



CROSSRAIL BOARD

**Minutes of the Meeting of the Board of Directors of Crossrail Limited
Held on Thursday 27 February 2020 at 11:15
10Boardroom01, 5 Endeavour Square, Stratford, London E20 1JN**

Members:	In Attendance:	Apologies:
Tony Meggs <i>CRL Chair</i>	Funmi Amusu <i>Head of Secretariat</i>	Sarah Atkins <i>Non-executive Director</i>
Jim Crawford <i>Chief Programme Officer</i>	Carole Bardell-Wise (Items 4-5 only) <i>Health and Safety Director</i>	Kathryn Cearns <i>Non-executive Director</i>
Steve Livingstone <i>Non-executive Director</i>	Dawn Barker (Item 11 only) <i>Human Resources Director</i>	Phil Gaffney <i>Non-executive Director</i>
Rachel McLean <i>Chief Finance Officer</i>	Susan Beadles <i>Head of Legal Services & Company Secretary</i>	
Anne McMeel <i>Non-executive Director</i>	Mark Cooper (Items 6-8 & 12 only) <i>Chief Projects Officer</i>	
Nelson Ogunshakin <i>Non-executive Director</i>	██████████ (Item 13 only) <i>Project Representative</i>	
Andy Pitt <i>Non-executive Director</i>	Simon Kilonback (Items 2-12&17 only) <i>TfL</i>	
Nick Raynsford <i>Deputy CRL Chair</i>	Simon Kirby (Items 2-16 only) <i>Crossrail Advisory Panel</i>	
Jo Valentine <i>Non-executive Director</i>	Ailie MacAdam (Items 2-8 only) <i>Bechtel Limited</i>	
Mark Wild <i>CEO</i>	Hannah Quince <i>Chief of Staff</i>	
	Howard Smith <i>Chief Operating Officer</i>	
	Stuart Westgate (Items 6-8 only) <i>Head of Programme Assurance</i>	
	Simon Adams (Item 17 only) <i>Head of Crossrail Joint Sponsor Team</i>	
	Matt Lodge (Item 17 only) <i>DfT</i>	
	Andy Lord (Item 17 only) <i>TfL</i>	
	Alex Luke (Item 17 only) <i>DfT</i>	
	Polly Payne (Item 17 only) <i>DfT</i>	

The meeting was quorate.

Item 1 NEDs	Non-Executive Directors (NEDs) only Session A NEDs only session was held before the meeting.
Item 2	Welcome and Declarations of Interest The Chair welcomed Board members and attendees. 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>business.</p> <p>There were no interests declared in relation to the business of the meeting.</p>
<p>Item 3 BD MIN 200130</p>	<p>Minutes of the Meeting of the Board held on 30 January 2020</p> <p>The Board APPROVED the minutes of the meeting held on 30 January 2020 for signature.</p>
<p>Item 4 BD AC 200227</p>	<p>Actions and Matters Arising</p> <p>20.119 – Top 10 CRL and TfL Risks – this action had been expanded to include TfL subsidiaries. The Board AGREED that the joint risks between CRL and TfL subsidiaries should be reviewed at the Elizabeth Line Readiness Group (ELRG) meeting on 6 March 2020 and circulated afterwards to Board members by 13 March 2020;</p> <p>Action: Rachel McLean/ Howard Smith</p> <p>20.161 – Increased Board H&S oversight – it was agreed that a NED representative should be invited to the Executive Group meetings in Week 1 for the health and safety review session. NEDs could also monitor health and safety management by engaging with the contractors at their allocated sites.</p> <p>20.175 – Siemens health and safety – it was NOTED that the narrative of a letter to Siemens congratulating them on their transparent health and safety culture had changed slightly following an incident, however, the letter would still be sent to [REDACTED] Siemens.</p> <p>20.180 – Crossrail Advisory Panel report on the latest DCS – a draft response had been prepared and would be shared with the Board.</p> <p>20.137 – Delivery Strategy (CRL Organisation) – this had been discussed at a private session of the Board earlier in the day. It had been agreed that a joint task force between CRL (made up of a small group of NEDs namely Sarah Atkins, Kathryn Cearns and Steve Livingstone) and the Sponsors should be set up. The aim was to engage with all stakeholders and provide strategic context for the ELRG. This item would be discussed further at the Board Away Day scheduled for 25 March 2020 and Sponsors would be invited to join this discussion.</p> <p>20.178 – DCS 2.0 – it was NOTED that revision 1.1 of the Delivery Control Schedule (DCS) would be presented to the Board on 26 March 2020, rather than a full re-baseline. The DCS 1.1. would capture changes in the baseline performance to Period 10, which included [REDACTED].</p> <p>Action: Jim Crawford</p> <p>20.176 – Close out reports from Christmas incidents – the Board REQUESTED that an update on these incidents should be circulated to the Board prior to Network Rail (NR) attending the Board meeting in April 2020.</p> <p>Action: Carole Bardell-Wise</p> <p>With regard to the Communications Strategy for 2020, the Board REQUESTED that the top 3 messages for internal and external audiences</p>

