

MINUTES 83rd MEETING OF TII BOARD

ITEM

Subject:	TII BOARD MEETING	Meeting No:	83
Location:	TII Offices, Parkgate Street, with some contributions by video link (Teams)	Date held: 28 February 2023	Doc Revision: 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
	Aebhric McGibney
ARC CHAIRPERSON	Aidan Horan – <i>Item 2, 3, 4 & 5</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	Nigel O'Neill (Directors of Capital Programmes) – <i>Item 6</i>
	Seán O'Neill (Director of Communications) – <i>Item 7</i>
	Eileen Cole (External – Board Excellence) – <i>Item 2</i>
	Pat Maher (Director of Network Management) – <i>Item 5</i>
	Tony Redmond (Director of Corporate Services) – <i>Item 5</i>
	Cathal Masterson (Director of Commercial Operations) – <i>Item 7</i>
	Kelly McCarthy (Assurance & Performance Reporting Manager) – <i>Item 5</i>
	Helen Hughes (Director of Professional Services) – <i>Item 9</i>
	Paolo Carbone (Head of Rail Capital Programmes) – <i>Items 6</i>
	Geraldine Fitzpatrick (Head of Road Capital Programmes) – <i>Items 6 & 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 PRESENTATION: BOARD EXCELLENCE REPORT ON BOARD EFFECTIVENESS

Eileen Cole of Board Excellence joined the Board to discuss the report on the assessment of Board Effectiveness carried out by Board Excellence commencing Q3 2022. An external review of the effectiveness of the Board of a public body is required every three years under the Code of Practice for the Governance of State Bodies (DPER 2016). TII's last review was completed in 2019.

The Chairman thanked the Board Members for the time and effort spent on the external review process and noted that a meeting with the senior management team to discuss the relevant findings of the report was scheduled to take place after the Board meeting.

Eileen outlined the key findings of the report and the recommendations made and there was a general discussion on these points among Board Members. Items highlighted included the following:

- There is a strong focus on values and purpose at Board level and the Board is rated as an effective board, [REDACTED]
- The culture of the Board is open and respectful.
- The Board has a clear view of its role, [REDACTED]
- [REDACTED]
- The current composition and complement of the Board are challenges, particularly in the area of diversity. It was noted and appreciated that TII faces challenges with regards to Board composition and complement arising from the reservation of the power of appointments to the Minister and the requirement to source members through the PAS process.
- Changes to the committee structure and timing of meetings are recommended, including consideration of replacement of the Strategy Committee with an Infrastructure Committee (or similar) and co-option of members from beyond the Board and SMT.
- While the information provided to the Board was noted to be of good quality, changes to the length and format of reports are recommended to improve synergy between information and Board requirements. A 1-4-8 structure for reports is recommended with reports linking to risk register/strategic plan. Further improvements to KPI reporting are recommended.
- The induction process to the Board is good. Some follow up on the initial induction and some bespoke training are recommended to further enhance support to members.
- Reporting on strategy could be improved with the suggestion of use of heat maps and balanced scorecards.
- A higher level of challenge at ARC than at Board or Strategy Committee was observed. The survey and interviews indicated a generally low level of tension. Eileen outlined principles related to a 'zone of uncomfortable debate' as potentially of benefit to the Board.
- Some observations around Board knowledge on culture and stakeholder engagement were provided with recommendations to consider how knowledge of culture below SMT level might be brought to the Board and on further improvements to stakeholder engagement and communications.

The Board discussed several aspects of the report and the Chairman invited Board Members to submit further observations to the Chairman and Secretary as soon as possible so that all feedback can be considered in the development of an implementation plan for recommendations arising out of the report. A plan will come back to the Board later in the year.

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3.0 COMMITTEE UPDATES

Strategy Committee

- The Committee received a presentation on the forthcoming TRA conference in Dublin. 4000 delegates will attend the conference in Dublin next year and DOT will underwrite the cost (approx. €3m). The conference will cover all modes of transport and is a policy, strategy, academic and scientific event. Helen Hughes will provide details of TRA to Board Members.
- The Committee considered TII's role in road safety and compliance with EU Directives. There are six people working in this area in TII with a further ten based in local authorities.
- The Committee received an update on the progress of the Luas Finglas project. The project is progressing well and the project team forecast that it will be possible to make an application for the Railway Order by the end of 2023 or early 2024.

