



CROSSRAIL BOARD

**Minutes of the Meeting of the Board of Directors of Crossrail Limited
Held on Thursday 23 July 2020 at 9:00
Remotely, via Zoom Technology and 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>	Tim Ball (Item 7 only) <i>NR Director, Elizabeth Line</i>	
Kathryn Cearns <i>Non-executive Director</i>	Carole Bardell-Wise (Item 6 only) <i>HSQE Director</i>	
Jim Crawford <i>Chief Programme Officer</i>	Susan Beadles <i>General Counsel & Company Secretary</i>	
Phil Gaffney <i>Non-executive Director</i>	██████████ (Items 7-12&18 only) <i>Project Representative</i>	
Steve Livingstone <i>Non-executive Director</i>	Mark Langman (Item 7 only) <i>NR Managing Director, Wales and Western</i>	
Rachel McLean <i>Chief Finance Officer</i>	Hannah Quince (Items 3-12&18 only) <i>Chief of Staff</i>	
Anne McMeel <i>Non-executive Director</i>	Howard Smith <i>Chief Operating Officer</i>	
Nelson Ogunshakin <i>Non-executive Director</i>	Stuart Westgate (Items 8-10 only) <i>Head of Programme Assurance</i>	
Andy Pitt <i>Non-executive Director</i>	Angela Williams <i>Chief People Officer</i>	
Nick Raynsford <i>Deputy CRL Chair</i>	Sponsors Debrief (Item 18 only)	
Jo Valentine (Items 1-12&18 only) <i>Non-executive Director</i>	Simon Adams <i>Crossrail Joint Sponsor Team</i>	
Mark Wild <i>CEO</i>	Andy Byford <i>TfL</i>	
	Nicola Cox <i>TfL</i>	
	Ruth Hannant <i>DfT</i>	
	Simon Kilonback <i>TfL</i>	
	Matt Lodge <i>DfT</i>	
	Alex Luke <i>DfT</i>	
	Shashi Verma <i>TfL</i>	

The meeting was quorate.

Item 1 NEDs	Non-Executive Directors (NEDs) only Session A NEDs only session was held at the start of the meeting.
Item 2 Verbal	████████████████████ ██ ██

	<p>of effective management of Ilford Depot power supply/ upgrade; and iii) the possible need for a power upgrade for Stage 4a. It was NOTED that contingency was built in to deliver the staged works, however some risks still existed and were being managed. The Board NOTED that some of these issues were discussed at the End to End Board meetings that was chaired by the Chief Operations Officer, Howard Smith, REQUESTED for more transparency on the deliberations/ conclusions of the End to End Board and AGREED that this should be included in Network Rail's next quarterly update to the Board;</p> <p>Action: Howard Smith/ Mark Langman/ Tim Ball</p> <p>The Board also AGREED that in the Delivery Control Schedule (DCS), it should be ensured that the new cardinal milestones contained appropriate end to end milestones.</p> <p>Action: Jim Crawford</p>
<p>Item 8 32/21</p>	<p>CRLB 32/21 – Project Representative (PRep) Report Period 2 including CRL's Response to Sponsors; and PRep Draft Sponsor Summary Report Period 3 and cover letter</p> <p>The Board NOTED the PRep report for Period 2 including CRL's response to the Sponsors and the draft PRep report for Period 3, including the cover letter.</p> <p>The Board NOTED the following:</p> <ul style="list-style-type: none"> • Recognition of the good progress in Period 3 in relation to: planned construction activities, with priority focus continuing on the final three shafts and portals; the production of O&M manuals; progress with DT; and software assurance tests nearing completion; • The questions raised by the PRep in the cover letter to their draft report for Period 3, relating to: i) the specific metrics that CRL would use to monitor and define the success of the construction blockade; ii) accountability for critical resource management and how this was included in the DCS; iii) CRL's detailed plans to mitigate routeway safety assurance as a critical path activity; and iv) how CRL would ensure physical works in the trial running period were minimised, to de-risk the start of trial operations. It was NOTED that these questions were being addressed as part of the work on the DCS. <p>The Board commended the quality of the PRep report for Period 3 and NOTED that senior management's responses to the questions raised in the reports was also improving, however, it would be helpful for there to be a key linkage between the issues raised and responses provided. The Board REQUESTED that in addition to this, as part of the DCS 1.1 output, the points/ issues raised in the PRep reports and Periodic Assurance reports should be addressed in an action plan showing how they were being mitigated.</p> <p>Action: Jim Crawford</p>
<p>Item 9 33/21</p>	<p>CRLB 33/21 – Periodic Assurance Report Period 3</p> <p>The Board NOTED the key points raised in the Periodic Assurance Report (PAR) for Period 3 in relation to: the focus on the development of the DCS 1.1; the scrutiny of readiness for the blockade which had driven out an understanding and alignment on scope and greater confidence in the</p>

