

MINUTES 94th MEETING OF TII BOARD

ITEM

Subject:	TII BOARD MEETING	Meeting No:	94
Location:	TII Offices, Parkgate Street, Dublin 8, with some contributions by video link (Teams)	Date held: 27 February 2024	Doc Revision: 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 (see note in minutes)
	Michael Wall
	Patricia O'Shea
	Aebhric McGibney
MEMBERS OF EXECUTIVE	Edel McCormack (Head of Governance and Legal, Secretary)
	Marie Mulvany (Executive Assistant)
	Audrey Keogh (Director of Business Services)
PRESENTERS	Declan Wylde (Head of Finance) – <i>Item 7</i>
	Seán O'Neill (Director of Communications) – <i>Item 8</i>
	Helen Hughes (Director of Professional Services) – <i>Item 10</i>
	Nigel O'Neill (Director of Capital Programmes) – <i>Items 4&6</i>
	Eoin Gillard (NTA) – <i>Item 5</i>
	Hugh Creegan (NTA) – <i>Item 5</i>
	██████████ (EY) – <i>Item 9</i>
	Tony Redmond (Director of Corporate Services) – <i>Item 4</i>
	Kelly McCarthy (Assurance and Performance Reporting Manager) – <i>Item 4</i>
	Rachel Cahill (Director of Executive Office) - <i>Item 4</i>
	Donal Minnock (Operations Manager) – <i>item 10</i>
	██████████ (Carr Communications/MetroLink) – <i>Item 8</i>
	██████████ (EY) – <i>Item 9</i>

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1.0 CONFLICTS OF INTEREST

No conflicts were declared other than those already on the record for Board Members. It is noted that no decisions relevant to any of the existing interests of members were before the Board.

2.0 COMMITTEE UPDATES

ARC

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

- There were two Internal Audits planned for the Committee. The first was on recruitment and resource planning and has been deferred to March, the second was an audit of corporate communications. Both audits carried over from 2023. [REDACTED]

The Board considered the process where there is disagreement between management and the external auditor. Under the current procedure such disagreements are referred to the CEO for determination. [REDACTED]

[REDACTED] The Board agreed that, in the case of a disagreement between the management team and the audit function, the matter should be referred back to the ARC for determination. It is for the ARC to determine what recommendations are valid and for the CEO to determine how valid recommendations are to be implemented.

Sadhbh O'Neill joined the meeting at 10:45.

In relation to the audit under discussion, Members expressed a view that the maintenance of a log might not be a bad thing and allows for consistency in messaging. It is difficult to capture informal processes. Good governance requires that such things should be captured. The Board asked that the report be re-circulated as other members may have a view, including on the matter of KPIs.

Infrastructure Committee

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

- The Committee received a presentation on the role of TII in Greenways, the National Cycle Network and Active Travel. Management outlined arrangements for delivery, including the Code of Practice and public consultation processes. There was an underspend on Greenways in 2023 but TII did not seek the specific allocation made. Details of surveys on cycling were outlined to the committee. The Committee also heard details of concerns around liabilities for historic structures. Legal advice has been sought and this matter will come back before the Board.

3.0 REVIEW OF THE EFFECTIVENESS OF THE SYSTEM OF INTERNAL CONTROL

The ARC Chairperson outlined the documentation provided to the Committee by the Management Team as part of the review process. This included reports of all committees in which positive opinions were expressed. The ARC also considered the annual plan and tracker, the balanced scorecard and the Annual Audit Report. [REDACTED]

[REDACTED]. The ARC also presented its own report and the

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Chairperson confirmed that the Committee is of the opinion that the System of Internal Control has been effective in 2023 and is making this recommendation to the Board.

[REDACTED]

The Board confirmed that, having completed its review, it was satisfied with the effectiveness of the system of internal control for TII and approved execution of the Statement of Internal Control as presented.