Audit and Risk Committee

- The Committee considered the effectiveness of the System of Internal Control in line with the requirement on the Board to review the effectiveness of the System of Internal Control annually. The draft Statement on Internal Control (SIC) has been drafted subject to review by the Comptroller and Auditor General (C&AG). The Committee considered a range of assurances, as set out in the briefing memo accompanying the ARC and Board papers. These included reports on risk management, internal audit, external audit, the work of TII committees, engagement with the ARC, Strategy Committee and Board. The ARC Chairman noted that the SIC offers reasonable, not absolute assurance of the effectiveness of controls. The ARC is reasonably assured of the effectiveness of the system of internal control and the draft SIC. A strong statement on internal control has been prepared. Any amendments will have to come back to the ARC/Board. Some areas for further focus in 2023 have been identified, including cyber security. The ARC Chairman complimented the work of the management team in preparation for the review of the effectiveness of the system of internal control.

4.0 REVIEW OF THE EFFECTIVENESS OF THE SYSTEM OF INTERNAL CONTROL (SOIC) For Approval

Under the Code of Practice, the Board is responsible for ensuring that effective systems of internal control are instituted and implemented. The Board is required to confirm annually to the Minister that TII has an appropriate system of internal and financial control in place.

The Board considered the update to the Board given by the Chairman of the ARC at item 3 above. The ARC Chairman then asked Board Members if they are reasonably assured of the effectiveness of the SOIC. The Members considered challenges facing TII, including resourcing MetroLink and governance of the project. The Board expressed support for the MetroLink Project Board's decision to update and revise the Preliminary Business Case.

The Chairman asked that consideration be given to some further content around external assurances in the SIC.

The Board **confirmed** that it is satisfied with the effectiveness of the SOIC and **approved** the draft SIC subject to any amendment that might be required regarding external assurances as requested by the Chairman.

5.0 GOVERNANCE & LEGAL UPDATES/RISK MANAGEMENT

- The Board **noted** the Protected Disclosures Report for 2022 in compliance with Section 22 of the Protected Disclosures Act 2014 (as amended).
- The Board **noted** the contracts valued over 50k executed by TII in January 2023.
- The Board reviewed and **approved** the ARC Terms of Reference (TOR). The ARC Chairman noted that no changes are proposed at this review date.

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- The Board noted the KPI Report for Q4 2022. Kelly McCarthy responded to a query submitted on Decision Time by confirming that the dip in M50 toll compliance over the year arises through seasonality. Kelly will check with LUAS colleagues to see if a link to a LUAS complaints page can be provided on the TII website. Kelly agreed to colour code the report going forward (Red, Amber, Green).
- The Board **approved** an amendment to existing KPI 14 and the addition of four new KPIs as outlined in the papers before the Board and presented by Kelly McCarthy. The new KPIs relate to CO2 emissions from blacktop used in TII's pavement programme; electricity, transport and thermal final energy; business travel emissions; and senior leadership gender representation.
- The Board **approved** the opening of two new bank accounts with Bank of Ireland and the issue of a second credit card to the HR department as a back up card for annual leave, as outlined in the papers before the Board.
- The Board **approved** an application to the Government Construction Contracts Committee (GCCC) for a derogation from the requirement to use the Public Works Contract (PWC) for the renewal of the Bridges Term Maintenance Contract as outlined in the paper before the Board. The Secretary is to check whether the requirement for prior approval by the Board of reference to GCCC can be removed as a reserved function.

6.0 PRESENTATION: ANNUAL PLAN AND BUDGET 2023 (For Noting)

The Chairman addressed the history of the approval of the Annual Plan and Budget for 2023 and confirmed that this is now before the Board to be noted. The approved Annual Plan and Budget for 2023 (as finalised between the CEO and Chairman with the agreement of the Board) is in the Board pack. Since the Board reviewed the draft in October 2022 TII has received a letter from the Minister, dated 24th January 2023, setting out allocations subject to terms and conditions and prioritisations for national roads. Nigel O'Neill and Geraldine Fitzpatrick presented to the Board. Nigel noted that the Minister's letter contains an appendix that identifies each New Road project and the allocation it has been given. It also indicates projects where funding in 2023 will meet current commitments only.