	<p>should be discussed with the nominated group of Board members (Tony Meggs, Nick Raynsford, Jo Valentine and Nelson Ogunshakin), after which the strategy should be presented to the Board.</p> <p>Action: Alex Kaufman</p> <p>The Board NOTED the updates to all the other actions.</p>
<p>Item 5 Verbal</p>	<p>Health and Safety Update</p> <p>The Board NOTED the following:</p> <p><i>Westferry Circus (WFC) Coronavirus Alert</i></p> <ul style="list-style-type: none"> • Following an alert on Wednesday 26 February 2020 of a possible coronavirus case in the building where CRL offices were located at WFC, a cohort of the Executive Group was mobilised and it was decided that staff working at WFC should be guided away from the office whilst the incident was investigated and a deep clean of the building was undertaken. CRL staff returned to work on Thursday 27 February 2020 following a risk assessment and in line with TfL's policy, though staff from other companies had not; • The test results of the possibly infected individual would be ready in the next 24 – 72 hours; • The plan was to 'stand-up' the CRL Gold Response Team (GRT), to check in daily with TfL and align with them on the way forward. Consideration would be given to how to facilitate working from home and working collaboratively using other TfL offices; • The risk of the supply chain and agency staff on the project travelling from country to country was low as most of these staff were local. The Board highlighted the need for there to be more clarity around the arrangements concerning the coronavirus and it was NOTED that the TfL Chief Finance Officer (CFO), Simon Kilonback, would ensure that CRL was included in any guidance being issued by TfL. The Board aligned itself with the TfL guidance on the coronavirus and REQUESTED the following: <ul style="list-style-type: none"> a) that it should be made clear to CRL staff that CRL was following TfL's guidance on the coronavirus and that the guidance should be circulated to Board members; <p>Action: Alex Kaufman</p> b) an item should be included on the agenda for the next SHELТ meeting, requesting for the supply chain to make available and provide clarity on their policies on the coronavirus; <p>Action: Carole Bardell-Wise</p> <p><i>Headline for Period 11</i></p> <ul style="list-style-type: none"> • There were no incidents in Period 11.

	<p><i>Period 12 Performance – Accident and High Potential Near Miss (HPNM)</i></p> <ul style="list-style-type: none"> • There had been two incidents so far in the Period – one accident and one high potential near miss. The accident had occurred at Liverpool Street station where an operative sustained a broken arm when conducting a cable survey in the under-platform area. It was noted that the design of the area in which the accident occurred only allowed restricted access. Collaborative investigations conducted with Laing O’Rourke and Siemens had helped in identifying the root causes of the accident. These included: a step behind the operative which was not obvious; the lighting in the area not being adequate as the temporary lighting that had been installed for testing and commissioning had been removed, making the trip hazard less obvious; restricted access to the area; and insufficient control of the area by the Principal Contractor. The Board REQUESTED that they should be provided with Siemens’s and Laing O’Rourke’s assessments and action plans following the incident, as the removal of temporary lighting had now created a hazard that needed to be addressed; <p>Action: Carole Bardell-Wise</p> <ul style="list-style-type: none"> • The HPNM involved a person gaining unauthorised access to the trace. An Alstom TSO Costain (ATC) operative intervened, challenged the individual and escorted them off the trace without any incident. The HPNM was being investigated.
<p>Item 6 120/20</p>	<p>CRLB 120/20 – Delivery Control Schedule, AFDCD and Risk Update</p> <p>The Board received a paper which was to be read in conjunction with the Period 11 Board Report and provided an update on the status of the schedule, along with the latest AFDCD.</p> <p>The Board NOTED the following:</p> <p><i>Delivery Control Schedule (DCS)</i></p> <ul style="list-style-type: none"> • The latest forecast revealed a challenge of five and a half weeks in the critical path for assurance documentation which would need to be recovered to maintain the scheduled trial running [REDACTED] • Stations, Shafts and Portals continued to slip but were still about [REDACTED] away from being on the critical path; • The Routeway had been stable between Periods 10 and 11 and the Period 12 assessment, which was ongoing, also showed continued stability; • There had been some slippage in achieving Stage Completion 1 (SC1) at the stations, caused by technical and productivity issues. All stations had some float in the DCS, except for [REDACTED], which was on the critical path for Engineering Safety Justification (ESJ) delivery. It was anticipated that all stations would be able to deliver SC1 to support trial running; and • The key to keeping the programme stable was obtaining ESJ and completing the assurance documentation. A risk assessment of the current confidence for achieving this, taking into consideration the

