

# MINUTES 100<sup>th</sup> MEETING OF TII BOARD

## ITEM

<b>Subject:</b>	TII BOARD MEETING	<b>Meeting No:</b>	100
<b>Location:</b>	TII Offices, Parkgate Street, Dublin 8, with some contributions by video link (Teams)	<b>Date held:</b> 24 September 2024	<b>Doc Revision:</b> 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
	Sadhbh O'Neill
	Michael Wall
	Aebhric McGibney
	Patricia O' Shea
MEMBERS OF EXECUTIVE	Sandra McCarthy (Head of Governance and Legal, Secretary)
	Marie Mulvany (Executive Assistant)
	Audrey Keogh (Director of Business Services)
PRESENTERS	Sandra McCarthy (Head of Governance & Legal, Secretary) – <i>Items 4.1 &amp; 13</i>
	James Dillon (HR Specialist) – <i>Item 4.2</i>
	Robert Desmond (Head of PPP Procurement & Finance) – <i>Items 4.3 &amp; 9</i>
	Cathal Masterson (Director of Commercial Operations) – <i>Items 4.3, 5 &amp; 9</i>
	██████████ (NDFA) - <i>Item 4.3</i>
	██████████ (NDFA) - <i>Item 4.3</i>
	██████████ (McCann FitzGerald) – <i>Item 4.3</i>
	██████████ (McCann FitzGerald) – <i>Item 4.3</i>
	Paolo Carbone (Head of Public Transport Capital Projects) – <i>Item 5</i>
	Sean Sweeney (MetroLink Programme Director) – <i>Item 5</i>
	Nigel O' Neill (Director of Capital Programme) – <i>Item 6</i>
	Geraldine Fitzpatrick (Head of Roads Capital Programme) - <i>Item 6</i>
	Anthony Duffy (Head of Project Services) – <i>Item 6</i>
	Mark Nolan (Financial Controller) – <i>Item 7</i>
	Peter Walsh (Chief Executive Officer) – <i>Item 8</i>
	Seán O' Neill (Director of Corporate Communications) – <i>Items 9 &amp; 10</i>
	Pat Maher (Director of Network Management) – <i>Item 9</i>
	Reddy Morley (Head of Rail Safety & Occupational H&S) – <i>Item 12</i>

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### 1.0 PRIVATE MEETING WITH BOARD AND SEAN SWEENEY

The Board met with MetroLink Programme Director, Sean Sweeney, for 15 minutes before the commencement of the meeting .

### 2.0 CONFLICTS OF INTEREST

The Chair informed the Board that board member Sadhbh O’ Neill had disclosed she was seeking nomination for the Labour candidate for Waterford in the forthcoming election. It was agreed that, pending confirmation of said candidacy, Sadbh O’ Neill will continue as a board member but will step out if anything specific should arise in respect of which she may have a related interest. It was also noted that should her candidacy be confirmed, she may be required to recuse herself from the Board. No other conflicts of interest were declared.

### 3.0 COMMITTEE UPDATES

#### Infrastructure Committee

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

The Infrastructure Committee of the Board received four presentations in September on: 1) TII National Planning Framework Submission - Update on national planning framework including plan to coordinate development and inter urban connectivity; 2) Railway Order for Luas Finglas; 3) Luas Cork: Route Selection, Route Options and Programme for Non-Statutory Public Consultation ; 4) Luas 2050 Strategic Study – Possibility of new lines.

#### Audit & Risk Committee

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

1. The Committee met representatives from the Comptroller & Auditor general without the executive present. TII received a clean audit report and management letter with one medium and three low findings. Very positive engagement with TII.
2. IT strategy is very clearly set out. Very reliant on contractors. Difficult to attract staff at low salary scale. Graduate programme and upskilling and training those taken on may be a solution.
3. Information Security – Implementation of the public sector cyber security baseline standard is progressing well and should put TII in good position for NIS2 directive.
4. Risk – Wording of Enterprise risk 14a discussed ‘Failure to secure funding.....’. To be considered by the Executive.
5. Finance – OneMIS update provided including consideration as to whether to keep PRS system intact and in scope.
6. Internal Audit – 19 audits originally in the plan for 2024, now 16. 9 completed. Workshop with Executive Team and ARC to take place in October on IA planning. Very good progress has been achieved on closing older recommendations.
7. Discussions aimed at determining the financial value of contract requiring prior approval by the Board.

### 4.0 GOVERNANCE/LEGAL/RISK UPDATE & REPORTS

(4.1) The Board Secretary presented to the Board on the timing of the review of TII’s Code of Practice (“the Code”) and Board Terms of Reference. It was noted that at the July Board it was agreed that the Code should be adjusted to include a requirement that approval of a Preliminary Business Case be added to the matters reserved for decision of the Board. It was further noted that a possible further change to the Code will be required regarding procurement approvals. Rather than repeatedly update the Code in a piecemeal fashion, it was **agreed** that such changes as may have been agreed when the Code is due for its annual review in January 2025 will be made then as part of the overall review of the Code. It was further **agreed** that the review of the Board Terms of Reference will take place in tandem with the review of the Code in January.

