

MINUTES 102nd MEETING OF TII BOARD

ITEM

Subject:	TII BOARD MEETING	Meeting No:	102
Location:	TII Offices, Parkgate Street, Dublin 8, with some contributions by video link (Teams)	Date held: 26 November 2024	Doc Revision: Approved

ATTENDEES

BOARD CHAIRPERSON	Gareth Llewellyn
BOARD MEMBERS	Aidan Skelly
	Mary O'Donovan
	AnnMarie Farrelly
	Damien Ó Tuama
	Des Kenny
	Aebhric McGibney
	Peter Walsh (CEO)
	Colette Byrne
	Michael Wall
	Patricia O' Shea
APOLOGIES	Sadhbh O'Neill (Recused)
MEMBERS OF EXECUTIVE	Sandra McCarthy (Head of Governance and Legal, Secretary)
	Marie Mulvany (Executive Assistant)
	Audrey Keogh (Director of Business Services)
PRESENTERS	Sean Sweeney (MetroLink Programme Director) – <i>Item 2</i>
	Sandra McCarthy (Head of Governance & Legal, Secretary) – <i>Items 3.2, 3.3, 3.4 & 3.5</i>
	Pat Maher (Director of Network Management) – <i>Item 3.4</i>
	Nigel O' Neill (Director of Capital Programme) – <i>Items 4 & 6</i>
	Rachel Donnelly (Corporate Risk Manager) – <i>Item 4</i>
	Declan Wylde (Head of Finance) – <i>Item 5</i>
	Peter Walsh (Chief Executive Officer) – <i>Item 7</i>
	James Dillon (HR Specialist) – <i>Item 8</i>
	Sorcha Burns (Senior Property Lawyer) – <i>Item 9</i>
	Christian Nea (Senior Engineer – Environment) – <i>Item 9</i>
	Michael McCormack (Senior Land Use Planner) – <i>Item 9</i>
	Helen Hughes (Director of Professional Services) – <i>Items 10 & 10.1</i>
	Martin Bourke (Senior Manager Asset Management Maintenance) – <i>Item 10.2</i>

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1.0 CONFLICTS OF INTEREST

Michael Wall, having previously informed the Board of his role on a NAMA committee to which TII was to send representatives, noted that a presentation has now taken place. No conflict is perceived but the disclosure was noted. No other conflicts of interest were declared.

2.0 COMMITTEE UPDATES

Audit & Risk Committee (ARC)

The Committee Chair advised the Board of the following matters:

- Work on outsourcing Internal Audit (IA) function is underway. The intention is that IA will be fully outsourced including role of Head of Audit. EY is supporting the Executive in making this change.
- 3-year plan will be coming to ARC at March meeting.,.
- An Internal audit workshop, to validate the 3-year audit plan, is to take place on 16th December, with attendance from both the executive and ARC members. Good progress made with closing open audits although 2 audits will be carried over into next year.
- Phishing appears to be greatest risk from an IT perspective. A recent third-party cyber breach had no impact on TII but highlighted risk of third parties. TII is well placed to deal with NIS2.

Infrastructure Committee (IC)

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

The Committee received two presentations, one on Green Procurement for M7 Pavement Renewal Project and the other on MetroLink from the MetroLink Programme Director ('the PD'). As he was present, the PD provided the Board with detail of his presentation to the IC. The Railway Order process is continuing with An Bord Pleanála requesting that TII respond by 9th December 2024 to submissions arising out of the second statutory round of consultation. Procurement work is progressing, with four of the interim management team in place. The PD believes that the minimum TII core team would be 60 people.

3.0 GOVERNANCE/LEGAL/RISK UPDATE & REPORTS

(3.1) The Infrastructure Committee Chair presented the revised draft Terms of Reference for the Infrastructure Committee to the Board, and they were **approved**.

(3.2) The Board Secretary reminded the Members of the obligations regarding their SIPO Declaration. An email to Members will follow confirming the closing date and how to make the necessary declaration.

(3.3) The Board Secretary presented a request that the Board approve TII sponsorship of the annual eIoas Transport Ireland Conference in June 2025 in addition to two cross sectoral roundtable events and a feature article in the annual eIoas Transport Magazine. Members, having received confirmation that all necessary due diligence in accordance with TII's Corporate Sponsorship Policy Sponsorship had been and would be carried out, **approved** this sponsorship.

(3.4) The Board Secretary presented a request that the Board approve the granting of a licence/licences to PiPiper Infrastructure Limited for the installation of fibre optic cables on the M8 between Portlaoise and Cork and on the M9 between Newbridge and Waterford. Members queried whether PiPiper was the only applicant and Pat Maher confirmed that at present it is, but it is open to others to apply should they wish to do so. The granting of the licence/licences was **approved**.

(3.5) The Board Secretary presented a request that the Board make a decision to note the tender and award by Limerick City & County Council of the Adare Bypass construction contract. The Board **noted** the tender and award.

4.0 PRESENTATION: REFRAMING OF THE RISK AND BOARD DEEP DIVE OF ENT-14(B) – NEW INFRASTRUCTURE

Nigel O' Neill presented to the Board.

