

MINUTES 73rd MEETING OF TII BOARD

ITEM

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| Subject: | TII BOARD MEETING | Meeting No: | 73 |
| Location: | Meeting hosted via audioconferencing in line with government restrictions arising from COVID-19 | Date held: 22 nd March 2022 | Doc Revision: Approved |

ATTENDEES

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| BOARD CHAIRMAN | Gareth Llewellyn |
| BOARD MEMBERS | Joe O'Mahony |
| | Seamus Neely |
| | Mary O'Donovan |
| | Patricia O'Shea |
| | Damien Ó Tuama |
| | Des Kenny |
| | Peter Walsh (CEO) |
| | Colette Byrne |
| | Aebhric McGibney |
| | Aidan Skelly |
| ARC CHAIRMAN | Aidan Horan – <i>Item 2 & 3</i> |
| MEMBERS OF EXECUTIVE | Edel McCormack (Head of Governance and Legal) |
| | Marie Mulvany (Executive Assistant) |
| | Audrey Keogh (Director of Business Services) |
| | Rachel Cahill (Head of Executive Office) |
| PRESENTERS | Declan Wylde (Head of Finance) – <i>Item 3</i> |
| | Seán O'Neill (Director of Communications) – <i>Item 6</i> |
| | Helen Hughes (Director of Professional Services) – <i>Item 8</i> |
| | Pat Maher (Director of Network Management) – <i>Item 5</i> |
| | Kevin O'Rourke (Head of Network Operations) – <i>Item 8</i> |
| | Tony Redmond (Director of Corporate Services) – <i>Item 3</i> |
| | Paolo Carbone (Head of Public Transport Capital Projects) – <i>Item 4</i> |
| | Donal Minnock (Operations Manager Motorways) – <i>Item 5</i> |
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1.0 CONFLICTS OF INTEREST

The following general interests were noted by members: Patricia O'Shea reminded the Board of her role with daa in the context of the MetroLink presentation. It was noted by the Chairman that appropriate steps would be taken, including that Ms O'Shea might be asked to excuse herself from the meeting, if circumstances required such an action. Aebhric McGibney reminded the Board of his role with Dublin Chamber of Commerce in the context of MetroLink. Colette Byrne noted the interest of Kilkenny County Council in relation to the N25. It is noted that no issue arose during the course of the meeting requiring any further action to be taken in relation to the interests declared by members.

2.0 COMMITTEE UPDATES

Strategy Committee

The Chairman reported that the following matters were considered by the Committee:

- The committee received a presentation on Project BRUCE. The presentation included consideration of the experience of other countries, such as Spain, where tolling was removed and consequently there was a funding shortfall for the operation and maintenance of the road. Project BRUCE is included in the annex of actions of the Climate Action Plan. An Options Report has been prepared and examines four options. TII will now finalise the preliminary report and prepare a preliminary Business Case to go to government next year.
- The committee received a presentation on demand management options for the M50 which TII prepared in response to a request from DoT. The TII proposals will be developed in alignment with NTA Demand Management scheme for the GDA. The Board will be kept apprised of developments.

Audit and Risk Committee:

The Chairman reported that the following matters were considered by the Committee:

- The Committee considered work underway to update the risk reporting process, including the introduction of heat mapping and risk ratings on the ERR. There are fifteen Enterprise level risks and it is hoped to have these calibrated with ratings in Q2. The ARC Chairman commended the work to date.
- The Committee reviewed the draft Financial Statements for 2021. The Chairman commended the work of the Head of Finance, his team and colleagues across the organisation who have contributed to this process. The Committee discussed accounting policies. The financial statements will now go to audit and the ARC is recommending approval of the Financial Statements and Governance Statement subject to no material alterations at audit.
- The Committee discussed the NTA audit report. Further consideration of credit card compliance issues will be required.
- The Committee considered outstanding Internal Audit recommendations. Some have no updates since the last meeting and this will be focussed on in April/May.
- ARC training, including on reporting in the areas of Sustainability and Climate, was discussed and this will be arranged in coming months.

3.0 GOVERNANCE

- Audrey Keogh and Declan Wylde presented the draft Financial Statements and Governance Statement for 2021 to the Board. The policies on depreciation and capitalisation were outlined and the presenters took the Board through the results for the 2021 reporting period. TII is in receipt of income from levies under Schemes established under Section 49 of the Planning and Development Act 2000 [REDACTED]
[REDACTED] The audit by the Comptroller and Auditor General (CAAG) started on 7th March.

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The Finance Team will update the Board on matters arising at the April meeting. The Board **approved** the draft Financial and Governance Statements subject to no material change at audit.

