



CROSSRAIL BOARD

**Minutes of the Meeting of the Board of Directors of Crossrail Limited
Held on Thursday 26 March 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>	Andy Pitt <i>Non-executive Director</i>
Sarah Atkins <i>Non-executive Director</i>	Carole Bardell-Wise (Item 5 only) <i>Health and Safety Director</i>	
Jim Crawford <i>Chief Programme Officer</i>	Susan Beadles <i>General Counsel & Company Secretary</i>	
Kathryn Cearns <i>Non-executive Director</i>	Colin Brown (Items 2-6 only) <i>Technical Director</i>	
Phil Gaffney <i>Non-executive Director</i>	██████████ (Items 2-16 only) <i>Project Representative</i>	
Steve Livingstone <i>Non-executive Director</i>	██████████ (Items 2-16 only) <i>Project Representative</i>	
Rachel McLean <i>Chief Finance Officer</i>	Simon Kirby (Items 2-16 only) <i>Crossrail Advisory Panel</i>	
Anne McMeel <i>Non-executive Director</i>	Ailie MacAdam (Items 2-9 only) <i>Bechtel Limited</i>	
Nelson Ogunshakin <i>Non-executive Director</i>	Hannah Quince <i>Chief of Staff</i>	
Nick Raynsford <i>Deputy CRL Chair</i>	Howard Smith <i>Chief Operating Officer</i>	
Jo Valentine <i>Non-executive Director</i>	Simon Adams (Item 24 only) <i>Head of Crossrail Joint Sponsor Team</i>	
Mark Wild <i>CEO</i>	Mike Brown (Item 24 only) <i>TfL</i>	
	Alex Luke (Item 24 only) <i>DfT</i>	
	Polly Payne (Item 24 only) <i>DfT</i>	
	Shashi Verma (Item 24 only) <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	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 business. There were no interests declared in relation to the business of the meeting.

<p>Item 3 BD MIN 200228</p>	<p>Minutes of the Meeting of the Board held on 28 February 2020</p> <p>The Board APPROVED the minutes of the meeting held on 28 February 2020 for signature.</p>
<p>Item 4 BD AC 200326</p>	<p>Actions and Matters Arising</p> <p>20.137 – Delivery Strategy (CRL Organisation) – this was the single agenda item discussed at the Board Away Day on 25 March 2020. The Executive Directors were tasked with carrying out further work around the future organisation and presenting to the Board on 30 April 2020.</p> <p>20.196 – Joint risks: CRL and TfL subsidiaries – these risks were discussed at the last Elizabeth line Readiness Group (ELRG) meeting, however, due to the current circumstances with COVID-19, discussions had not progressed much further.</p> <p>20.180 – Crossrail Advisory Panel report on the latest DCS – the Board NOTED that the management response to the report would be circulated that day.</p> <p>The Board NOTED the updates to all the other ‘due’ actions, some of which were complete or covered by the agenda for the day’s meeting.</p>
<p>Item 5 Verbal</p>	<p>Health and Safety Update</p> <p>The Board NOTED the following:</p> <p><i>Period 12 Performance</i></p> <ul style="list-style-type: none"> • There had been nine incidents in Period 12 including: five accidents (two Lost Time Incidents – an injured finger and a twisted ankle; two Lost Time Case RIDDORS – a back injury and a back & elbow injury; and 1 RIDDOR – a broken arm); one Dangerous Occurrence (smoke and flames after a loud bang at a site boundary hoarding); and three High Potential Near Misses (HPNMs) (site hoarding blown over during Storm Ciara; engineering train striking line side equipment; and unauthorised access to the trace). <p><i>Period 13 Performance</i></p> <ul style="list-style-type: none"> • There had been no incidents so far in the Period. <p><i>COVID-19 Update</i></p> <ul style="list-style-type: none"> • The workforce was adapting well to the circumstances and remote working was progressing well. A process had been set in place for reporting absenteeism related to COVID-19; and • The Gold Response Team (GRT) continued to meet daily and four Silver Response Teams had been set up with the Chief Projects Officer, Mark Cooper, responsible for response; Programme Integration Director, Mark Sommers, responsible for recovery; HSQE Director, Carole Bardell-Wise, responsible for health and safety; and General Counsel, Susan Beadles, responsible for professional services and support. <p><i>Safe Stop</i></p>