The risk of a failure to receive sufficient funding for future years to deliver transport infrastructure programmes and projects approved or mandated by government was outlined to the Board. It was noted that the consequence would be a material reduction in what can be delivered with schemes being

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abandoned and costs written off. There may also be consequences for protection and renewal as even relatively minor safety improvement requires investment.

The principal control utilised to manage this risk is regular stakeholder engagement, but it remains listed as maximum in terms of risk.

Members discussed how TII should approach funding going forward once a new government is in place. There will likely be a new NDP and TII is preparing to set out what its funding requirements are. The Chair advised that whilst it is not appropriate to lobby, TII should have the relevant information in an easily accessible form ready for anyone who may seek it.

5.0 FINANCIAL PERFORMANCE MONTHLY REPORT

[REDACTED]

- [REDACTED]
[REDACTED] t enabled TII to replenish its [REDACTED]
- [REDACTED]
[REDACTED].

[REDACTED]
[REDACTED]
[REDACTED]

6.0 ANNUAL PLAN & BUDGET UPDATE

Nigel O' Neill provided this update.

[REDACTED]
[REDACTED]
[REDACTED].

7.0 CHIEF EXECUTIVE REPORT

Peter Walsh delivered his monthly CEO report.

A number of matters in the report were highlighted including MetroLink Governance, Luas Finglas, Luas Cork and the Adare Bypass.

Members queried the implications of the contract used for the Adare Bypass (NEC4 Option C) and whether we have taken on more of the risk noting that when risk is taken by the Employer it must be managed very carefully. A full explanation of such contracts was requested by the Members and the Chief Executive **agreed** that it would be provided.

(7.1) In the absence of Claire Carbery, the Chief Executive then presented the 2025 Strategic Communications Implementation Plan and associated budget.

The Chief Executive noted the importance of establishing that TII has a plan and provided an overview of its contents.

Members queried the level of outsourcing and engagement with Arup and wondered whether the plan to develop should be sourced internally. The Chief Executive noted that the initial objective was establish what TII wanted and what it needs to do and once that was established the organisation could consider whether this is something that should be permanently resourced.

Members observed that the plan does not currently include traditional media and that KPIs do not appear to have been set out. Members also queried the reporting line and the Chief Executive outlined that the Communications Team reports to Rachel Cahill and that both Rachel Cahill and TII's Director of Communications, Sean O' Neill, report to him.

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The Chair noted that it is to the Chief Executive's credit that TII has made progress on the Strategic Communications Plan and encouraged the organisation to swiftly implement the plan.

8.0 TII WORKFORCE PLAN

James Dillon presented to the Board.

TII's statutory responsibilities have increased in complexity and its remit has expanded to new areas. There are currently circa 4,200 external resources deployed to support 307 internal resources (excl. MetroLink). Parts of TII are not optimally resourced and an additional 198 roles will need to be deployed, over the next 5 years, across TII to address risks from gaps in internal resources and ensure full and effective delivery of its remit.

The Chair suggested that it would be wise to prioritise those roles that are permanent and required urgently. The cost saving for the State in having TII staff doing something rather than consultants should be kept in mind.

9.0 PRESENTATION: PLANNING & DEVELOPMENT ACT 2024 IMPLICATIONS FOR TII (*CONFIDENTIAL AND PRIVILEGED INFORMATION*)

Sorcha Burns, Christian Nea and Michael McCormack presented to the Board.

[REDACTED]

10.0 HEALTH & SAFETY PERFORMANCE REPORT

Helen Hughes provided this report.

The timeline for TII Railway Organisation Safety Management System Certification was outlined, with the target date for certification being the end of March 2025. The Chair queried whether there has been much feedback from Commission for Railway Regulation. It was confirmed that there had been feedback throughout the process.

(10.1) Helen Hughes presented on the TII Health and Safety Policy (Draft 2025). The policy was **approved** by the Board.

(10.2) Martin Bourke presented on MMarC Safety.

The Chair queried TII's use of 0.88 accidents per 100,000 hours worked on an annual basis as being an appropriate threshold and suggested that it would be worthwhile looking at other industries. TII should not set the threshold so high that it is not improving performance.

11.0 MINUTES OF PREVIOUS BOARD MEETING

Subject to the comment below, the Minutes of the previous Board meeting held 22 October 2024 were approved, the Board Secretary having first pointed out the replacement of the word "*Development*" with "*Design*" in the last paragraph of the draft previously forwarded to the Chair for review.

A Member queried item 8 as recorded in the Minutes regarding the presentation on that Annual Plan and Budget, specifically the reference to TII's obligations in respect of carbon emissions and climate. The Chair agreed that this could be looked at again and discussed further at the February meeting of the Board.

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12.0 MATTERS ARISING

The progress of Matters Arising was noted by the Board.

13.0 ANY OTHER BUSINESS

- 1. Members held a private discussion on the results of the recently issued Effectiveness Checklist. The Chair agreed to run one to one sessions with Members in January to follow up.
- 2. [REDACTED]

Signed by _____

Chair

Date: _____