- Tony Redmond presented the report on contracts valued at over 50k awarded in February 2022 which was **noted** by the Board. Pat Maher contributed to a discussion around the difficulties arising in the context of bitumen contracts in circumstances where no indexation is provided for in the relevant short form public works contracts. Industry representatives are seeking to have indexation included in such contracts. The matter will require consideration by the GCCC and DPER.

■ [REDACTED]

- The Board **noted** the decision made between Board meetings (February and March meetings) to approve the amendment to the Annual Plan and Budget 2022 to provide for allocations to the N4 Mullingar to Longford and N24 Waterford to Cahir Schemes. It was further noted that Colette Byrne had declared a potential conflict of interest and abstained from the interim vote on that basis.

4.0 PRESENTATION – METROLINK GOVERNANCE (Confidential)

[REDACTED]

5.0 PRESENTATION – ROADBRIDGE’S RECEIVERSHIP/IMPLICATIONS FOR TII

Pat Maher, Kevin O’Rourke and Donal Minnock joined the Board. Peter Walsh outlined the issues arising in relation to Roadbridge’s receivership and referred to advice taken from corporate legal advisors on the relevant contractual provisions in TII contracts. The Board approved in principle the reallocation of the 2022 provision for the N5 Ballaghaderreen to Scramoge project. The Board discussed the implications of the receivership and the knock-on impact on the market and risk allocation under the current contract form.

It was noted that there may be a need to use alternative forms of contract such as NEC or FIDIC to encourage international contractors to partner with domestic contractors in future competitions.

6.0 CHIEF EXECUTIVE REPORT AND SUB REPORTS

The Chief Executive presented the CEO Report to the Board which included the following sub-reports;

- Capital Programmes
- Commercial Operations
- Network Management – Roads
- Business Services
- Professional Services
- Corporate Services

Seán O’Neill provided an update on communications activities.

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Pat Maher presented the Network Management Quarterly Report and noted that the new format report would be presented in June.

The Board noted the following performance or risk issues in the CEO's report, along with actions or mitigations arising:

| Project / Programme /Operation | Material Changes, Performance or Risk Issues | Actions/Mitigations |
|--|--|---|
| Return to Office | TII offices are now open five days per week. TII will welcome staff back one day per week in April. | A hybrid working model is being developed and will be provided as soon as possible to provide clarity to staff on longer term working arrangements. |
| [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] |
| N6 Galway City Ring Road | The High Court has granted three applications for Judicial Review of the approval by An Bord Pleanála. | [REDACTED] |
| N5 Ballaghadereen to Scramoge | The Contractor, Roadbridge, entered receivership on 11 March. | The board received a full briefing and discussed this issue. |
| Anti-Social Behaviour and Vandalism | Period 1 saw an increase in ASB incidents due to an increase in 'disorder on tram' and 'disorder at stop' reports. Serious incidents, including assaults, remain low. There was a notable increase in vandalism incidents affecting the A1 line in December and January. | Transdev continues to monitor the network and routine Garda patrols are continuing in cooperation with Transdev. |

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| | <p>LRV availability and LUAS Services</p> | <p>The Red Line continues to run a reduced service due to a combination of backlog of tram exams and a higher-than-normal number of tram faults.</p> | <p>[REDACTED] Transdev have submitted a short- term recovery plan to TII projecting a return to full services by the end of April. TII continues to closely monitor the situation [REDACTED] [REDACTED] [REDACTED]</p> |
| | <p>Safety</p> | <p>There were no reportable accidents in the period.</p> | |
| <p>7.0 FINANCIAL PERFORMANCE MONTHLY REPORT</p> | | | |
| | <p>Audrey Keogh presented the report. The new reporting format will be used in April. The Board noted the forecast year-end deficit in LUAS income arising from continued reduced patronage.</p> | | |
| <p>8.0 TII SAFETY AND HEALTH PERFORMANCE REPORT/UPDATE ON MMARC SAFETY</p> | | | |
| | <p>Helen Hughes and Kevin O'Rourke presented the reports. [REDACTED] [REDACTED] [REDACTED]</p> | | |
| <p>9.0 MINUTES OF PREVIOUS BOARD MEETING</p> | | | |
| | <p>The Minutes of the previous Board meeting 22nd February 2022 were approved.</p> | | |
| <p>10.0 MATTERS ARISING</p> | | | |
| | <p>The progress of Matters Arising was noted by the Board.</p> | | |
| <p>11.0 ANY OTHER BUSINESS</p> | | | |
| | <p>It is intended to hold the April meeting in person if possible.</p> | | |
| <p>12.0 PRIVATE BOARD DISCUSSION</p> | | | |
| | <p>None.</p> | | |

Signed by _____

Chairman

Date: _____