

MINUTES 103rd MEETING OF TII BOARD

ITEM

Subject:	TII BOARD MEETING	Meeting No:	103
Location:	TII Offices, Parkgate Street, Dublin 8, with some contributions by video link (Teams)	Date held: 28 January 2025	Doc Revision: Approved

ATTENDEES

BOARD CHAIRPERSON	Gareth Llewellyn
BOARD MEMBERS	Patricia O' Shea
	Mary O'Donovan
	AnnMarie Farrelly
	Damien Ó Tuama
	Des Kenny
	Aebhric McGibney
	Colette Byrne
	Michael Wall
APOLOGIES	Sadhbh O'Neill (Recused)
	Peter Walsh (CEO)
	Aidan Skelly
MEMBERS OF EXECUTIVE	Sandra McCarthy (Head of Governance and Legal, Secretary)
	Marie Mulvany (Executive Assistant)
	Audrey Keogh (Director of Business Services)
PRESENTERS	Rachel Donnelly (Corporate Risk Manager) – <i>Items 3.2, 3.3, 3.4 & 3.5</i>
	Sandra McCarthy (Head of Governance & Legal, Secretary) – <i>Items 3.6, 3.7, 3.8 & 3.12</i>
	Martina Curran (Assurance & Performance Reporting Manager) – <i>Item 3.9</i>
	Declan Wylde (Head of Finance) – <i>Items 3.10 & 4</i>
	Tony Redmond (Director of Corporate Services) – <i>Item 3.11 & 3.13</i>
	Geraldine Fitzpatrick (Head of Roads Capital Programme) - <i>Items 3.12 & 5</i>
	Claire Carbery (Communications & Engagement Manager) - <i>Item 3.14</i>
	Nigel O' Neill (Director of Capital Programme) – <i>Item 5</i>
	Pat Maher (Director of Network Management) – <i>Item 5</i>
	Helen Hughes (Director of Professional Services) – <i>Items 6 & 8</i>
	Audrey Keogh (Director of Business Services) – <i>Item 7</i>

MINUTES 103rd MEETING OF TII BOARD

ITEM

	Reddy Morley (Head of Rail Safety & Occupational H&S) – <i>Item 8.1</i>
	Anthony Duffy (Head of Project Services) – <i>Item 9</i>
	Paolo Carbone (Head of Public Transport Capital Projects) – <i>Item 9</i>
	Derek Brady (Head of Strategic & Transport Planning) – <i>Item 12</i>
	Declan Keenan (Senior Transport Planner Active Travel & Greenways) – <i>Item 12</i>

MINUTES 103rd MEETING OF TII BOARD

ITEM

1.0 CONFLICTS OF INTEREST

No conflicts of interest were declared.

2.0 COMMITTEE UPDATES

Audit & Risk Committee (ARC)

The Committee Chair advised the Board of the following matters:

- TII's Risk Appetite Statement, Risk Management Plan and Risk Management Policy were reviewed. There was significant discussion regarding how MetroLink will report risks into the ARC. All three risk documents are before the Board today for approval.
- TII's Code of Practice and Board Terms of Reference were reviewed as were the ARC Terms of Reference, all of which are now also before the Board for approval.
- Significant progress has been made on closing out remaining Internal Audit items in advance of outsourcing of IA function. The tender for this outsourcing is ready and will be out in February, if not before.
- Cyber - A new portal for third-party reporting is in the pilot phase with users being trained and the first set of reports being submitted this month.

Infrastructure Committee (IC)

In the absence of the Committee Chair, the Chairperson of the Board advised the Board of the following matters:

- The Committee received a presentation on MetroLink. The MetroLink Programme Director, Sean Sweeney, provided an update on resources [REDACTED]
[REDACTED]
[REDACTED]
- A further presentation on AI was also made to the Committee with a number of areas covered. It was observed that this is a very early-stage piece of work and that the Executive Team had a workshop in December with EY's input. There are plans for a new role for digital transformation, separate from IT with the plan being to develop a 5-year digital strategy. This topic will be revisited in April.

3.0 GOVERNANCE & LEGAL UPDATE /RISK MANAGEMENT

(3.1) The ARC Committee Chair presented the ARC Terms of Reference for approval and the Board **approved** without comment.

(3.2) The Corporate Risk Manager presented the Enterprise Risk Register Review advising that there was nothing of significance to report. A couple of controls have been removed from ENT-1. There is a proposal that ENT-3 & ENT-4 be de-escalated, and funding risks may also reduce. ENT-7B remains top risk.

Members queried internal and external mitigation measures and wondered where in the risk register we see the effort of TII to get across what is needed.

Members questioned the wording of ENT-15 and asked that it be broadened to consider the Climate Act, a matter which has been queried previously. The Director of Business Services noted that this point had been raised at the ARC and agreed that title would be broadened. Separate to that, TII will engage with the Board to identify if further legal advice on its obligations and responsibilities is required.

The Chairperson cited ENT-1 with the controls in place for some time and wondered what we need to do to reduce the residual rating. The Corporate Risk Manager advised that even with the best controls in place it can be difficult to bring down risks. The Director of Corporate Services cited cyber as being a good example in that you can do everything possible, but risk remains.

