer</i>	
	Sponsors Debrief:	
	Simon Adams (Item 18 only) <i>Crossrail Joint Sponsor Team</i>	
	Mike Brown (Item 18 only) <i>TfL</i>	
	Nicola Cox (Item 18 only) <i>TfL</i>	
	Ruth Hannant (Item 18 only) <i>DfT</i>	
	Simon Kilonback (Item 18 only) <i>TfL</i>	
	Alex Luke (Item 18 only) <i>DfT</i>	
	Shashi Verma (Item 18 only) <i>TfL</i>	

The meeting was quorate.

Item 1 NEDs	<p>Non-Executive Directors (NEDs) only Session including update on recent Remuneration and Nomination Committee meeting on 12 June 2020</p> <p>A NEDs only session was held at the start of the meeting. The NEDs received an update on the recent Remuneration and Nomination Committee meeting on 12 June 2020.</p>
Verbal	<p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</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 business.</p> <p>There were no interests declared in relation to the business of the meeting.</p>
Item 3 BD MIN 200528	<p>Minutes of the Meeting of the Board held on 28 May 2020</p> <p>The Board APPROVED the minutes of the meeting held on 28 May 2020 for signature.</p>
Item 4 BD AC 200625	<p>Actions and Matters Arising</p> <p>21.12 – 3 Key Messages – the Board reiterated that these should be provided at every Board meeting as a standing ‘for information’ item. The Board also REQUESTED that an updated Communications Strategy containing the headline internal and external messages should be presented to the Board on 23 July 2020;</p> <p>Action: Mark Wild/ Alex Kaufman</p> <p>The Board NOTED the updates to all the other ‘due’ actions, which were either complete, had detailed updates against them or were covered by the agenda for the day’s meeting.</p>
29/21	<p>CRLB 29/21 – Execution of Deeds</p> <p>At this point the Board considered an additional item on the signatories authorised by the Board to execute deeds.</p> <p>The Board received a paper requesting approval to extend the period during which changes agreed at the Board meeting on 26 March 2020 were effective; and to re-appoint two people as authorised signatories to execute deeds made by CRL (a reduction from the original number of five additional authorised signatories approved at the Board meeting on 26 March 2020). This was proposed as a continued, interim measure for a further three months, to give additional resilience during the COVID-19 pandemic.</p> <p>The Board APPROVED:</p> <ul style="list-style-type: none"> • The retention of the temporary changes agreed previously at the Board meeting on 26 March 2020, to paragraph 3.4 (Authority to Execute Deeds) of the Scheme of Authorities) for a further 3-month period; and • The re-appointment of the following people to execute deeds made by

	<p>CRL with an authority level of [REDACTED], subject to the amount of Investment Authority that had been granted, for a further 3-month period:</p> <ul style="list-style-type: none"> ○ [REDACTED] ■ [REDACTED] <p>each of whom would be appointed an attorney.</p>
<p>Item 5 Verbal</p>	<p>Health and Safety Update including an Update on COVID-19</p> <p>The Board NOTED the following:</p> <p><i>Period 2 Performance</i></p> <ul style="list-style-type: none"> • There was one Lost Time Case – a manual handling injury at C405 (Paddington) and the remainder of the Period was green. <p><i>Highlights from Period 3</i></p> <ul style="list-style-type: none"> • There had been an alert regarding non-compliance with procedural requirements for entering into Dynamic Testing (DT). The risk of an incident occurring was low, nevertheless, an investigation had been launched into this issue. The Board required confidence that the issue was being properly addressed and AGREED that the outcome of the investigation should be shared with Phil Gaffney; <p>Action: Carole Bardell-Wise</p> <ul style="list-style-type: none"> • An electric shock incident had occurred at Liverpool Street station. <p><i>SHELT</i></p> <ul style="list-style-type: none"> • Following the mobilisation of a sub-group of SHELT to consider visible safety leadership, it had been agreed that using a very coordinated approach, site engagement visits would be carried out by leaders to boost site staff morale and to demonstrate safety leadership. <p><i>General Updates</i></p> <ul style="list-style-type: none"> • Display Screen Equipment assessments were being carried out with staff, to provide support for productive and safe home working; • Plans were ongoing for Stepping Up Week (SUW); and • The aim was to include the Target Zero improvement plan in the People Plan. <p>The Board highlighted the recent Government announcement on the reduction of social distancing from 2m to 1m+. It was NOTED that the potential impact of this change at Crossrail sites would be considered carefully by CRL and its contractors before making any change. The Board REQUESTED clarity on the potential impact of moving from 2m to 1m+.</p> <p>Action: Carole Bardell-Wise</p>
<p>Item 6 21/21</p>	<p>CRLB 21/21 – Project Representative (PRep) Report Period 1 including CRL’s Response to Sponsors; and PRep Draft Sponsor Summary Report Period 2 and cover letter</p> <p>The Board NOTED the PRep report for Period 1 including CRL’s response to</p>

