

MINUTES 92nd MEETING OF TII BOARD

ITEM

Subject:	TII BOARD MEETING	Meeting No:	92
Location:	TII Offices, Parkgate Street, Dublin 8, with some contributions by video link (Teams)	Date held: 12 December 2023	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
	Aebhric McGibney
	Sadhbh O'Neill
	Michael Wall
	Patricia O'Shea (<i>present until 12:30</i>)
ARC CHAIRMAN	Aidan Horan (<i>for item 2</i>)
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 4</i>
	Seán O'Neill (Director of Communications) – <i>Item 5</i>
	Helen Hughes (Director of Professional Services) – <i>Item 3&9</i>
	Nigel O'Neill (Director of Capital Programmes) – <i>Items 3&5</i>
	Geraldine Fitzpatrick (Head of Roads Capital Programme) – <i>Item 4</i>
	Cathal Masterson (Director of Commercial Operations) – <i>Item 8</i>
	██████████ (A&L Goodbody Solicitors) – <i>Item 6</i>
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	██████████ (PWC) - <i>observer for Item 6</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 ARC met before the Board meeting. The Committee Chair advised the Board of the following matters discussed by the Committee:

- The Committee looked back over activities during 2023 to inform the Annual Report and met the CEO without the Executive present to set priorities for 2024.
- The Committee reviewed draft changes to the Risk Appetite Statement to reflect TII's current position. The Board sets the risk appetite for the organisation and approves the statement following engagement with Executive and ARC. The statement will come back to the Board for approval in January.
- The Committee received updates on the Treasury Policy, several Internal Audit and some External Audit Reports along with the audit plan for 2024 which will be reviewed in January with particular regard to the number of planned audits and following engagement with the Executive.
- The Cybersecurity framework implementation standard and baseline is on track for completion in or around August 2024.
- Review of the ARC Terms of Reference will take place in January.
- Two outstanding audit reports will be brought to the Committee in January.

Following the presentation of the Committee report, the Chairman of the Board thanked Aidan Horan for his fantastic service to the ARC and his hard work over the past ten years. Aidan expressed his thanks to the Chairman and Board noting that it has been his great pleasure to Chair the Audit and Risk Committee.

Infrastructure Committee

The draft minutes of the Committee meeting were provided with the Board papers. The Committee Chair advised the Board of the following matters discussed by the Committee:

- Funding for Roads Projects in coming years. Roads allocations for 2025 looks low. [REDACTED]
- Decision Gate 2 (DG2) under the Public Spending Code (PSC) for MetroLink – this is a formal stage before entering the procurement stage for the main contracts. [REDACTED]

3.0 GOVERNANCE & LEGAL UPDATES/RISK MANAGEMENT

(3.0) The Secretary reminded the Board that surveys on Board Effectiveness, which issued following the November meeting, should be completed on or before 31 December. The Secretary also reminded Board Members that their SIPO returns will be due on or before 31 January 2024 and are to be returned directly to SIPO and TII. Nil declarations are required where applicable and further guidance can be found in the updated SIPO materials recently circulated or from the Secretary.

(3.1) The Board **endorsed** TII's Service Area Policy for the Motorway and Dual Carriageway network as presented by Helen Hughes. The Policy was presented to the Strategy Committee in March 2023, and this was followed by a public consultation. TII engaged with relevant stakeholders prior to finalisation of the new draft. The Board noted that a campaign would be necessary to highlight that laybys are to be for HGV use only and that they will be closed to use by regular traffic. The Board will see the planned

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	communications in advance of any campaign. TII will also need to consider the enforcement of layby restrictions and whether changes to Bye-laws will be necessary. The Board requested that consideration should be given to the definition of 'emergency' beyond mechanical failure. The role of the RSA should also be considered as this is essentially a safety measure.
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4.0	FINANCIAL PERFORMANCE MONTHLY REPORT
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5.0	ANNUAL PLAN AND BUDGET – FOR APPROVAL
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Nigel O'Neill presented to the Board.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

6.0	PRESENTATION: METROLINK GOVERNANCE OPTIONS REPORT
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[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

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[REDACTED]

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7.0 CHIEF EXECUTIVE REPORT AND SUB-REPORTS/COMMUNICATIONS UPDATE

(5.1) The Chief Executive presented the CEO Report to the Board and Seán O'Neill provided the communications update.

Most of the CEO report was taken a read. The CEO noted that after the discussion around tolls at the last meeting it was agreed that Seán would take media interviews. There was one day of high interest and then this settled. Full details of the toll increases are on the TII website.

Seán noted that we will deal with toll again in January and notices will be published in the paper tomorrow. He also noted that lights being turned off on the network had received some attention. Members raised questions regarding the research to support this step and Helen confirmed that CEDR studies support this as best practice and TII has done a lot of research on rural lighting.

8.0 REPORT ON THE IMPACTS OF RECENT RIOTS IN DUBLIN ON LUAS OPERATIONS AND INFRASTRUCTURE

Cathal Masterson presented to the Board. The fire which was started on the tram did not accelerate as quickly as the fires on the buses and the damage is not as severe. We are assessing damage and repair costs. There is pressure on services because of the loss of this vehicle at a time when we also have some of the Green line fleet out for maintenance. We are dealing with Transdev in relation to relief available.

There are some lessons to be learned, particularly regarding communications with the public/passengers regarding options to get out of the city.

Patricia O'Shea left the meeting.

The Board asked that the good work of Donal Dunne (Operations Manager) in managing this on behalf of TII on the evening in question be noted.

9.0 HEALTH & SAFETY PERFORMANCE REPORT

Helen gave the report. Four incidents were notified to CRR. There were no reportable Lost Time Accidents on construction projects.

10.0 MINUTES OF PREVIOUS BOARD MEETING

The Minutes of the previous Board meeting 21 November 2023 were approved.

11.0 MATTERS ARISING

The progress of matters arising was noted by the Board.

12.0 ANY OTHER BUSINESS

The Board enquired as to when TII last had a culture audit. This has not occurred yet. A culture map is due to come back to the Board, perhaps in January.

13.0 PRIVATE BOARD DISCUSSION

None

Signed by _____

Chairperson

Date: _____