	<ul style="list-style-type: none">• A Safe Stop to physical construction work on Crossrail sites was enacted at 17:00 on 25 March 2020 to protect the safety of the workforce. CRL was one of the first construction companies to implement this; and• There remained small teams of workers on sites for maintaining safety, security and critical maintenance activities. <p><i>Remobilisation</i></p> <ul style="list-style-type: none">• Work was now ongoing to consider the requirements for a safe restart of construction work, dynamic testing, work on the routeway etc. A recovery plan for remobilising work on the project was being prepared and scenarios were being worked up. This work was being undertaken in alignment with the TfL finance, commercial and legal teams.
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<p>Verbal</p>	<p>[REDACTED], Simon Kirby and Ailie MacAdam left the meeting for this item.</p> <p>At this point, the Board received a commercial update on the supply chain.</p> <p>The Board NOTED the following:</p> <p>[REDACTED]</p> <ul style="list-style-type: none">■ [REDACTED]■ [REDACTED]■ [REDACTED]■ [REDACTED] <p>[REDACTED]</p> <ul style="list-style-type: none">■ [REDACTED] <p>[REDACTED]</p> <ul style="list-style-type: none">■ [REDACTED]
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	<ul style="list-style-type: none"> • [REDACTED] <p>[REDACTED]</p> <ul style="list-style-type: none"> • [REDACTED] <ul style="list-style-type: none"> • [REDACTED] <ul style="list-style-type: none"> • [REDACTED] <ul style="list-style-type: none"> • [REDACTED] <ul style="list-style-type: none"> • [REDACTED] <p>[REDACTED]</p> <ul style="list-style-type: none"> ■ [REDACTED]
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<p>Item 6 127/20</p>	<p>CRLB 127/20 – Programme Performance Update</p> <p>The Board received a Programme Performance Update and NOTED the following:</p> <ul style="list-style-type: none"> • Stations, Shafts and Portals (SSPs) continued to slip and an investigation would be carried out into this continued slippage; • There had also been some slippage with the routeway, however, except for Platform Screen Doors (PSDs), all the Engineering Safety Justifications (ESJs) had been completed; • Regarding SC1, there were challenges relating to doors, fire certificates and lifts; • All these challenges would be further impacted by the COVID-19 pandemic and taken into account in the recovery plan;
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- Some of the handover dates had moved and mitigations had been agreed for addressing these;
- [REDACTED]
- Progress continued with the triaging of the Elements Outstanding Works List (EOWLs) and consideration was being given to how to reduce the documentation for each element and chapter;
- Key themes and actions from an assurance review workshop held on 24 March 2020 were **NOTED**. The main risk identified related to complex systems and interfaces. It was also **NOTED** that it was essential to keep the Railway Assurance Board (Crossrail) (RAB(C) informed offline to increase their level of confidence in the assurance process. The NEDs and the Crossrail Advisory Panel Chair offered their assistance with liaising with the Assessment Body (AsBo), Notified Body (NoBo) and Office of Rail and Road (ORR) and **NOTED** that the Executive team would engage with the Advisory Panel on where and how they could provide support in the regulatory assurance and approval process; and
- More planning was necessary prior to finalising the DCS 1.1 and preliminary scenarios were being developed to address the current uncertainty.

Item 7
128/20

CRLB 128/20 – Delivery Control Schedule, AFCDC and Risk Update

The Board received a paper which was to be read in conjunction with the Period 12 Board Report and provided an update on the status of the schedule, along with the latest AFCDC forecast.

The Board **NOTED** the following:

Delivery Control Schedule (DCS)

- This had been considered under the Programme Performance Update (Item 6) above.

AFCDC

- The AFCDC had increased by £74m from £15.324m to £15,398m. The two main drivers for the increase were: [REDACTED] due to the change in schedule milestone dates; and [REDACTED] due to costs for delivering [REDACTED] offset by a programme risk drawdown.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

	<p>[REDACTED]</p> <ul style="list-style-type: none"> The Board REQUESTED that a separate record should be kept of any incremental costs that were due to the current COVID-19 pandemic; and <p>Action: Rachel McLean</p> <ul style="list-style-type: none"> Productivity remained at a third of the plan for the Period and there appeared to be a slippage every Period due to unrealistic expectations. It was key to adjust expectations to align with what was realistically achievable.
<p>Item 8 129/20</p>	<p>CRLB 129/20 – Periodic Assurance Report Period 12</p> <p>The Periodic Assurance Report for Period 12 was taken as read.</p>
<p>Item 9 BD CBR 200326</p>	<p>Crossrail Board Report Period 12</p> <p>The Board Report for Period 12 was taken as read.</p>
<p>Item 10</p>	<p>Certified Information for Funding Drawdown date in April 2020</p> <p>The Board NOTED that there would be more clarity on the funding position on Monday 30 March 2020, after which a paper would be circulated to the Board via correspondence for consideration and approval.</p> <p>Post meeting note:</p> <p><i>The Board received a paper via circulation on 6 April 2020, 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 1 May 2020 funding drawdown.</i></p> <p>[REDACTED]</p> <p><i>Subject to: a) suggested amendments to the wording of the letters to the GLA and TfL; and [REDACTED]</i></p> <p>[REDACTED] <i>the Board:</i></p> <ul style="list-style-type: none"> APPROVED the certified information; and