	<p>probability of the blockade being successful prior to System Integration Dynamic Testing (SIDT) in readiness for trial running; more work to be done on stations readiness and incorporating this into the DCS; and the need for an organisational shift in culture to support the successful implementation of the DCS.</p> <p>The Board NOTED that it was key for the Executive team to ensure that the DCS 1.1 was embedded in the organisation using a clear communications process that provided clarity on the plan and filtered through to everyone including the supply chain.</p> <p>It was also NOTED that the EOP lessons-learned assessment contained in the PAR could have been more in-depth and more needed to be done around identifying the root cause of issues and managing them.</p>
<p>Item 34/21</p>	<p>CRLB 34/21 – Crossrail Advisory Panel Update</p> <p>The Board took the update as read and AGREED that it would be useful to ask the Panel to review software configuration management between CRL, Rail for London (RfL), NR and London Underground (LU).</p> <p>Action: Howard Smith</p>
<p>Item 11 Verbal</p>	<p>Delivery Control Schedule 1.1 and AFDC Update</p> <p><i>DCS1.1</i></p> <p>The Board received an update on the status of the DCS1.1 based upon Period 3 data and an overview of the recovery strategy for stations, to be considered in conjunction with the Period 3 Board Report, which contained in period performance detail.</p> <p>The Board NOTED the following:</p> <ul style="list-style-type: none"> • the status of development of the DCS1.1; • the draft stations recovery strategy which was now being used as the basis for planning within the CRL stations teams; • that the DCS1.1 baseline would be submitted to the Board in August 2020 for endorsement; and • [REDACTED] <p>The Board also NOTED the following:</p> <ul style="list-style-type: none"> • the range of dates for getting into trial running based on a successful blockade, NOTING that though there were some gaps in the blockade, it had been well planned and had some float included in it; • the outlined new approach on deconflicting CRL and operator resources for station completion and handover; • [REDACTED] • the further work to be done to ensure that the plan around stations was more refined;

	<ul style="list-style-type: none"> • [REDACTED] ■ [REDACTED] • the importance of ensuring that assurance work would be completed in time. It was NOTED that before the next Board meeting in August 2020, a session would be arranged for the Board to take them through the plans for completing assurance work. <p>The Board REQUESTED the following:</p> <ul style="list-style-type: none"> • clarity on the underlying metrics on productivity assumptions underlying DCS 1.1 and quantification of the works to be done; • [REDACTED] ■ [REDACTED] <p>Action: Jim Crawford</p> <p>[REDACTED]</p> <p><i>AFCDC</i></p> <p>The Board received an update on the emerging AFCDC forecast and NOTED the following:</p> <ul style="list-style-type: none"> • the emerging range of forecasts and the current state of maturity of the work; • the opinion of the Executive that the direction of travel made it improbable that the programme would be able to deliver planned scope and also remain within the “November 2019” funding range; • subject to the Board’s views, including on the adequacy and maturity of work carried out to date, the recommendation that this position was communicated to Sponsors; and • the planned next steps to further mature the forecast including confirmation of the stations delivery strategy and supply chain alignment and completion of the workforce plan to support the estimate of Indirect costs.
<p>Item 12 BD CBR 200723</p>	<p>Crossrail Board Report Period 3</p> <p>The Board NOTED the Board Report for Period 3 including the following:</p> <ul style="list-style-type: none"> • substantial improvements in the completion of O&M manuals; • better clarity on the blockade following the T-minus review, with a further review scheduled for the coming week to review resourcing;

