

NI Water Ltd
("the Company")

Minutes of a Meeting of the Board of Directors (the "Board")
Held in Conference Room, Westland House
on Tuesday 24th September 2019 @ 2.00 pm

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| Present: | Len O'Hagan | Chairman |
| | Peter McNaney | Non Executive Director |
| | John Rae | Non Executive Director |
| | Kingsley Donaldson | Non Executive Director |
| | Jim McCall | Non Executive Director |
| | Trisha McAuley | Non Executive Director |
| | Sara Venning | Chief Executive |
| | Ronan Larkin | Finance & Regulation Director |
| | Paul Harper | Director of Asset Delivery |
| In attendance: | Mark Ellesmere | General Counsel & Company Secretary |
| | Des Nevin | Interim Director of Customer Services Delivery |
| | Rose Kelly | Director of People & Learning |
| | Alistair Jinks | Director of Business Improvement |
| | Cathy Uprichard | Head of Safety, Health and Environment (Item 2) |
| | Stephanie McCullagh | Planning for the Future Lead (Item 5) |
| | Mark Turner | EY (Item 5) |

There were no conflicts of interest declared at the beginning of the meeting.

1.
 - i. **Draft Board Minutes - 27th August 2019**
The draft minutes of the meeting on 27th August 2019 were approved.
 - ii. **Board Actions**
All outstanding actions closed.
2. **Health and Safety Report**
 - There was one RIDDOR in period in relation to NI Water Alpha, an ongoing long term sick matter was also noted.
 - The Board congratulated Cathy Uprichard on her permanent appointment as Head of Safety, Health and Environment.
 - The update on attendance and wellbeing was noted included the accessibility of wellbeing initiatives for front line staff.

3. Main Board Report

Significant matters in month.

The CEO provided an update on the following matters:

- Dfl Monitoring Round Request - Confirmation that Brexit funding had been received by Dfl and bid for capital funding needs to be confirmed before the end of October.
- Successful delivery of the Garron Plateau Blanket Bog Restoration Project.
- Early completion of the Ormeau Avenue Sewerage Upgrade
- The Board expressed its concerns in relation to the pay situation and agreed that this matter should be escalated.

Colleagues

- The launch of the Engagement Survey was noted.

Customer

- Good progress being made in relation to supply interruptions and continued focus on leakage.

Compliance

- Drinking Water Quality and Wastewater Compliance remain on track in terms of KPIs.

Finance

- The position remains positive in terms of financial KPIs.

Governance

- The Board noted an escalation of activities in relation to Brexit both within the Water UK network and in conjunction with Government colleagues.

4. Capital Efficiency Update

- The update report was noted and positive progress in this area commended by the Board.

5. Strategic Case - Planning for the Future, PC21 Transformation

- Board members had received the presentation at a PC21 workshop earlier that day. A detailed discussion ensued in relation to key risks to delivery of the transformation programme and what might be done to mitigate those risks.
- The agility of other comparator companies was also discussed.

6. Approvals

6.i. Cash Advance of Grant for Source to Tap Interreg Project

- Approved based upon the information provided within the report.

- 6.ii. **IF007 Framework Award**
 - Approved based upon the information provided within the report.
- 6.iii. **C864 Abloy Cliq Site Access Management System**
 - Approved based upon the information provided within the report.
- 6.iv. **Risk Committee Update**
 - The Chair of the Risk Committee provided an update on matters considered at the Committee meeting on 27th August 2019 including Cyber Risk Project, Brexit and Dams.
 - The Board approved the revised Terms of Reference for the Risk Committee based upon the recommendation of the Committee.
- 7. **Audit Committee Update**
 - The Chair of the Committee provided update on matters considered at the last meeting of the Committee on 18th September 2019 including internal audit assurance reports in period, timescale for cyber resilience project, the read across of the Southern Water fine and an update from John Luke on developments in the industry including long term viability statements.
 - The Board approved the revised Terms of Reference for the Audit Committee based upon the recommendation of the Committee.
- 8. **Forward Look**
 - The forward look was noted.
- 9. **Any Other Business**
 - There were no items under Any Other Business.