	<ul style="list-style-type: none"> • AUTHORISED the CFO or other Director to sign the certified information and submit this to the Sponsors on 7 April 2020.
Item 11 131/20	<p>CRLB 131/20 – Crossrail Engagement Survey – February 2020</p> <p>The Board received an update on the recent Crossrail Engagement survey and subsequent actions agreed by the Executive team.</p> <p>The Board NOTED the following:</p> <ul style="list-style-type: none"> • Leadership engagement had the lowest score on the survey. Strategies for addressing this had been identified including more face to face interaction and means of rewarding staff for positive behaviours and performance; • Due to the COVID-19 pandemic, it had become necessary to adjust the strategy for implementing actions addressing the outputs of the survey, as most staff were now working remotely. Consideration was being given to how implement the actions virtually; • Other matters identified as requiring improvement included behavioural issues; values; diversity and inclusion; [REDACTED] [REDACTED] [REDACTED] [REDACTED] The Board highlighted that there was no evidence of actions addressing these matters reflected in the report being presented to the Board; and • The Board AGREED that it was necessary to draw up a comprehensive action plan for addressing the issues raised by the results of the survey in a timely manner and that there should be feedback to the organisation showing that the issues raised were being addressed. <p>Action: Mark Wild</p>
Item 12 132/20	<p>CRLB 132/20 – [REDACTED]</p> <p>The Board NOTED that this item had not changed from that considered by the NEDs at the Investment Committee meeting on 11 March 2020 and considered that this should be a periodic report to the Board [REDACTED] [REDACTED]</p>
Item 13 133/20	<p>CRLB 133/20 – Increase in Financial Budget</p> <p>The Board received a paper seeking the Board’s approval to increase the Financial Budget by [REDACTED] to [REDACTED], following the release of an additional [REDACTED] of Delegated Authority by the Sponsors.</p> <p>The Board APPROVED an increase of [REDACTED] to the Financial Budget.</p>
Item 14 134/20	<p>CRLB 134/20 – Increase in the Authorised Share Capital of CRL and Issue and Allotment to Transport Trading Limited</p> <p>The Board NOTED the shareholder resolution of Transport Trading Limited (TTL) to:</p> <ul style="list-style-type: none"> • increase the authorised share capital for CRL [REDACTED] [REDACTED] [REDACTED]

	<ul style="list-style-type: none"> • authorise the directors of CRL to issue and allot shares in CRL up to the newly increased amount provided that this authority should, unless renewed, varied or revoked expire on the date five years from the date of this resolution; and • amend CRL's Articles of Association to reflect the increase; <p>and the Board RESOLVED to issue and allot to TTL [REDACTED]</p>
<p>Item 15 135/20</p>	<p>CRLB 135/20 – Execution of Deeds</p> <p>The Board received a paper requesting approval of proposed changes to the Scheme of Authorities that would permit alternative methods of executing deeds by CRL; and requesting that the Board grant authority to each of the people identified in the paper to execute deeds made by CRL. This was proposed as an interim measure for six months to give additional resilience during the COVID-19 pandemic.</p> <p>For an initial period of three months, after which the Board's approval would be required to extend the changes to six months, the Board:</p> <ul style="list-style-type: none"> • APPROVED the changes proposed to paragraph 3.4 (Authority to Execute Deeds) of the Scheme of Authorities); and • GRANTED AUTHORITY to the following people to execute deeds made by CRL with an authority level of [REDACTED], subject to the amount of Investment Authority that had been granted: <ul style="list-style-type: none"> ○ [REDACTED], Head of Finance; ○ [REDACTED] Project Solicitor; ○ [REDACTED] Project Solicitor; ○ [REDACTED] Head of Finance, Programme Delivery; and ○ Hannah Quince, Chief of Staff; <p>each of whom would be appointed an attorney.</p>
<p>Item 16 136/20</p>	<p>CRLB 136/20 – Bond Street Station – Investment Authority</p> <p>The Board GRANTED additional Investment Authority for C412 Bond Street station in the sum of [REDACTED]</p> <p>The Board NOTED that the Executive team were scheduled to provide the Board with [REDACTED] at the next Board meeting on 30 April 2020.</p>
<p>Item 17 137/20</p>	<p>CRLB 137/20 – Programme Partner – Review of Final KPIs</p> <p><i>This item was considered by CRL Board members only (Non-Executive and Executive Directors).</i></p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>

