

# MINUTES 98<sup>th</sup> MEETING OF TII BOARD

## ITEM

<b>Subject:</b>	TII BOARD MEETING	<b>Meeting No:</b>	98
<b>Location:</b>	TII Offices, Parkgate Street, Dublin 8, with some contributions by video link (Teams)	<b>Date held:</b> 25 June 2024	<b>Doc Revision:</b> Approved

## ATTENDEES

BOARD CHAIRPERSON	Gareth Llewellyn
BOARD MEMBERS	Aidan Skelly
	Mary O'Donovan
	AnnMarie Farrelly
	Damien Ó Tuama
	Des Kenny
	Peter Walsh (CEO)
	Colette Byrne
	Sadhbh O'Neill
	Michael Wall
	Aebhric McGibney
	Patricia O'Shea
MEMBERS OF EXECUTIVE	Sandra McCarthy (Head of Governance and Legal, Secretary Designate)
	Marie Mulvany (Executive Assistant)
	Audrey Keogh (Director of Business Services, Interim Secretary)
PRESENTERS	Tony Redmond (Director of Corporate Services) – <i>Item 4.1</i>
	Rachel Cahill (Director of Executive Office) – <i>Items 4.2, 8 &amp; 9</i>
	Seán O' Neill (Director of Corporate Communications) – <i>Item 4.3</i>
	Mark Nolan (Financial Controller) – <i>Items 4.4 &amp; 5</i>
	Paolo Carbone (Head of Public Transport Capital Projects) – <i>Item 6</i>
	██████████ (PWC) – <i>Item 6</i>
	██████████ (PWC) – <i>Item 6</i>
	Claire Carbery (Communications & Engagement Manager) - <i>Item 8</i>
	Kathleen Jacobi (Sustainability Portfolio & Climate Action Coordinator) – <i>Item 9</i>
	Helen Hughes (Director of Professional Services) – <i>Items 10 &amp; 10.1</i>
	Reddy Morley (Head of Rail Safety & Occupational H&S) – <i>Items 10 &amp; 10.1</i>
	Conor Fitzgerald (Senior Manager Asset Management Maintenance) – <i>Item 10.2</i>
	Pat Maher (Director of Network Management) – <i>Item 10.2</i>

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### 1.0 PRIVATE MEETING

The Board met for 30 minutes before the commencement of the meeting with the Executive, Secretary and Secretary Designate present.

### 2.0 CONFLICTS OF INTEREST

No conflicts of interest were declared.

### 3.0 COMMITTEE UPDATES

#### Infrastructure Committee

The Committee Chair advised the Board of the following matters discussed by the Committee:

- The Committee received a presentation on the Luas Operations & Maintenance Contract Procurement. The contract (estimated value of €80 million per annum) will be a joint contract with NTA. Under the proposed re-procurement timeline, it is expected that the contract will commence in 2026. A 7-year contract term is proposed with options to extend by up to a further 6 years.
- A&L Goodbody presented to the Committee on the management of the MetroLink Oral Hearing.

#### Audit & Risk Committee

The Committee Chair advised the Board of the following matters discussed by the Committee:

- The Committee received a presentation from Pat Maher on Network Management divisional risk. Deteriorating assets and their management together with the risk tolerance for same was discussed. The Committee was reassured that there is some progress in relation to resources but there needs to be more.
- One MIS –External resources will be deployed and some senior TII staff will be on the project full-time. It was noted that DPENDR approval would be required before it goes out to tender.
- Internal Audit – The Committee observed that the number of 2024 audits had been reduced from 19 to 17 [REDACTED]. This year's audit plan is to be revisited with a view to reducing them further. The Committee requested that the audit plan for the next three years be revised with consideration given to the relevancy and need for particular audits. Scope to be looked at carefully in this regard.

### 4.0 GOVERNANCE & LEGAL UPDATE/RISK MANAGEMENT

(4.1) The Board **noted** the contract valued over €50K executed by TII in May 2024. It was presented by Tony Redmond.

(4.2) Rachel Cahill presented the Climate Action Roadmap (CAR) for approval. The Board approval of the CAR is a requirement of Climate Action Plan 2024. The obligation to publish the Roadmap within 6 months of publication of CAP24 (Dec 23) given that CAP24 was not formally approved until May 2024 was questioned. Members discussed the relationship between the Roadmap and Enterprise Risk 15 ('ENT-15') in respect of which the Roadmap is one of the main controls. ENT 15 could be interpreted as covering emissions from overall transport sector. TII confirmed that ENT 15 is specific to TII and also incorporates measuring, reporting and influencing road user emissions. Board Approval of the Roadmap was taken under item 9 in order to allow for further discussion in relation to Enterprise Risk 15.

(4.3) The Board **approved** the text of the TII 2023 Annual Report as presented by Sean O' Neill. Members acknowledged the positive improvements made on the previous draft and the Chairman requested that, next year, consideration be given to what the reader would expect to see rather than reflecting the internal TII organisation structure.