trends and challenges, showed a risk of slippage of about [REDACTED]
 [REDACTED] The benefit of triaging the assurance documentation required for trial running had not yet been reflected in the forecast and should improve confidence. DCS 1.1 would take into consideration all mitigations and triages. Having a plan for the assurance challenge was crucial as not having one could influence the trial running [REDACTED]
 [REDACTED]

AFCDC

- The AFCDC had remained stable at £15.324m and scrutiny of risk and costs had led to the release of risk sums from Indirects and insurance premiums totalling about [REDACTED]
- There had been minor trend movements, with most of the projects remaining in a more stable position and the achievement of a [REDACTED] improvement; and
- While the AFCDC remained stable, the programme level contingency had been increased to [REDACTED] in anticipation of the challenges at [REDACTED]
 [REDACTED]

The Board **NOTED** the following:

- Early and appropriate intervention would ensure that the amount reserved as risk was not utilised;
- To minimise costs, it was important to empower the IDTs to make key decisions without being restricted by central management. It was considered that this could be a behavioural issue, with the IDTs possibly struggling with the authority they had been granted. Also, where the programme was interconnected, it was not possible to delegate authority for decisions to be made in isolation at individual sites;
- It was vital for the IDTs to be provided with clear instructions;
- A cultural change within central management was necessary, to turn the focus to providing support to the IDTs, rather than the other way around, and for there to be a slick process for the IDTs to receive rapid responses on matters escalated to management;
- It was **NOTED** that two key roles were being recruited: a Programme Integration Director – to act as the guiding mind on integration; and a Programme Transition and Assurance Director – to define the criteria for transition and act as the guiding mind for overall assurance; and
- To achieve Stage 4, a functional railway was required and the criteria for this was the ability to demonstrate very good performance into trial running. Pragmatic and intelligent decisions needed to be made on what was required for a functional railway.

[REDACTED]

[REDACTED]
 [REDACTED]
 [REDACTED]
 [REDACTED]

	<p>[REDACTED]</p>
<p>Item 7 121/20</p>	<p>CRLB 121/20 – Periodic Assurance Report Period 11</p> <p>The Board received the Periodic Assurance Report for Period 11 which provided an overview of the second line of defence assurance activities for the Period including an assessment of delivery confidence, functional assurance controls and risks. The Board commended the quality of the condensed report.</p> <p>The Board NOTED: the key points raised in the report relating to schedule and cost progress in Period 11; progress reporting inconsistencies; Completion Readiness Assessment 2 (CRAF2) findings; and the actions recommended for the Executive Group.</p> <p>The meeting NOTED the importance of ensuring a joined-up process with regard to the consents required, as the risk was that not obtaining a consent could delay the project.</p>
<p>Item 8 BD CBR 200227</p>	<p>Crossrail Board Report Period 11</p> <p>The Board NOTED the Board report for Period 11 including the following:</p> <ul style="list-style-type: none"> a) There had been good progress with the Tunnel Vent Systems. It was important to monitor the risk relating to the end to end testing on cross cutting systems. A glidepath with more granularity on closing this out would be included in the next Board report for Period 12; b) Door remedials had the potential to impact on SC1 certification and a progress update on this would be included in the next Board report for Period 12; c) The challenges with Romford Control Centre (RCC) had reduced, however, more work needed to be done on end to end integration testing with the RCC and visibility of this would be provided in the next Board report for Period 12; <p>The Board NOTED that the Board report for Period 12 would also highlight how items a) – c) above could influence getting into trial running.</p> <p>The Board highlighted the following:</p> <ul style="list-style-type: none"> • The need to provide more context whenever challenges and slippages on the programme were highlighted in the Board report; also, for more alignment between the Board report and materials considered at the Performance Engagement Forum (PEF), as the Board report seemed to present an unmitigated view of challenges and slippages on the programme, as opposed to the more up to date information considered at the PEF; • The Board questioned whether a full list of requirements to be completed before and after trial running had been produced yet; and when the positive effects of the mitigations and interventions would

