

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>
	██████████ (A&L Goodbody Solicitors) – <i>Item 6</i>
██████████ (PWC) - <i>observer for Item 6</i>	

MINUTES 92nd MEETING OF TII BOARD

ITEM

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

MINUTES 92nd MEETING OF TII BOARD

ITEM

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.

4.0 FINANCIAL PERFORMANCE MONTHLY REPORT

[REDACTED]

5.0 ANNUAL PLAN AND BUDGET – FOR APPROVAL

Nigel O’Neill presented to the Board.

[REDACTED]

6.0 PRESENTATION: METROLINK GOVERNANCE OPTIONS REPORT

[REDACTED]