(4.4) Mark Nolan joined the meeting to present on the TII 2023 Governance Statement and Financial Statements. The Board **approved** both documents on the basis that C&AG issue an unqualified audit certificate. In the unlikely event that any material change is required, the Statements will be remitted to the Board for further approval. The Chair expressed thanks to all staff involved.

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5.0 FINANCIAL PERFORMANCE MONTHLY REPORT

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

6.0 PRESENTATION: METROLINK PROGRAMME BOARD TERMS OF REFERENCE

Paolo Carbone, [REDACTED] presented to the Board.

The Chairman noted at the outset the announcement made this morning that Sean Sweeney is joining the MetroLink project as Programme Director in September 2024 and observed that the necessary governance needs to be put in place prior to his arrival.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

7.0 CEO MONTHLY REPORT

Peter Walsh delivered his monthly CEO report.

A number of matters in the report were highlighted followed by a discussion on the Balance Scorecard and specifically the M50 fatality and the duration of the motorway closure. Members queried whether matters

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could be dealt with differently when the M50 closes. It was noted that fatal incidents are dealt with by An Garda Síochána who control the scene of the incident. The absence of an alternative crossing of the Liffey was identified as a significant contributory factor for traffic delays. Members expressed concern about the increase in fatal and serious injuries and emphasised its support for any actions that TII can take to support AGS and RSA initiatives which are aimed at addressing driver behaviour.

#### 8.0 TII STAKEHOLDER ENGAGEMENT FRAMEWORK REPORT

Claire Carbery and Rachel Cahill provided this report.

This is the first report following the Board Excellence review and will evolve over time. A number of workshops have been planned. A number of key stakeholders have been identified but this is a complex task. TII is striving to be more proactive. TII's first sponsorship of the Transport Ireland Conference is an example. The objective is to actively listen to stakeholders and to share knowledge, inform and influence debate on matters related to TII functions.

Members observed that references to sustainability must not be overused and should be limited to those instances where something is actionable. Members further observed that value to society should be referenced. The Chairman noted that whilst more work is required, the progress being made here is a positive development.

#### 9.0 PRESENTATION: ENT-15 FAILURE TO ADEQUATELY MEASURE, REPORT ON AND REDUCE CARBON EMISSIONS IN LINE WITH GOVERNMENT POLICY

Rachel Cahill and Kathleen Jacobi presented to the Board.

Successful delivery of this annual obligation to reduce carbon emissions is dependent on some matters outside TII's control. Members noted that emissions from construction and maintenance increased in 2023 due to increases in activity. This is relevant when considering the activity outlined in the 2<sup>nd</sup> half of the NDP. The Board asked for a carbon assessment of projects and programmes to be included in future Annual Plan & Budgets (including 2025) to ensure TII is able to meet its carbon emissions obligations as it delivers the plan.

Members queried alignment of ENT-15 and TII's Climate Action Roadmap. ENT-15 could be interpreted as covering emissions from overall transport sector. The view of management is that ENT-15 is specific to TII and also incorporates measuring, reporting and influencing road user emissions. The Board requested a presentation regarding the Infrastructure Guidelines, NIFTI and legal obligations to the Board, with a specific focus on carbon.

Following discussion, the Board **approved** TII's Climate Action Roadmap as presented (see 4.2 above) whilst noting that the process will be re-visited next year.

#### 10.0 HEALTH & SAFETY PERFORMANCE REPORT & PLAN FOR IMPROVING SAFETY CULTURE IN TII

(10.0) Helen Hughes provided this report.

No incidents involving TII staff to report. There were 3 incidents, reportable to the CRR during May.

(10.1) Reddy Morley presented the Updated TII Health & Safety Policy for approval.

The proposed updates included the adoption of a strapline: *"Safety at the Heart of all our Actions"*, the creation of an intranet site, and circulation of a quarterly newsletter. The Board **approved** this proposal.

(10.2) Conor Fitzgerald (with Pat Maher) presented to the Board on MMarC Safety.

TII is in contact with RSA with a view to running a campaign relating to motorway driving. Further interacting with RSA re inclusion of a module on motorway behaviour in the driver theory test. Chair noted innovation deployed in hazard identification in driver testing in the UK and offered to facilitate a contact.

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#### 11.0 MINUTES OF PREVIOUS BOARD MEETING

The Minutes of the previous Board meeting held 28 May 2024 were approved.

#### 12.0 MATTERS ARISING

The progress of Matters Arising was noted by the Board.

#### 13.0 ANY OTHER BUSINESS

- **Agreed** that in future the Board meeting agenda will be emailed to Board Members in advance of the Board meeting as it is not possible to print from Decision Time for reasons of confidentiality.
- The Chief Executive brought the proposed settlement agreement with Transdev to the Board's attention.

Signed by \_\_\_\_\_

Chairperson

Date: \_\_\_\_\_