

## MINUTES 89<sup>th</sup> MEETING OF TII BOARD

### ITEM

<b>Subject:</b>	TII BOARD MEETING	<b>Meeting No:</b>	89
<b>Location:</b>	TII Offices, Parkgate Street, Dublin 8, with some contributions by video link (Teams)	<b>Date held:</b> 26 September 2023	<b>Doc Revision:</b> Approved

### ATTENDEES

BOARD CHAIRPERSON	Gareth Llewellyn
BOARD MEMBERS	Aidan Skelly
	Mary O'Donovan
	Patricia O'Shea
	Damien Ó Tuama
	Des Kenny
	Peter Walsh (CEO)
	Colette Byrne ( <i>left meeting at 12:45</i> )
	Aebhric McGibney ( <i>left meeting at 1pm</i> )
	Sadhbh O'Neill
	Michael Wall
APOLOGIES	AnnMarie Farrelly
ARC CHAIRPERSON	Aidan Horan – <i>Items 2 &amp; 4</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 6</i>
	Seán O'Neill (Director of Communications) – <i>Item 5</i>
	Myles Houlden (TII Information Security Officer) – <i>Item 4</i>
	Paolo Carbone (Head of Rail Capital Programme) – <i>Item 7</i>
	Anthony Duffy (Head of Project Services) – <i>Item 7</i>
	Helen Hughes (Director of Professional Services) – <i>Item 8</i>
	Reddy Morley (Head of Rail Safety & Occupational H&S) – <i>Item 8</i>
	Rachel Cahill (Director of Sustainability and Executive Office) – <i>Item 3</i>
	Tony Redmond (Director of Corporate Services) – <i>Items 3&amp;4</i>
	Nigel O'Neill (Director of Capital Programmes) – <i>Item 7</i>
	John McDonald (IT Network Manager) – <i>Item 4</i>
	Cathal Masterson (Director of Commercial Operations) – <i>Item 5</i>
	Robert Desmond (Head of PPP Procurement & Finance) – <i>Item 5</i>
	Geraldine Fitzpatrick (Head of Roads Capital Programme) – <i>Item 6&amp;7</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

#### Infrastructure Committee

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

- The most significant issue discussed by the Committee was the draft legal memorandum provided by A&L Goodbody Solicitors outlining the respective roles of TII and NTA. TII will be delivering MetroLink on behalf of NTA. A query was raised by the Committee on the current assignment status from NTA to TII and the Head of Governance & Legal will revert on that point.
- EV charging infrastructure was also discussed.
- The Chair noted that the remote format for the meeting worked well.

#### Audit & Risk Committee (ARC)

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

- The Committee met representatives from the Comptroller & Auditor General (C&AG) without the executive present. TII received a clean audit report. The interim audit will start in October.
- The Committee received the usual presentation on the Enterprise Risk Register.
- The Committee considered a number of internal audit reports. One had a limited rating - non-ICT systems. The Committee received an update on work that is happening to make sure non-ICT system vulnerabilities are reduced.
- The Committee also considered a third-party assurance review on subject access requests. TII has been proactive in leading on this audit. TII needs to have a degree of discipline with these contracts, and authority to audit and review.
- The Committee received a Cyber Security framework update.
- The Checklist for the Code of Practice and Comprehensive Report to the Minister for 2022, delivered in July, were also discussed.
- The Board asked that thanks to the finance team for management of audit processes and low level of findings be noted.

### 3.0 GOVERNANCE & LEGAL UPDATES/RISK MANAGEMENT

(3.1) Tony Redmond presented the Contracts signed in July and August valued in excess of €50k which were **noted** by the Board. Eighteen contracts were signed in the period, the most significant of which was the MetroLink Client Partner Contract at approximately €194m. The timeframe is 10 years plus contingency and is called off on a task order basis. If the project were to be postponed TII has break options.

(3.2) The Board reviewed its Terms of Reference. The review of Board TOR is a reserved function of the Board and must occur annually. The Secretary proposed that no amendments are required at this time, but that TOR can be reviewed further if necessitated by decisions related to MetroLink governance. The Board **approved** the unamended TOR subject to a direction to the Secretary that the provisions for independent legal advice be reviewed along with the requirement to have eleven meetings per annum (minimum). This will be brought back to the Board before the end of the year.

(3.3) The Board reviewed the TOR for the Sub-Committee for CEO Performance & Support. The only changes proposed are those flowing from the Board Excellence review. The Board **approved** the revised TOR subject to correction of an error in the Minister's title.

(3.4) The Board **approved** the dates for Board meetings in 2024 as circulated.

(3.5) Rachel Cahill presented TII's Climate Action Roadmap for 2023. The Roadmap must be submitted by the end of Q3 but Board approval is required first. The Board noted the following:

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- The Roadmap is not required to address scope 3 emissions but TII's roadmap provides some detail of projects to address such emissions. The Roadmap sets out how TII will reduce its emissions between now and 2030.
- TII's planned reduction in scope 2 emissions are dependent on the electricity supply being decarbonised.
- Graphs covering emissions should be presented as tonnes rather than kgs.
- The latest thinking on road infrastructure and its impact on emissions could be included in the literature review.

