

# National Ticketing Solution

## GOVERNANCE BOARD – MINUTES

MEETING INFORMATION	
Date:	Friday 27 <sup>th</sup> January 2023 CL Boardroom: Chews Lane, Wellington
Time:	10.00 am to 1.00 pm
Chair	Rachel Reese (RR)
Members Present	Liz Maguire (LM), Roger Jones (RJ), Vanessa Ellis (VE), Samantha Gain (SG), Mat Taylor (MT), Giles Southwell (GS), Kim Ngarimu (KN), Sara Lindsay (SL)
In attendance	Yogesh Anand (YA), Charles Ronaldson (CR), Gavin Greaves (GG), Vivienne Mitchell (VM), <b>section 9(2)(a)</b> , Deborah Parsons (DP), Jeremy Dickson (JD), Nicki Lau Young (NY), Rachael Turnage (RT), Paul Everett (PE)
Apologies	Marcus Porter (MP)
Quorum	N/A

### ITEM 1 – BOARD ONLY TIME

- 10.00am - 10.30am – Board Time Only.

### ITEM 2 – KARAKIA AND APOLOGIES

- RR informed the Board that we are currently in early stages of the programme and Governance Board activities and many tasks need to happen. Currently the team is working on establishing a clear timeline, establishing processes, and next steps. Building up the governance board pack to be fit for purpose, which may involve some changes as we go and that the information and format would evolve over time.
- Meeting dates for 2023 are detailed in pack.

### ITEM 3 – PREVIOUS MINUTES AND ACTIONS

Minutes of 20<sup>th</sup> December 2022:

- The minutes were accepted with the following comments to added:
- Noted that the contingency fund is still being determined and will be included in planning.
- **section 9(2)(g)(i)**
- Noted that it would be helpful to provide reference about when and where the activities that may require contingency might need to be applied.

**Action: Review minutes with feedback.**

Actions:

- 1.01 – NTS Governance Board Terms of Reference – now updated. Close this action.

- KPI's discussed by Board this morning.
- 1.02 – NTS Charter – to be discussed today. Close this action.
- 1.03 – NTS Ways of Working and Principles and NTS Charter. Funding submissions pending. RAG status to be provided.
- 1.04 – Contingency Management – actions are underway. Regarding the FX discussions, YA informed the group that a joint Waka Kotahi and Treasury paper is being prepared for approval by the Ministers of Finance and Minister of Transport to put in place appropriate FX hedging products to limit risk until the Statement of Works (SOWs) are signed.
- 1.05; 1.06; 1.07; 1.08 – underway – refer to commentary in pack.
- 1.09 – Gateway Review to be discussed in meeting.

## ITEM 4 – GATEWAY OUTCOMES AND ACTION PLAN

- The last Gateway Review took place 12 months ago; section 9(2)(ba)(i)
- section 9(2)(ba)(i)
- The recent Gateway report section 9(2)(ba)(i)
- To address issues raised we have detailed plan – refer to pack. Dates we are proposing to undertake activities are included in plan.
- There is a standing item on agenda to provide update on actions at future meetings.
- A further review will occur sometime around May 2023.
- CR provided an update on stakeholder plan which will be submitted to the Governance Board next month.
- Discussion on Iwi engagement and how to manage that effectively. Comments included:
  - There are multiple mechanisms to engage with Māori parties. Outline why should this be on agenda for any meetings; clarity around why a table.
  - Understanding mechanisms and Kaupapa around this needs to be clearer.
  - Reliance on PTAs to cover exactly what they are seeking to achieve for their customer group?
  - We need to understand if there is a view that we should include Mana Whenua on branding,
  - We need to be careful we are not deciding what Māori and Iwi interests are in this work are; there could be wide ranging interests and it is up to Māori and Iwi to comment on where their interests lie.
- A question was raised about the IQA and TQA plans and when the Board will see them. VM said we are currently pulling this piece of work together, in process of engaging and collecting more information. Draft assurance and quality plans in place.

### Actions:

- **Provide copy of Gateway Review.**
- **Ensure Gateway Update on Agenda for future meetings.**
- **Gateway Action to be included in the Action Log.**
- **IQA & TQA Plans to be progressed to the Board.**

## ITEM 5 – PROJECT CHARTER

- Update on Project Charter:
  - Noted ECan doesn't tag off so update comment
  - Need to recognise this fits seamlessly into rest of PTAs customer-based offering
  - Add reference into next generation solution for NZ. Extra objective fitting seamlessly into customer services offering.
- Include reference to a national but multi-tenanted and open-loop system.

### Approved:

- **The Board approved the charter today noting the amendments discussed.**

**Action:**

- **Action: Update Charter with feedback and send final version to the Board.**

## **ITEM 6 – PROGRAMME STRUCTURE AND DECISION-MAKING**

- Paper circulated.
- Commentary included:
  - Material change is not defined in P2 agreement. Will work together to define over time what material means.
  - Any decisions made by Design Authority will be viewed by Board on monthly basis.
  - Both the Design Authority and PLT include PTA representatives.
  - Request to tidy up language so criteria is same, focusing on customer experience vs what's in business case, these are our drivers.
  - Need to understand right balance for Board to manage. Starting with reserved matters already predefined. Responsibility of board. Checks and balances in place – circulated.
  - Delegations required for the Leadership Team to make decisions as appropriate for their own organisations.
  - Membership of groups is still a work in progress for Waka Kotahi.
  - Request review the ToR for the Design Authority
- The Board requested a list of decisions that are required to come to this Board.
- Provide spider diagram of leadership linkages that covers Design Authority, PLT, Governance Board, and internal steering groups within each of organisations.