	<p>begin to manifest. The Board NOTED that there was alignment with TfL on the sustainable trial running configuration. There were two lists of outstanding items i.e. the Element Outstanding Works List (EOWL) and Element Completion Handover Report (ECHR) and the aim was now to align both lists across the relevant parties. The Board highlighted the need for the final list of remaining works to include the value/ cost of the scope of works; and who would be responsible for carrying out the works;</p> <ul style="list-style-type: none"> • The scale of documentation to complete and assurance activity remaining was a challenge; and • A possible blockade to allow the completion of the routeway was being considered and the Board AGREED that an update on this would be provided at the next Board meeting on 26 March 2020. <p>Action: Jim Crawford</p>
<p>Item 9 122/20</p>	<p>CRLB 122/20 – Certified Information for Funding Drawdown date of 27 March 2020</p> <p>The Board received a paper asking the Board to consider approval of the CRL Certified Information as required under clause 5.3 of the Supplemental Agreement in relation to the 27 March funding drawdown.</p> <p>The Sponsors confirmed the continued immediate funding for the project while a new funding agreement was being put in place. The Sponsors also confirmed that the waiver was extended through the pre-election period and that CRL should provide a certificate in the same revised form provided in January 2020. The Sponsors stated that they would formally write to the CRL Chair and CRL CEO to confirm this.</p> <p>TfL also confirmed that their ‘letters of comfort’ to CRL, dated 30 August 2011 and 10 December 2018, remained in full force and effect.</p> <p>On that basis, the Board:</p> <ul style="list-style-type: none"> • APPROVED the Certified Information; and • AUTHORISED the CRL CFO or other Director to sign the certified information and submit this to the Sponsors on 28 February 2020.
<p>Item 10 123/20</p>	<p>CRLB 123/20 – Revision to the Scheme of Authorities</p> <p>The CRL Board received a paper seeking the Board’s approval of proposed revisions to the Scheme of Authorities (SoA) to reflect: recent and planned organisational changes; and changes to the level of delegation to the Investment Committee in the context of the Board Effectiveness review.</p> <p><i>Proposal 1: Investment Committee Authority Levels</i></p> <p>The Board AGREED that the quorum of Investment Committee meetings should be increased from one to two NEDs (taking the quorum to 4, made up of 2 NEDs and 2 of either the CFO, CEO or Chief Programme Officer).</p> <p>Action: Rachel McLean/ Secretariat</p> <p>Subject to implementing the agreed changes to the quorum of the Investment Committee, the Board APPROVED the following:</p>

- An increase in Investment Committee delegated authority from ██████ to ██████ with decisions notified to the Board through a 4 weekly Investment Committee Chair's report as per section 6.3 of the SoA; novel or contentious items would continue to be considered by the Board irrespective of value;
- Urgent Investment Authority (IA) requests above ██████ could be approved in principle by the Investment Committee, pending the Chair of the Investment Committee circulating a clear and complete paper to members of the Board for approval; and
- The grant of authority to the Investment Committee to settle third party claims up to ██████ (previously, the Investment Committee had no authority – Section 5.3 of the SoA).

It was **NOTED** that the authority of the Investment Committee to settle contractual claims and disputes remained unchanged at ██████, to allow the Board an additional level of oversight and decision making for items of this nature (Section 5.3 of the SoA).