4.0 GOVERNANCE & LEGAL UPDATES/RISK MANAGEMENT

(4.1) The Board **noted** the contracts valued over 50K executed by TII in January 2024. These were presented by Tony Redmond. [REDACTED]

[REDACTED]

(4.2) Kelly McCarthy presented the Balanced Scorecard Targets for 2024 for endorsement. The Board considered whether any change might be made to the metric on M50 response times. It may be more useful to consider this data by reference to time of day. Kelly will take this back to the team for re-appraisal. [REDACTED]

[REDACTED]

[REDACTED] The Board **endorsed** the targets for 2024 subject to the changes discussed and agreed.

(4.3) The Board completed its Annual Review of the ARC terms of reference and **approved** the proposed changes subject to minor amendments to be made by the Secretary to remove reference to December meetings.

(4.4) The Board **noted** the Protected Disclosures Report for the purposes of Section 22 of the Protected Disclosures Act 2014 and the returns submitted to DPENDR in this regard. The Board **approved** an amendment to the Protected Disclosures Policy to replace Kelly McCarthy with Natasha O'Reilly as the designated recipient of internal disclosures.

[REDACTED]

(4.6) Rachel Cahill presented proposed changes to the TII Sustainability Implementation Plan (SIP). Many of the changes are to reflect and align with changes to government policy since the SIP was first published, however the six key principles remain unchanged. The Board discussed what success would look like for the transport sector. [REDACTED]

[REDACTED]

[REDACTED] The Board asked if the Annual Plan and Budget was fully aligned with the SIP and management confirmed that it is. The Board **approved** the revised SIP subject to a summary being added and a second edition being issued without the excel tables.

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(4.7) Kelly McCarthy presented the proposed Strategic Activities for 2024 for endorsement. TII used to report against all 300 activities in the AP&B but this was narrowed in 2023 to strategic activities only. The management team has considered which activities are strategic from the 2024 plan and these were presented to the Board. The Board **endorsed** the Strategic Activities for 2024.

5.0	PRESENTATION: NTA OVERVIEW AND INTERFACES
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6.0	ANNUAL PLAN AND BUDGET
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	Nigel O'Neill updated the Board. [REDACTED] [REDACTED] [REDACTED] [REDACTED]
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The Board **noted** the amendments to the Annual Plan and Budget, having already approved same at the January meeting with discretion to the Chair and CEO to deal with any reasonable amendments.

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7.0 FINANCIAL PERFORMANCE MONTHLY REPORT

[REDACTED]

8.0 CEO MONTHLY REPORT

Peter delivered his monthly CEO report which was taken by exception. Peter outlined engagement with the OPW around St. Stephen’s Green and the impacts of MetroLink.

Seán O’Neill provided the Corporate Communications update, including details of the opening of the Dunkettle Interchange coverage, launch of ZEVl grant programme and allocations.

Eoin Murphy provided a MetroLink Communications update. The Board Members thanked Eoin for the ongoing MetroLink updates coming from the oral hearing.

9.0 PRESENTATION: REPORT ON METROLINK CAPABILITY AND CAPACITY ASSESSMENT (FOR DECISION) – Confidential and Sensitive

[REDACTED]

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10.0 HEALTH & SAFETY PERFORMANCE REPORT & PRESENTATION ON MMaRC SAFETY

Helen Hughes gave the report. There were no incidents involving TII staff, projects or MMaRC in the reporting period. 4 incidents were notified to CRR. There were no lost time accidents.

[REDACTED]

Donal Minnock presented the MMaRC quarterly update. There were two lost time incidents in the East Region (Network A), none in B or C during the period. TII has raised the issue of road worker safety with RSA. We will also raise with HSA. Consideration of how alerts can be integrated with satnav technology was requested by the Board and the co-operative ITS project was noted. This will be considered and brought back for the next report.

11.0 MINUTES OF PREVIOUS BOARD MEETING

The Minutes of the previous Board meeting held 23 January 2024 were approved.

12.0 MATTERS ARISING

The progress of matters arising was noted by the Board.

13.0 ANY OTHER BUSINESS

None.

14.0 PRIVATE BOARD DISCUSSION

[REDACTED]

Signed by _____

Chairperson

Date: _____