	<ul style="list-style-type: none"> • implementation of track and trace procedures [REDACTED] • that the use of TR2 software had commenced on Melton and was working well; • updates on shafts and portals; stations attaining SC1; Bond Street station; the routeway and ongoing Bismark testing; and • the Board considered that a more consistent programme-wide approach to cyber-security should be taken.
<p>Item 13 35/21</p>	<p>CRLB 35/21 – Certified Information for Funding Drawdown date in August 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 21 August 2020 funding drawdown.</p> <p>The Board:</p> <ul style="list-style-type: none"> • APPROVED the certified information; and • AUTHORISED the Chief Finance Officer or other Director to sign the certified information and submit this to the Sponsors.
<p>Item 14 36/21</p>	<p>CRLB 36/21 – Transition Plan</p> <p>The Board received a paper outlining in more detail the execution of the transition plan and the progress made throughout July 2020 within each of the four workstreams: People and Organisation; Governance; Assets; and Obligations. The paper also outlined the draft People Strategy, communications narrative and proposed ways of working with TfL and sponsor representatives to ensure that the various activities were undertaken in a coordinated way to effectively manage the transition of Crossrail into the Elizabeth Line. It was NOTED that there was close alignment with TfL on all the ongoing work regarding transition including resource planning and retention.</p> <p>The Board ENDORSED the proposed approach and NOTED the Elizabeth line transition plan and next steps.</p> <p>The Board AGREED the following actions:</p> <ul style="list-style-type: none"> • an update should be provided to the Board in August 2020 on the actions taken to demonstrate implementation of the transition plan; • the latest information on governance transition should be shared with the Board; and • arrangements should be made for the sub-group of NEDs selected to assist the Executive team in developing the organisational transition plans (Sarah Atkins, Kathryn Cearns, Tony Meggs and Steve Livingstone) to meet in the following week. <p>Action: Tony Meggs/ Angela Williams</p> <p>[REDACTED]</p>
<p>Item 15 37/21</p>	<p>CRLB 37/21 – Communications Messaging</p>