Rachel confirmed that this is an annual process, and TII will work on these points over the year.

The Chairman confirmed that TII's obligation is reporting on scope 1 and 2 but we are going beyond that to scope 3 and this will evolve year on year as we grow our understanding. We can publish now and continue to develop this.

The Board **approved** the Climate Action Roadmap for 2023.

(3.6) The Secretary provided a brief update of progress made since the July Board meeting for the development of an updated governance framework for MetroLink. [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED] EY and A&L Goodbody Solicitors are preparing an options paper to be brought back to the Board at the meeting in October.

(3.7) The Secretary reminded members to submit their expenses for payment.

### 4.0 PRESENTATION: ENTERPRISE RISK 10 – CYBER SECURITY

Tony Redmond, John McDonald and Myles Houlden presented ENT 10 to the Board. Statistics show that phishing attacks are highly prevalent. Tony outlined TII's approach to managing this risk, including provisions for business continuity in the case of breach, and detection and containment provisions for suspicious activity. [REDACTED]

[REDACTED] The role of the Information Security Officer (ISO) was outlined – the ISO liaises with government as well to make sure we are at best practice. Biggest risk is staff clicking on a link in an email.

Heading to 2024, TII has to meet the government's requirements, and compliance issue will expand. The Board enquired about mandatory training. General members of staff and contractors have mandatory training plus interim mandatory and topical general awareness training. For Board members, there is training initially but we haven't had it as an ongoing activity. The Board wondered whether there should be a requirement for ongoing training, and this will be considered. The Board asked about supply chain issues, [REDACTED]

The Board observed that a culture of prevention is required and noted that Board Members have very limited access to TII systems and data, [REDACTED]

The ARC Chair noted that this area is looked at regularly at ARC. The Committee receives full details from Myles on information security. The focus has shifted from internal to external systems. The internal chain can be strong but outside poses an increased risk. Cyber Security baseline standards implementation is a positive thing.

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The Chair noted that the Board might need to think about how we bring back a conversation from ARC on what else can be done in this area of risk.

5.0 CHIEF EXECUTIVE REPORT AND SUB-REPORTS/COMMUNICATIONS UPDATE

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

The following matters in the CEO report were highlighted:

- Ballaghadereen to Scramoge memo is going to Cabinet today seeking approval for the contract.
- [REDACTED]
- Client Partner onboarding is underway. Target price will be put together from now to year end.
- Accommodation of abnormal loads - although TII does not have a role (local authority function) the M50 bridge is operated by our PPP concessionaire, and they are obliged to give back infrastructure in good condition. PPP Co highlighted risks of these very high loads that are right at the limit of design tolerance. Damage to structure is a real risk. [REDACTED] Although TII has no role in this the exec wants to keep the members aware.
- The revisions to the TII Statement of Strategy have gone through DOT. A positive response has issued, and the Board can now move to approve the updates.

[REDACTED]

6.0 FINANCIAL PERFORMANCE MONTHLY REPORT

The report was presented by Declan Wylde.

[REDACTED]

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[REDACTED]

**7.0 PRESENTATION: 2024 ANNUAL PLAN & BUDGET (DRAFT) & 2023 ANNUAL PLAN FORECAST OUTTURNS**

Nigel O’Neill, Geraldine Fitzpatrick, Paolo Carbone & Anthony Duffy presented to the Board.

[REDACTED]

**8.0 TII HEALTH & SAFETY PERFORMANCE REPORT**

Helen Hughes and Reddy Morley presented to the Board.

General Update – Occupational Health & Safety - 1 member of cleaning staff touched a needle which was left on a desk. An email was sent to staff outlining good practice. The clean desk policy addresses this issue.

There was one reportable lost time accident in the period. Accident report is in the Board papers.

MMRC - no reportable accidents.

Sick leave - 5 employees above limits and now off payroll. No others approaching the limit.

Full Time Equivalent days lost due to sick leave per month is 0.6, which is lower than civil service yearly average of 7.5 days.

[REDACTED]

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	<p>Reddy provided a progress update on the assessment/implementation of TII as a Railway Organisation (RO) – The Safety Management System (SMS) has to be certified by the Commission for Railway Regulation (CRR). The standard for this is set out in an EU Directive. Reddy outlined the engagement with CRR to date and the resources available through Client Partner to co-ordinate SMS engagement for MetroLink. MetroLink deadline is April and deadline by end of 2024 for other LUAS infrastructure. Egis is supporting the development of the SMS. [REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>
<b>9.0</b>	<b>MINUTES OF PREVIOUS BOARD MEETING</b>
	The Minutes of the previous Board meeting 18th July 2023 were approved.
<b>10.0</b>	<b>MATTERS ARISING</b>
	The progress of matters arising was noted by the Board.
<b>11.0</b>	<b>ANY OTHER BUSINESS</b>
	None
<b>12.0</b>	<b>PRIVATE BOARD DISCUSSION</b>
	None

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

Chairperson

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