	<p>the Sponsors and the draft PRep report for Period 2, including the cover letter.</p> <p>The Board NOTED the following:</p> <ul style="list-style-type: none"> • The questions raised by the PRep in the cover letter to their draft report for Period 2, relating to i) how completion of the construction blockade works was supported by realistic productivity rates and supply chain commitment; ii) how Staged Completion for Familiarisation would de-risk the programme and deliver benefits to an earliest date for an operational railway; and iii) with CRL's short term focus on schedule and cost, how reliability growth had been protected to enable the earliest opportunity for trial operations and revenue service. Immediate responses to the questions raised by the PRep were provided, which would be more particularly addressed in the management response to the PRep report for Period 2; and • The ongoing work to address the issue of retaining critical resources – the immediate extension of those resources [REDACTED] [REDACTED] determining the individual key talent that needed to be retained; and considering how to use the additional resources that could be obtained from TfL. The Board AGREED that a clear matrix on critical resources required for the programme including how this was being managed, should be presented at the next Performance Engagement Forum (PEF) on 22 July 2020; <p>Action: Angela Williams</p> <p>The Board NOTED that the tone of the PRep reports were becoming somewhat judgemental. The reports were prepared for the Sponsors and shared with the public. While respecting their complete independence, PRep was asked to consider the overall tone and balance of their reports.</p>
<p>Item 7 22/21</p>	<p>CRLB 22/21 – Periodic Assurance Report Period 2</p> <p>The Board NOTED the key points raised in the Periodic Assurance Report for Period 2 in relation to: the continued expediting of completion works on and off-site while developing recovery and completion plans and despite the restrictions brought about by COVID-19; the key priority to undertake coordinated Line of Defence 2 (LoD2) and LoD3 assurance of the Delivery Control Schedule (DCS) 1.1 [REDACTED] [REDACTED] [REDACTED] [REDACTED] the blockade scope and timing; scope items management and coordination; and LoD3 (TfL Internal Audit) action tracking. It was also NOTED that the report highlighted that the change in handover process that had been introduced had been very positive.</p> <p>The Board AGREED that the report on the root causes of EOP delays should be shared with the Board.</p> <p>Action: Stuart Westgate</p>
<p>Item 14 27/21</p>	<p>CRLB 27/21 – Crossrail Advisory Panel Update</p> <p>At this point, the Board considered the Crossrail Advisory Panel update.</p> <p>The Board NOTED the focus of the Panel, in the last four weeks, on the following: train control software; operational readiness; COVID-19 recovery [REDACTED]; readiness to transition into the ROGs environment; and Integrated Delivery Team (IDT) review, with a specific focus on virtual completion of assurance documentation.</p>

- It was necessary to have a plan for the completion of the whole railway [REDACTED];
- Clarity was necessary on what was realistically achievable regarding developing a robust DCS 1.1 for formal submission to the Board on 23 July 2020;
- [REDACTED]
- In developing the DCS 1.1 for the Board in July 2020, clarity should be provided to the Board on: mitigations/ opportunities to increase reliability growth; whether there was any benefit of early handover as a trade-off; the current overall fleet mileage; and the considerable step-up in mileage that would be necessary for Stage 4A; and
- [REDACTED]

Item B – AFDCD and Risk Update

The Board received a paper providing an update on the latest status of the AFDCD and risk forecast, which was to be read in conjunction with the DCS 1.1. paper and the Period 2 Board Report.

