MINUTES 94th MEETING OF TII BOARD			
ITEM			

Subject:	TII BOARD MEETING		Meeting No:	95
Location:	TII Offices, Parkgate Street, Dublin 8, with some contributions by video link (Teams)	Date held: 26 March 2024	Doc Revision:	Approved

ATTENDEES	
BOARD CHAIRPERSON	Gareth Llewellyn
BOARD MEMBERS	Aidan Skelly
	AnnMarie Farrelly
	Damien Ó Tuama
	Des Kenny
	Peter Walsh (CEO)
	Colette Byrne
	Sadhbh O'Neill (see note in minutes)
	Michael Wall
	Patricia O'Shea
	Aebhric McGibney
APOLOGIES	Mary O'Donovan
	Edel McCormack (Head of Governance and Legal, Secretary)
MEMBERS OF EXECUTIVE	Marie Mulvany (Executive Assistant)
	Audrey Keogh (Director of Business Services)
PRESENTERS	Pat Maher (Director of Network Management – *Item 4*
	Seán O'Neill (Director of Communications) – *Item 6.1*
	Helen Hughes (Director of Professional Services) – *Item 8*
	Tony Redmond (Director of Corporate Services) – *Item 3*
	Kelly McCarthy (Assurance and Performance Reporting Manager) – *Item 3*
	Rachel Cahill (Director of Executive Office) – *Item 6.2*
	Claire Carbery (Communications & Engagement Manager) *Item 6.2*
	Hamid Foroughi (Head of Public Transport New Scheme Planning) *for item 7*
	Maurice Stanley (Quantity Surveyor Project Services) *for item 7*
	David Weldon (Project Manager (Design) – New Luas Projects • Public Transport Construction) *for item 7*
ATTENDEES	Mark Nolan (Financial Controller)

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 Colette Byrne advised the Board of the following matters discussed by the ARC.
	The Risk Trend on ENT-7b has improved from ███████████████ but will be carefully monitored.
	An informative presentation on ENT-10 Cyber was presented detailing the controls in place to prevent and mitigate online threats including third party risks. The Residual Risk is improved due to the improvements in software controls and external monitoring.
	The ARC considered the Governance Statement and subject to some minor modifications, approved the Statement.
	The ARC was presented with An Overview of TII's 2023 Financial Statements. Following a detailed discussion and queries addressed, the ARC approved the draft Financial Statements subject to no material changes. The Chair acknowledged the notable efforts from all the contributors involved in the preparation of the financial statements. The ARC was updated on the engagement with C&AG.
	There were no issues or actions to report from the Treasury Policy Compliance Report as presented.
	There was an update on the new financial management system (MIS). The Committee requested a high level project plan.
	An update on eFlow Debt Management Analysis 2023 was presented and showed an eFlow compliance rate of 97.17% in non-registered customers, a slight increase in from 97.02% in 2022.
	The Committee received an IT Security Update updating on the progress of the Cyber Security Framework and outcomes of the Phishing Simulation to TII staff.
	There was one Internal Audit Report: HR Resource Planning and Recruitment. The audit opinion assigned a Reasonable rating with three medium recommendations and three others to be actioned. The new external audit service provider ASM is on board and replaces Crowleys DFK.
	There were two NTA Audits (1) Review of Capital Grants paid in 2022, ████████████████ ████████████ and (2) Luas Review of 2022 PSO Payments, ████████████████████████ ████.
	The ARC Terms of Reference were updated to address the scenario where management does not accept an audit recommendation. The update included was "*In the case of management not accepting a recommendation made by the audit function, the matter will be referred to the ARC for determination.*"
	The ARC and Internal Audit were invited to the training by the National Cyber Security Centre at the Enterprise Risk Committee on 9 April.
	infrastructure Committee
	The Committee received two presentations: **Strategic Asset Management Plan (SAMP) for Managed and Concession Network** This presentation provided a background to and overview of TII's Strategic Asset Management Plan (SAMP) for the managed and concession road network. The publication of the SAMP represents a significant milestone in the development and evolution of TII's asset management processes. ██ ██ ██ ██ ██ ██████████████. ██████████████████████████████████ ██ ████████████████████████████████