The allocations in public transport, provided via NTA, were also confirmed.



The Board **noted** the approved Annual Plan & Budget for 2023.

7.0 CHIEF EXECUTIVE REPORT AND SUB-REPORTS/COMMUNICATIONS UPDATE

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

Sean O'Neill provided the communications update. The Board suggested that TII might review its strategy on communications. The Annual Plan and Budget 2023 as now approved and noted will be placed in the resources section on Decision Time. Members can contact the Secretary regarding any other resources required for general access.

The CEO report was taken as read. The following matters were highlighted:

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- TII ran its first Townhall event since the start of the Covid-19 pandemic on 26th January. The presentation focussed on TII's Annual Plan and Budget and planned activities for 2023.
- The CEO attended a preliminary meeting of an Infrastructure Forum established by daa and Uisce Éireann. As a non-commercial body, it is unclear what role TII can play but we will contribute as appropriate.
- Recruitment to ZEVI has commenced. This matter will be brought back to the Board when there is more clarity around TII's role.
- TII met with the Irish Road Hauliers Association in February in relation to issues of concern to IRHA members in relation to tolling.
- [REDACTED]
- Following the conclusion of three Judicial Review cases brought before the High Court, the N6 Galway City Ring Road project has been remitted to An Bord Pleanála.
- The 'Go Live' process to transition from the existing operator emovis to Indra's platform took place between 31st January and 1st February.
- [REDACTED]
- The CEO noted that the Employee Engagement Survey carried out in 2022 indicates that 82% of staff would recommend TII as an Employer, up from 65% in 2019.

[REDACTED]

Further work is planned on safety and security incidents this year. While vehicle and personal contacts with trams are down, anti-social behaviour and vandalism are up.

A request from NTA to enhance LUAS services has been assessed by TII and Transdev and funding requirements have been notified to NTA.

On PPPs, traffic levels are at 2019 numbers but there is higher revenue because of toll increases. It was noted that a decision will have to be made soon about the LUAS Operations and Maintenance contract and whether TII will seek to extend or to re-procure.

8.0 FINANCIAL PERFORMANCE MONTHLY REPORT

Audrey Keogh presented the report noting the addition of two categories, Luas/Metro cash reserves and Roads cash reserves. Because allocations were only finalised in January there haven't been many drawdowns yet for 2023.

[REDACTED]

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9.0	TII HEALTH & SAFETY PERFORMANCE REPORT
	<p>Helen Hughes and Geraldine Fitzpatrick joined the meeting.</p> <p>There were no reportable accidents in the period. 4 SPADS were notified to CRR. There was a fire in a distribution box at Sandyford. Damaged equipment has been repaired and there will be an investigation. There were no incidents on MMARCs in January.</p> <p>The Board asked that TII reviews the number of C1 SPADS over the past few years to see if they could have been more serious, given that the only difference between C1 and C2 is the presence of another tram in the vicinity. The Board asked to be advised of the number and location of cross points. It was confirmed that Donal Dunne will be at the March meeting, and this can be addressed.</p>
10.0	MINUTES OF PREVIOUS BOARD MEETING
	<p>The Minutes of the previous Board meeting 24th January 2023 were approved subject to the correction of the spelling of an attendee's name.</p>
11.0	MATTERS ARISING
	<p>The progress of matters arising was noted by the Board.</p>
12.0	ANY OTHER BUSINESS
	<ol style="list-style-type: none">1. The Board asked if we could remind the Minister that toll rates are going back up in July. A report is to be brought back to the Board first which should look at the issues and the impacts of a possible further deferral.2. The Board discussed the proposed works at the Red Cow interchange. A planning application has been made to cover a permanent bus exchange and toilets. Management is to revert to the Board in relation to the changing facilities that have been provided for.
12.0	PRIVATE BOARD DISCUSSION
	<p>None.</p>

Signed by _____

Chairperson

Date: _____