	<p>This item was for information only and also formed part of agenda item 14 (Transition Plan).</p>		
<p>Item 16</p>	<p>Minutes of Board Committees for Reference</p> <p>The Board received the following minutes for reference:</p> <table border="1" data-bbox="368 331 1121 394"> <tr> <td data-bbox="368 331 852 394">Investment Committee</td> <td data-bbox="852 331 1121 394">IC MIN 200610</td> </tr> </table>	Investment Committee	IC MIN 200610
Investment Committee	IC MIN 200610		
<p>Item 17</p>	<p>Verbal updates of Recent Board Committee meetings</p> <p>The Board NOTED the verbal update on matters considered at the Investment Committee meeting held on 8 July 2020.</p>		
<p>Item 18 Verbal</p>	<p>De-brief Discussion with the Sponsors</p> <p>The Board welcomed Andy Byford, the Commissioner, to his first CRL Board Sponsor De-brief discussion.</p> <p>The Board provided the Sponsors with an overview of the matters that had been considered during the meeting, highlighting the following: the update on health and safety including the RIDDOR incident involving a fall through a hatch and the action to be taken regarding similar hatches on other Crossrail sites, noting that senior management had been undertaking coordinated site visits; noting of the NR On-Network Works quarterly update, the need to monitor whether a power upgrade would be required for Stage 4a and the ask from the Board for more visibility on the discussions at the End to End Board; noting of the independent assurance updates in the PRep, Periodic Assurance and Crossrail Advisory Panel reports including the improved quality of the PRep reports and management’s response; noting of the ongoing work on the DCS [REDACTED] [REDACTED] noting of the emerging cost forecast and noting that the Board and the organisation were working to be as realistic as possible in these forecasts; noting that more work was to be done on the stations and bottom up assurance; noting of good progress with configuration of software, train signalling and blockade planning and the need to take account of a possible spill over from blockade works; noting of the need to do more with regard to reliability growth for stepping up train mileage and the benefit of SIDT being as uninterrupted as possible; noting of the possibility of a second COVID spike with unknown outcomes; noting of the pressure that the Executive team were under in getting all this work done; and noting of the discussion at the NEDs only session on the alignment of the Board to rapidly move forward with the governance and transition plans.</p> <p>The Commissioner thanked the Board for the insightful and timely briefing and for their candour; highlighted that the two stations he had visited were very well built and that safety was apparent; [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] noted that all options for obtaining additional critical resources were being explored; and noted that stock market disclosure obligations had come into play, considered that more time was needed to finalise the work being done on schedule and cost and highlighted that an announcement would be made based on the preliminary information available, though not final.</p> <p>DfT were interested in understanding more around the confidence in the</p>		

	<p>delivery of the blockade, noted that the main challenge had been narrowing down the scope of the blockade and that contingency had been built into the plan including a back-up of 2 weeks in January 2021, set aside for finishing any residual testing. The Dft [REDACTED] [REDACTED] noted the need to monitor whether a power upgrade would be needed for Stage 4a and confirmed that the DfT would follow up with NR on this; [REDACTED] [REDACTED]</p>
<p>Item 19 AOB</p> <p>38/21</p>	<p>AOB</p> <p>CRLB 38/21 – Approval of Audited Financial Statements for the year ended 31 March 2020</p> <p>The Board received a paper briefing the Board on the current status of the CRL Annual Report and Financial Statements for the year ended 31 March 2020 and setting out the proposal for obtaining approval from the CRL Audit and Assurance Committee (AAC) and the Board.</p> <p>The Board NOTED that:</p> <ul style="list-style-type: none"> • Ernst and Young’s (EY’s) audit opinion was expected to be unmodified [REDACTED] [REDACTED] [REDACTED] • an extraordinary CRL AAC meeting was scheduled for Friday 24 July 2020 to endorse the Annual Report and Financial Statements for approval by the Board; and • the Board would then be required to approve the Annual Report and Financial Statements by correspondence by the end of Tuesday 28 July 2020. Unanimous approval would be required to enable the Chief Finance Officer (CFO) to sign the accounts before the TfL Board meeting on 29 July 2020. <p>There was no other business.</p>
<p>39/21</p>	<p>Post meeting note:</p> <p>CRLB 39/21 – Approval of Audited Financial Statements for the year ended 31 March 2020</p> <p><i>The Board received a paper, via circulation on Monday 27 July 2020, seeking the Board’s approval of the CRL Annual Report and Financial Statements for the year ended 31 March 2020, having considered the results of EY’s audit work and the recommendation of the CRL AAC.</i></p> <p><i>The Board unanimously:</i></p> <ul style="list-style-type: none"> • REVIEWED and APPROVED the Annual Report and Financial Statements for the year ended 31 March 2020; • AUTHORISED the CFO to sign the ‘Directors’ Report’, ‘Strategic Report’ and ‘Statement of Financial Position’; • AUTHORISED the CFO to sign the Representation Letter; and

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| | <ul style="list-style-type: none">• AUTHORISED the CFO to make any necessary minor amendments. |
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Signed by:
Tony Meggs – Chair