(4.2) James Dillon presented on proposals for a Culture Dashboard. Members queried what does “good” look like and are there any comparisons?

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Members also queried hybrid working and the culture before and after. Members suggested that TII's Wellness and Employee Assistance programmes could be highlighted.

Members also commented on whether the observable facts were a good indicator of culture. When the next round of Employee Engagement results come back, the culture we are we aiming for should be considered.

James Dillon agreed to consider the points raised by the Board in finalising the Dashboard.

(4.3) Robert Desmond, Cathal Masterson, [REDACTED], [REDACTED] presented to the Board.

It was confirmed that no issues of concern have been identified with the proposed CRG Portlaoise PPP Rescue Refinancing Scheme. Operations commenced in 2010 and the contract entered into anticipated that such refinancing could be required should there be a default of loan obligations. Payments have been postponed for the last year and a half and TII's consent is now being sought to proposal refinancing. The contract expires in 2030. On handback, roads are required to be at a particular standard and funds have been held back in contract to fund this should any issue arise.

Members queried whether this issue was one that might impact other PPP contracts and it was noted that health checks of contracts are carried out and whilst no guarantees can be given, no other potentially similar cases have been identified.

The Members complimented the quality of the paper and the Board **delegated** authority to TII's CEO to conclude matters in a manner consistent with this approach as presented.

5.0

**PRESENTATION: METROLINK GOVERNANCE – PROGRAMME BOARD TERMS OF REFERENCE, DELEGATIONS OF AUTHORITY AND TRIGGERS ESCALATION INSTRUMENT**

Cathal Masterson, Paolo Carbone and Sean Sweeney presented to the Board.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

The Members **approved** the MetroLink Governance Framework for implementation.

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**6.0 2025 ANNUAL PLAN AND BUDGET**

Nigel O’ Neill, Geraldine Fitzpatrick and Anthony Duffy presented to the board.

[REDACTED]

[REDACTED]

[REDACTED]

**7.0 FINANCIAL PERFORMANCE MONTHLY REPORT**

Mark Nolan provided this report.

- [REDACTED]
- [REDACTED]

[REDACTED]

**8.0 CHIEF EXECUTIVE REPORT**

Peter Walsh delivered his monthly CEO report.

A number of matters in the report were highlighted and the Chief Executive informed the Board regarding the MetroLink Railway Order application that An Bord Pleanála has given instructions which have been followed and TII now awaits hearing further from the Board. The Metrolink Client Partner team will have onboarded up to 600 resources by the year end, again reinforcing the need to have a suitably experienced and expert TII team in place. DEPENDR sanction has not yet been secured.

Members also raised a potential issue regarding the use of electric charging facilities by people with disabilities. The Chief Executive stated that Design Guidelines have been developed by DoT but that we would be keen to receive any insight as to accessibility.

**9.0 2025 TOLL CHARGES DISCUSSION PAPER**

Cathal Masterson, Robert Desmond, and Pat Maher presented to the Board.

Robert Desmond took the Board through the paper noting that the Board will be asked to approve any toll rate changes at the October Board. Points for consideration include what rates, up to the maximum, will be charged on the M50 and Dublin Tunnel. The Chair observed that for PPPs, the process is more mechanistic.

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	<p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>
<b>10.0</b>	<b>COMMUNICATIONS</b>
	Sean O' Neill provided a verbal update on communications to the Board.
<b>11.0</b>	<b>PRESENTATION: ENT 5 FAILURE TO ADEQUATELY PROTECT AND MAINTAIN CONDITION OF TII'S RAIL ASSETS</b>
	Due to time constraints, this presentation was postponed to the October Board meeting.
<b>12.0</b>	<b>HEALTH &amp; SAFETY PERFORMANCE REPORT</b>
	<p>Reddy Morley provided a report on the following.</p> <ul style="list-style-type: none"><li>• TII Occupational Safety – No accidents in July/August.</li><li>• TII Railway Organisation Safety Management System Certification - CRR to review final draft once submitted in December with view to Certification in Q1 2025.</li></ul> <p>Audrey Keogh informed the Board that there has been an increase in the number of sick days taken in Q2. A higher number of people taking long term sick leave is contributing to this. The Chair noted that TII's average days are higher than the Civil Service 2020 benchmark and that it would be useful to strip out long term sick leave from the figures to determine if there is a longer-term trend.</p>
<b>13.0</b>	<b>CHECKLIST FOR EFFECTIVENESS OF THE BOARD</b>
	The Board Secretary informed the Members of the Board that the annual Checklist for Effectiveness of the Board will be issuing to them in the coming weeks for completion.
<b>14.0</b>	<b>MINUTES OF PREVIOUS BOARD MEETING</b>
	The Minutes of the previous Board meeting held 24 July 2024 were approved.
<b>15.0</b>	<b>MATTERS ARISING</b>
	The progress of Matters Arising was noted by the Board.
<b>16.0</b>	<b>ANY OTHER BUSINESS</b>
	None
<b>17.0</b>	<b>PRIVATE DISCUSSION</b>
	The Board met after the conclusion of the meeting without the Executive or Secretary present.

Signed by \_\_\_\_\_

Chairperson

Date: \_\_\_\_\_