Proposal 2: Commercial Incentives

The Board **DID NOT APPROVE** the proposal for the Board to delegate authority to the Investment Committee to approve any new incentives and/or any changes of any kind to existing incentives (which for the avoidance of doubt includes deferring any incentive dates or transferring amounts between incentives); that authority remained reserved to the Board under Section 5.4 of the SoA.

The Board **REQUESTED** that the effectiveness of the incentives, including those under the Common Incentives Framework, should be reviewed and presented to the Board for consideration, after which the Board would be able to decide on the level of delegation (if any) to the Investment Committee.

Action: Rachel McLean

Proposal 3: Organisational Change

The Board **APPROVED:**

- Amendments to the SoA to reflect recent and planned changes to personnel as follows:
 - Removal of the Deputy CEO post and the transfer of all delegated authorities held by this post to the Chief Programme Officer; and
 - Removal of the Programme Director post and the transfer of all delegated authorities held by this post to the Chief Project Officer.

The Board **NOTED** the revisions to the Investment Committee meeting structure as follows:

- In the future, in addition to specific paper approvals, standing items to be considered at Investment Committee meetings would include:
 - The overall position of IA and a forward look at papers for approval from the projects;
 - A review of cost to go; looking at changes in forecasts and how this relates to the cash flow forecast in both the long and short

	<p>term;</p> <ul style="list-style-type: none"> ➤ Commercial papers, including a standing item on the use and effectiveness of incentives; ➤ A report noting the grant of any authorities by the Executive; and ➤ Topical deep dives and updates, for example the Alternative Delivery Model (ADM).
<p>Item 11 124/20</p>	<p>CRLB 124/20 – 2019 Crossrail Limited Gender Pay Gap Report</p> <p>The Board received a paper updating the Board on the 2019 Crossrail Limited gender pay gap.</p> <p>The Board NOTED the following:</p> <ul style="list-style-type: none"> • The report covered the year until March 2019; • The report was disappointing, however, the situation had improved since then, with the CEO’s team currently made up of an almost balanced representation of male and female members, which would be reflected in the report for the following year; • Majority of the staff on the project were employed on fixed term contracts, via agencies or provided through the Programme Partner (PP) or Project Delivery Partner (PDP), and these staff were not included in the data in the report. The Board considered that it would be helpful to include a brief explanation on CRL’s diverse resourcing arrangements in the summary of the report and REQUESTED that the CEO summary in the report should be amended accordingly and presented to the CRL Chair for approval by Chair’s action; <p>Action: Mark Wild/ Tony Meggs</p> <ul style="list-style-type: none"> • The ratio of bonuses paid to men was higher than that paid to women because there were fewer women at senior management level in CRL. The Board considered that it was within CRL’s control to change this and highlighted their expectation for bonuses to be more balanced in the future; <p>Subject to the amendments agreed at the meeting, the Board:</p> <ul style="list-style-type: none"> • NOTED the gender pay requirements for the year ending 31 March 2019; and • AGREED to publish the gender pay gap report on the Crossrail website and submit calculations to the Government Equalities Office gender pay gap portal no later than 30 March 2020.
<p>Item 12 125/20</p>	<p>CRLB 125/20 – C610 Systemwide Main Works – Investment Authority</p> <p>The Board received a request for increased IA for C610 – Systemwide Main Works in the sum of [REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>