		Climate Change Adaptation and Resilience.
		The presenters outlined the measures TII is taking to address the impact of climate change on the road network including the impact of extreme weather events such as flooding and intense storms.
3.0		**GOVERNANCE & LEGAL UPDATES/RISK MANAGEMENT**
	3.1	Kelly McCarthy presented the Annual Strategic Key Performance Indicators (KPIs). These metrics are KPIs for which data does not tend to change significantly from month-to-month or even quarter-to-quarter, and instead are most useful when looked at on a longer-term or annual basis. These are not target focussed but rather performance is assessed in the context of previous year outcomes.
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		The Chair requested that figures for 2019 for Air Kilometres Travelled be provided as Pandemic related travel restrictions resulted in uncharacteristically low figures.
		Kelly finishes her role as Performance and Assurance Manager and is taking up another role within TII. The Chair thanked her for her work with the Board and wished her well in her new role.
	3.2	The Board noted the contracts valued over 50K executed by TII in February 2024. These were presented by Tony Redmond. There were five executed. ARC is to consider a procedure that will provide the Board with foresight of upcoming contracts and the establishment of value thresholds to assist future Board discussions on contract awards.
	3.3	Mark Nolan presented on the Financial Statements. These were issued to the C&AG on 1st March and will be submitted to DoT in June.
		There were discussions re consultancy costs for external service providers and it was confirmed that these figures being reported are in line with DPER definitions.
		The Board approved TII's Financial Statements for 2023 subject to no fundamental changes.
	3.4	The Board approved the TII Governance Statement for inclusion into the TII 2023 Annual Report
	3.5	The Board approved the updated ARC Terms of Reference.
4.0		**PRESENTATION: ET – 14(a) Existing Infrastructure)**
		Pat Maher presented to the Board on the risks and controls for ENT 14(a).
		Pat explained there are two different networks / asset bases, road and light rail, and there are differences in principles and funding. There were detailed discussions concerning the declining maintenance funding and the consequences of degradation of the assets over time and use. This could lead to safety issues and impact of services. A key control is the Strategic Asset Management Plan (SAMP) which was developed for the TII managed and concession road network.
		The Board proposed that the wording of this risk title should be changed to **Failure to secure funding to protect the value of existing infrastructure**
		The business case for Protection and Renewal funding for Greenways and Active Travel infrastructure was discussed.
5.0		**FINANCIAL PERFORMANCE MONTHLY REPORT**
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6.0		**CEO MONTHLY REPORT**
		Peter Walsh presented his CEO report and discussed the following:
		The TRA24 Conference is scheduled to take place in the RDS from 14 to 18 April. The Board was invited to attend.

		The MetroLink project oral hearing will conclude on 28 March. ███
		ABP will decide if the oral hearing will recommence.
		The Chair on behalf of the Board extended its thanks to Aidan Foley, his team and all staff who contributed to the MetroLink Oral Hearing. The Board recognises the dedication and immense volume of work over the last couple of years to bring the project to this stage.
		Interoperability Framework Agreement: The tolling agreements for a two year extension with the tolling service providers have been executed.
		The Board was informed of progress in the re-procurement of the Operations and Maintenance of Tunnels and Traffic Control Centres contract which includes Dublin and Jack Lynch tunnels and the Motorway control centre. The NEC4 form of contract will be utilised for this project.
		Senior management has completed all four modules of the Climate Action Leadership ████████████ ████████████ . A training module proposal, appropriate for Board Members, will be developed.
	6.1	Sean O'Neill updated the Board on communications.
		A communication strategy is being prepared for the N20/M20.
		Luas is 20 years in operation and the Board suggested it would be an opportunity to highlight the benefits realised by Luas.
	6.2	Rachel Cahill briefed the Board on the approach to the TII Stakeholder Engagement Framework which is being developed as part of the Engagement and Collaboration strategic goal in TII's current Statement of Strategy:
		The Board will be provided with a report in June following engagement with key stakeholders.
		Rachel Introduced Claire Carbery who was recently appointed to the role of Communications & Engagement Manager. Claire will be involved in updating the Board on strategic communications over the coming months.
		The Board received an update on the developing Stakeholder Engagement Framework. The Board advised that users of services and infrastructure provided by TII should be ranked amongst the most important stakeholders. Listening to the views of stakeholders and reporting their feedback should be a priority for TII over the coming year.
	6.3	Audrey Keogh gave an update on long term sick leave and the position at the end of quarter 4 2023 and illness category.
		Further to a request by the Board, a report on direct outsourced placements for resourcing was noted and discussed.
7.0	**PRESENTATION: LUAS FINGLAS**	
		The Board received a presentation on the progress of the Luas Finglas project which will extend the Green Line from Broombridge to Finglas. The Preliminary Business Case (PBC) is nearing completion. Work is well advanced on the documentation required to make a Railway Order Application to An Bord Pleanála. The benefits of the scheme were outlined including changes in land use which are made possible by the scheme through Transport Orientated Development of housing at Jamestown and Ballyboggan. The Railway Order documentation will be considered by TII's Infrastructure Committee (IC) at their April meeting and the IC's recommendation in relation to progressing to a Railway Order application will be considered by the May meeting of the Board.
8.0	**HEALTH & SAFETY PERFORMANCE REPORT & CONSTRUCTION SAFETY**	
		Helen Hughes updated the Board on the items included in the Safety Report.

- There were no lost time accidents recorded in the period.
- There were two SPADS which occurred in Period 1 and have been notified to the CRR.
- Reporting on the Ballaghaderreen to Scramoge project will commence in June.

		- The next time we report on construction safety we will report on site safety and notify the contractor of any improvements to be undertaken.
9.0	**MINUTES OF PREVIOUS BOARD MEETING**	
	The Minutes from the previous Board meeting held 27 February 2024 were approved.	
10.0	**MATTERS ARISING**	
	The progress of matters arising was noted by the Board.	
11.0	**ANY OTHER BUSINESS**	
	None	
12.0	**PRIVATE BOARD DISCUSSION**	
	None	

Signed by_____

      Chairperson

Date: **_____**