**Approved:**

- **The Board approved the documents and asked that the documents be updated and circulated when complete.**

**Actions:**

- **Update documents after discussions today; revisit in couple of months to ensure still relevant.**
- **Provide spider diagram of leadership linkages between decision making groups.**
- **Provide list of DA and PLT Members to Board.**
- **Provide list of upcoming decisions to Board.**
- **Circulate Design Authority Terms of Reference to the Board.**

## **ITEM 7 – PROGRAMME PLAN**

### **7a. Critical Path and Assumptions**

VM provided an update on the critical path and assumptions slide:

- Focusing on details for integrated plan; contains information known to date.
- Received some information from Cubic on milestones. We have had make some assumptions on critical path build as detailed on slide.
- The principle we have followed is there will be details on where we can carry out activities in parallel to support overall delivery of programme.
- Critical path and risks identified in slide noting we are building information further.
- We have added a risk around our resource-levelling, currently we haven't checked if we do have enough people to carry out all the work required.

### **7b. Updated Block Plan**

VM provided an update on the Updated Block Plan:

- The team are working to find a better way to provide planning information for the Board

- December and January period - 3 high level milestones were achieved: design workshops, SOW 2, and retrospective on EMV SOW12.
- We are working towards two major milestones currently:
  - Commencing logistics for location of test facility
  - February - P2PE
- YA explained that we have spent much time focusing on detailed planning, however until we get detailed plans from Cubic we are working with some assumptions. We hope to get more detail later this month.
- YA said that our approach for the plan involves taking the information we know for the ECan Phase 1 activities and replicating for GW, AT, Waka Kotahi, and Regional Councils.
- Lengthy lead times for delivery of equipment has been allocated.
- **section 9(2)(b)(ii)**
- Noted that branding is on the critical path.
- Comment that the cost, quality, and timing aspects of activities will need to be recorded, so, we can understand decisions made in Phase 1 and consider implications for later phases.
- Governance Board members need visibility of decisions in advance so they can prepare internally.
- Request that the Board has a session to understand the shared services organisation in particular the thinking and how this will operate.
- Discussion on visibility of decisions:
  - Forward programme papers included in pack.
  - List of PLT and Design Authority decisions to be tabled monthly.
  - List of upcoming Design Authority papers to be provided.
  - Request that a milestone one pager be circulated to team and added to team sites for Board.

**Actions:**

- **Board requested a view of critical path for the ECan pilot and roll out.**
- **Board members would like to see what our plan looks like for next 12-18 months, and when and where the key decisions will happen.**
- **Request for a milestone one pager to be circulated to the Board and added to team sites for Board.**

## ITEM 8 – MONTHLY STATUS REPORT AND BUDGET AND FINANCIALS

### 8a. Monthly Status Report

VM provided an update on Status report, key call outs:

- Ways of Working tasks and information is progressing.
- Booked an all of team kick-off session in Wellington next week; we will continue our team building and ways of working approach. These sessions include our partners.
- Resourcing; will be working through the resource levelling in coming weeks.
  - Cubic are continuing to recruit, that said many critical roles have now been filled.
  - The PLT are also considering resources from within Waka Kotahi (organisation wide).
- Board would like a walk-through of the budget and further information on how it is set up and tracking.

### 8b. Financials

VM provided an update on Financials:

- The team are working on providing an improved financial and dashboard view.
- Our Programme Accountant commenced end of November; his work has been to pull together first cut forecast. Next steps are to detail trend against forecast and explain variances on monthly basis.
- The Board needs to be aware of budget matters across Waka Kotahi and the regions, and be conscious of unknowns, this is an area where we may need further discussion.
- There is a strong desire for good financial discipline on this programme of work.
- Unknown areas highlighted include:

o section 9(2)(b)(ii)

o section 9(2)(b)(ii)

The team are working through this information.

- Working with Regional Sectors and engaging with partners will occur including going to the Regional CEO Meeting on 10<sup>th</sup> February 2023.
- Discussion followed on Capex/Opex transference, accounting rules, the need to work through cost pressures. section 9(2)(g)(i)

YA will share with members in due course when we understand this matter further.

## ITEM 9 – STRATEGIC RISKS

VM provided an update on risks and issues:

- In pack a subset of risks was provided, our higher rated risks ratings.
- The Board agreed to hold a risk session with facilitator at the February meeting.
- Suggestion that a review of offshore projects be undertaken to determine anything that we can learn from.

## ITEM 10 – ENGAGEMENT WITH PARTNER GOVERNANCE

- Regional Sector discussing SSO and other such matters to do with NTS Programme with first meeting on 10<sup>th</sup> February 2023.
- Members are asked to consider any other relationships we should establish and engage with.

## ITEM 11 – FORWARD PAPERS

- Taken as read.

## ITEM 12 – ANY OTHER BUSINESS

- SG informed the group she will provide a report back on upcoming trip to Brisbane where she will be liaising with colleagues who have been through exercise already.

Meeting closed at 1pm.