	<p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>Subject to additional amendments to the language in the paper requested by the Deputy Chair of the Investment Committee, Sarah Atkins, the Board APPROVED the proposal set out in this paper for onward transmission to the Sponsors for approval.</p>		
Item 18 138/20	<p>CRLB 138/20 – PRep Report Period 11 including CRL’s Response to Sponsors</p> <p>This item was for information only.</p>		
Item 19 139/20	<p>CRLB 139/20 – Communications Strategy for 2020 – Updated</p> <p>This item was for information only.</p>		
Item 20 140/20	<p>CRLB 140/20 – CRL Exec’s response to Crossrail Advisory Panel Report on the revised DCS</p> <p>This item was still being prepared and would be shared with Board members via circulation after the Board meeting.</p>		
Item 21&22	<p>Minutes of Board Committees for Reference</p> <p>The Board received the following minutes for reference:</p> <table border="1" data-bbox="368 1361 1121 1442"> <tr> <td data-bbox="368 1361 852 1442">Investment Committee</td> <td data-bbox="852 1361 1121 1442">IC MIN 200212</td> </tr> </table>	Investment Committee	IC MIN 200212
Investment Committee	IC MIN 200212		
Item 23 AOB	<p>AOB</p> <p>The Board NOTED the proposal by the Deputy Chair of the Investment Committee to increase the quorum of the Investment Committee by including another member of the Executive team. This was as a temporary measure during the period of the COVID-19 pandemic and would allow Investment Committee meetings to continue to be quorate in the event that two of either the CEO, the CFO or the Chief Programme Officer were unavailable.</p> <p>There was no other business.</p>		
Item 24 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: the Period 12 safety performance with nine significant incidents; the focus on the response to the COVID-19 pandemic, commending the work of the GRT in this regard and in working in close alignment with TfL; the Safe Stop of works on all Crossrail sites the previous day except for those staff providing safety critical</p>		

work; discussions around the efforts to keep the supply chain engaged to prevent their dissipation and enable a safe and quick restart of works at an appropriate time in the future and plans to identify the critical supply chain resources required for this; [REDACTED]

[REDACTED] the continued slippage of SSPs, which were now on the critical path and no improvement in productivity, work ongoing to identify the performance issues and the need to see a reduced scope of outstanding works before trial running in order to have confidence in [REDACTED] the increase in AFCDC of £74m [REDACTED]

the ongoing work by the Executive team to provide options on special measures to mitigate the challenges at [REDACTED]

[REDACTED] difficulty with producing a DCS 1.1. due to uncertainties and the intention to use scenario planning instead, noting that the shut-down would have an effect on the DCS; the need for the scenario planning for the programme to be near, mid and long term with input from the Sponsors and to be reviewed by the Board; [REDACTED]

[REDACTED] the outputs of the Crossrail Engagement Survey and the request to the Executive team to demonstrate a response to the issues raised including cultural and behavioural issues; the opportunity for suppliers to complete assurance documentation during this time and the need for an early indication on whether the supply chain had the resources to do this; preparation to get AsBo, NoBo and ORR approvals and acceptance of engineering judgements.

TfL commended the collaborative nature of discussions with CRL, which had been extraordinary; expressed pleasure that the virtual aspects of the project remained ongoing in relation to assurance activity; noted the need to be particular with the use of language in that the project had not stopped but rather that construction work had stopped on the project; [REDACTED]

[REDACTED]

[REDACTED] working during this time; were highly encouraged that scenarios for restarting works were being considered and expressed a desire for there to be clarity on assumptions and the impact on cost and schedule; noted the intention to prioritise works for the supply chain; supported the need to keep the project going, to ensure being in the best place when works restarted.

01/21 *Post-meeting note*
[REDACTED]

	<p>[Redacted]</p> <ul style="list-style-type: none">[Redacted] <p>[Redacted]</p> <ul style="list-style-type: none">[Redacted]
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Signed by:
Tony Meggs – Chair

[Redacted Signature]