The Board **NOTED** the following:

- the Period 2 cost outturn;
- the current AFDCD forecast, which had been estimated based on project cost and risk submissions and updated for the Period 2 schedule data along with programme-level assessments, represented an emerging view rather than a fully substantiated position; and
- that the formal DCS 1.1 submission and associated AFDCD forecast would be presented to the Board on 23 July 2020, following validation of the productivity and underlying assumptions and further work to scrutinise and assure cost estimates.

The Board also **NOTED** the following points highlighted by one of the NEDs, which were raised at the Audit and Assurance Committee (AAC) meeting on 17 June 2020:

- It was important to ensure that the risk of management override mentioned within the EY Audit Results Report for the year ended 31 March 2020 was considered by the Executive team within their monthly reporting;
- Fraud awareness should be rolled out beyond the commercial and finance teams;
- In relation to whistleblowing, it was necessary to cascade the new TfL Safeline number down to staff; and
- [REDACTED]

	<p style="text-align: center;">[REDACTED]</p> <p style="text-align: center;">[REDACTED]</p>
<p>Item 11 25/21</p>	<p>CRLB 25/21 – Elizabeth line Transition Workstream</p> <p>The Board received a paper explaining the proposed approach to the overall transition workstream and the various activities that would be required to ensure the gradual transfer of activities and accountabilities from CRL to TfL and the effective delivery of the Elizabeth line. The transition workstream would ensure that an effective organisation design was created and vital transition activities occurred. This was in support of the DCS 1.1 and aligned with the conditions in the TfL funding and financing agreement.</p> <p>The Board NOTED the four specific focus areas of the Elizabeth line transition plan: People, Governance, Obligations and Assets. Outputs from these areas would be tested and developed collaboratively with representatives from CRL, TfL and RfL.</p> <p>The Board ENDORSED the proposed approach and NOTED the Elizabeth line transition plan and next steps.</p> <p>The Board also NOTED the following:</p> <ul style="list-style-type: none"> • It was key to maintain this workstream as a transition plan and not a demobilisation plan; • It was necessary to ensure clarity on: the policy for hiring; the IDTs; and the management of [REDACTED] role and resources on the programme; • The transfer of institutional knowledge should be captured; • The use of in-house key resources from TfL should be considered. It was an opportunity to train the next generation; • There was an opportunity to delayer the governance process; and • Engagement with the Sponsors was ongoing with regard to progressing CRL’s governance and the Board would be kept informed of this.
<p>Item 12 Verbal</p>	<p>Update on Engagement with TfL</p> <p>The Managing Director of London Underground and TfL Engineering, Andy Lord, provided a verbal update on engagement with TfL.</p> <p>The Board NOTED the update including the following:</p> <ul style="list-style-type: none"> • Performance of TfL Rail had been good; however, it was necessary to have confidence in the Network Rail infrastructure and also in the software on the Class 345 trains; • Progress had been made with pulling the Elizabeth line into TfL and readiness of TfL to receive the railway; • The Elizabeth Line Readiness Group continued to meet fortnightly, attended by the CRL CEO, Mark Wild and Andy Lord, who also remained joined up via weekly catch ups; • Discussions on transition and governance had been positive and the importance of simplifying the governance structure was clear; and • Areas that required attention and management included the slippage of handover dates; clarity on outstanding works and responsibility for