	<p>██████████ the Board:</p> <ul style="list-style-type: none"> • APPROVED the IA increase of ██████████, for contract C610 Systemwide Main Works; • DELEGATED AUTHORITY to the CFO to manage the release of the IA to C610; and • NOTED that ██████████ of the requested IA had been approved in advance by the CRL Chair on 14 February 2020, further to an agreement at the Investment Committee meeting on 12 February 2020 that this should be done by Chair's action, in order to enable payment of the periodic payment certificate due in February 2020. 		
<p>Item 13 126/20</p>	<p>CRLB 126/20 – PRep Report Period 10 including CRL's Response to Sponsors</p> <p>The Board NOTED the PRep report for Period 10 including CRL's response to the Sponsors.</p> <p>The PRep highlighted the following from the Period 11 Report:</p> <ul style="list-style-type: none"> • The need to remain focused on safety including the change in safety risk with the transfer from the construction rule book to the Rail for London (RfL) rule book; • It was necessary for the IDTs to impose themselves more, have a consistent approach across the individual teams, manage the behaviours of individuals within the teams and be empowered with the authority to make key decisions. The IDTs needed to be up and running quickly, to maximise gain; • It was necessary to progress plans for implementing the ADM; • There was concern about achieving trial running ██████████ as there was slippage in the delivery milestones; and there were challenges with staged handovers and acceptance of performance products by RfL; and RAB(C) assurance; and • It would be useful to introduce the PD+12 software as soon as possible ahead of trial running. 		
<p>Item 14</p>	<p>Minutes of Board Committees for Reference</p> <p>The Board received the following minutes for reference:</p> <table border="1" data-bbox="368 1711 1121 1789"> <tr> <td data-bbox="368 1711 852 1789">Investment Committee</td> <td data-bbox="852 1711 1121 1789">IC MIN 200115</td> </tr> </table>	Investment Committee	IC MIN 200115
Investment Committee	IC MIN 200115		
<p>Item 15 Verbal</p>	<p>Verbal update of Recent Board Committee</p> <p>The Board NOTED the updates on the recent Investment Committee meetings held on 12 and 25 February 2020.</p>		
<p>Item 16 AOB</p>	<p>AOB</p> <p><i>Crossrail Advisory Panel Update</i></p>		

	<p>The Board NOTED the intention to establish a 6-month rolling programme of items for the Crossrail Advisory Panel to focus on.</p> <p>There was no other business.</p>
<p>Item 17 Verbal</p>	<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: the action for the Board to set up a task force of NEDs to plan for the future organisation without distracting from ongoing work; the safety update on the Coronavirus and the intention to follow TfL's protocol on this and communicate the plan to the Board and wider organisation; the 7 week period with no safety incidents through to the end of Period 11; noting of one accident and one HPNM in Period 12 and the intention for NED attendance at focused health and safety sessions at Executive Group meetings; the continued stability of routeway completion dates and continued slippage within Stations, Shafts and Portals though not yet on the critical path; the intention for the revised DCS 1.1 to bring the programme in line with the current reality of the stage of completion of the project; the reduction in cost in the Period, allowing the addition to programme contingency funds; the various mechanisms being put in place to manage costs at [REDACTED]; the need to continue to manage cost; consideration of the Board report and the need for the next report to focus on the requirements for trial running and a safe operable railway; the efforts to get the IDTs fully staffed and functioning, with clear instructions and empowerment to make decisions within a well-defined framework; the Periodic Assurance report which highlighted the need to implement mitigations to enable the attainment of trial running [REDACTED]; the proposed amendments to the SoA; the Gender Pay Gap report, noting the need for improvement whilst acknowledging that there had been strides to balance the gender gap and noting the uniqueness of the organisation employing majority of its staff via agencies, the PP and PDP; the importance of being in ROGs in order to have meaningful trial running; the jointly held risks between CRL and other TfL subsidiaries that would be discussed at the ELRG; the additional roles being recruited to manage integration and assurance; the IA request which was above the delegated funding limit and the need for Sponsors to speedily finalise the arrangements for additional funding for the project; the criticality of the communications strategy for both internal and external audiences; the need for real evidence of the positive changes brought about by the interventions which had been put in place and of TfL pulling the project over the finish line; recognising that staff were under a considerable amount of pressure and highlighting the need to keep staff motivated and happy by celebrating successes more.</p> <p>TfL questioned whether the right balance was being struck between optimism and realism considering that the PRep report and PAR were highlighting a potential delay to the programme; emphasized the need for the PRep assurance process to be aligned with the current position of the project; noted the necessary significant cultural change that was required for the IDTs to be successful; questioned who the overall guiding mind was ensuring that IDT decision making was aligned; highlighted: the willingness of the Sponsors to assist with the assurance challenge; the ongoing work to pull the railway in; the need to hand over the assets in a safe condition to allow it to be safely operated; and the need to remain focused on bringing the railway into revenue earning service in the near future and the importance of implementing the ADM.</p> <p>The DfT echoed TfL's question on optimism bias and whether there was</p>

	currently a plan B for completing the project, in the event that significant further slippage occurred.
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Signed by:
Tony Meggs – Chair