	<p>completing these works; finalisation of the DCS; the operational readiness process for trial running and trial operations to ensure a reliable and robust railway. All of these were underpinned by a complete focus on safety.</p>				
Item 13 26/21	<p>[REDACTED]</p> <p>[REDACTED]</p>				
Item 15 28/21	<p>CRLB 28/21 – Board Effectiveness Review – Update on Implementing Recommendations</p> <p>This Item was for information only.</p>				
Item 16	<p>Minutes of Board Committees for Reference</p> <p>The Board received the following minutes for reference:</p> <table border="1"> <tr> <td>Investment Committee</td> <td>IC MIN 200512</td> </tr> <tr> <td>Audit and Assurance Committee</td> <td>AAC MIN 200316</td> </tr> </table>	Investment Committee	IC MIN 200512	Audit and Assurance Committee	AAC MIN 200316
Investment Committee	IC MIN 200512				
Audit and Assurance Committee	AAC MIN 200316				
Item 17	<p>Verbal updates of Recent Board Committee meetings</p> <p>The following points are further to notes provided by the Chair of the AAC, Anne McMeel, in relation to the recent AAC meeting on 17 June 2020:</p> <ul style="list-style-type: none"> • It was necessary to have NED involvement in the identification of strategic risks; • [REDACTED] • The Turner & Townsend report on CRL’s business continuity was very helpful and it was important for management’s response to the report to be built into the recovery plan. 				
Item 18 Verbal	<p>De-brief Discussion with the Sponsors</p> <p>The Board provided the Sponsors with an overview of the matters that had been considered during the meeting, highlighting the following: [REDACTED]; [REDACTED]; the good health and safety record and noting of the ongoing investigation with regard to procedural failures in the handover of assets; the decision of SHEL T to allow carefully coordinated senior site visits to boost the morale of staff; consideration of the independent assurance reports (the PRep reports, Periodic Assurance report and Crossrail Advisory Panel update), noting that the language used in the PRep reports came across as judgemental and the need for a balanced tone; noting of the detail and logic in the DCS and the need for more comfort around the completion of stations and the pathway into passenger operation; consideration of the transition plan (not a demobilisation plan), noting of the need to simplify the governance structure and noting that high level thinking on this had been shared with the Sponsors earlier in the day; noting of the update by Andy Lord on engagement with TfL; noting of the rationalisation of resources across CRL and TfL; noting of the need to be supportive of the Executive team and mindful of the pressure that they were under.</p> <p>The DfT welcomed the positive feedback on the ongoing work on the DCS; appreciated the continued good health and safety performance; [REDACTED]</p>				

	<p>highlighted the challenge of delivering the project within the existing funding and time and noting that it would be helpful to provide reflections on this (including possible trade-offs in scope and reductions in cost) at the next Board meeting; noted that cultural challenges were being addressed; highlighted that the DfT were due to provide an annual update to Parliament before Parliament would rise for summer on 21 July 2020 and that there would be engagement and alignment with CRL and TfL on the contents of the update.</p> <p>TfL were pleased that health and safety continued to be a high priority on the programme; highlighted the need to remain focused on the fundamentals (i.e. schedule and cost), to ensure that the project was delivered; highlighted the need to manage over-optimistic productivity rates, noting that the Board was focused on scrutinising the assumptions behind the different forecasts; and noted the need for allocating resources effectively.</p> <p>As this was his last meeting with the Board, the TfL Commissioner, Mike Brown, expressed his thanks to the Board and the Executive team and wished them all the best with completing the project. The Board thanked Mike Brown for all his support and guidance and wished him well in his new job.</p>
<p>Item 19 AOB</p> <p>Verbal</p>	<p>AOB</p> <p>Board Lookahead</p> <p>The Board took the Board Lookahead as NOTED.</p> <p>There was no other business.</p>
<p>Chair's action 30/21</p>	<p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <ul style="list-style-type: none"> ■ [REDACTED] ■ [REDACTED]

Signed by:
Tony Meggs – Chair

[REDACTED]