MINUTES 103rd MEETING OF TII BOARD

ITEM

(3.3 to 3.5) The Corporate Risk Manager presented the Risk Policy, Plan and Appetite Statement for approval. The addition of a paragraph on MetroLink was noted and **the Board approved the documents** subject to a wording change ensuring that the documents reflect Metrolink's interface with Enterprise Risk Register.

(3.6) The Board Secretary presented on the annual review of the Code of Practice outlining the proposed changes. All proposed changes were **approved** save for the proposed amendment re superannuation and remuneration which it was noted is no longer required in light of a recent discussion between the Director of Business Services and the Department of Transport. It was noted by the Secretary that Internal Audit (incl. Charters) will need to be re-visited once outsourcing has been completed and referral of the types/value of business cases for which Board approval is required may be re-visited.

(3.7) The Board Secretary presented the annual review of the TII Board Terms of Reference. All proposed amendments were **approved** by the Board.

(3.8) The Board Secretary reminded the Members of the obligations regarding their SIPO Declaration which needs to be made by 31st January 2025.

(3.9) Martina Curran presented the Q4 2024 Annual Plan Activities Tracker. [REDACTED]

[REDACTED] Members queried the targets and how they are set. The Assurance & Performance Reporting Manager clarified that RAG ratings are determined by person who is responsible with Members observing that it is advisable to have a challenging target. The Chairperson observed that it would be helpful if management included a "route to green" for those activities behind schedule.

(3.10) Declan Wylde presented the Treasury Policy for approval. No changes proposed but some detail provided on the policy and review findings including Resourcing/Reserves and AI. The Board **approved** the Treasury Policy.

(3.11) Tony Redmond presented the Report on Correspondence Received through EDMS including FOIs and AIEs for noting. The report was taken as read and **noted** by the Board.

(3.12) The Board Secretary presented a request that the Board make a decision to note the contract award for Adare Bypass Technical Services. The Board **noted** the contract.

(3.13) Tony Redmond presented the Annual Procurement Look Ahead (€3m+) to the Board of procurements expected to commence or are in various stages of the tender process in 2025 that are valued in excess of €3 million. [REDACTED]

(3.14) Claire Carbery presented the Social Media Policy for noting. The Chairperson observed that, more than just noting, it is important to understand how it will affect what TII does. Members queried the

MINUTES 103rd MEETING OF TII BOARD

ITEM

applicability of the policy to third parties noting that it states that it can only apply in a limited sense. Adherence to the policy should be part of future contracts. Members also questioned whether there had been any guidance provided on particular platforms to avoid and were advised that TII, for example, does not use X for corporate matters only traffic and that that consideration is being given to the suitability of other platforms. The Board **noted** the policy.

4.0	FINANCIAL PERFORMANCE MONTHLY REPORT
-----	--------------------------------------

Declan Wylde provided this report and highlighted the following:

- [illegible]

5.0	ANNUAL PLAN & BUDGET UPDATE
-----	-----------------------------

Nigel O' Neill provided this update.

[illegible]

Geraldine Fitzpatrick then presented on 2024 Expenditure Outturn.

The Chairperson noted that the trends have been clear throughout 2024 and offered the Board's thanks for the efforts of those presenting.

6.0	PRESENTATION: ENT-1 SAFETY RISK
-----	---------------------------------

Helen Hughes presented to the Board.

MINUTES 103rd MEETING OF TII BOARD

ITEM

ENT-1 last presented to the Board November 2023 and there have been some changes. There are four control areas: 1) Legal compliance; 2) Continuous improvement of TII Standards, Procedures, SMSs etc...; 3) Resources and 4) Benchmarking and Reporting.

Collision trends on national road networks (2018 to 2024) by collision type were outlined. Monitoring and reporting of light rail safety performance was also outlined with Luas safety improvements in 2024 noted. Risks and opportunities going forward were considered [REDACTED]

Members queried whether when considering high collision rates the metrics are based on traffic and were advised that that is not the case. The network is divided up with different exposure rates and road safety rankings. [REDACTED]

7.0 CHIEF EXECUTIVE REPORT

Audrey Keogh delivered the monthly CEO report and highlight the following items:

- MetroLink - Submission of second public consultation response documents due this month to An Bord Pleanála who will determine next steps.
- Luas Finglas – Application submitted. Deadline for submissions was last week with 40-50 received.
- Legislation – M50 and sections of M1 & M11 have been designated national managed roads.
- Chief Executive Recruitment - Information Booklet to issue this week.
- Employee Engagement - Survey currently out. Due to close mid-February. Results to go to Board.
- Gender Pay Gap – Position has slightly disimproved. Results analysed. No particular reason identified.

8.0 HEALTH & SAFETY PERFORMANCE REPORT

Helen Hughes provided this report and provided an overview of its contents.

(8.1) Reddy Morley then presented on Health & Safety Topic: Annual Occupation H&S Review for 2024

Details of Lost Time Accidents were provided together with details of a First Aid incident which occurred. It was noted that no accidents or incidents were reported during the recent on-site construction.

TII retained certification under the ISO45001 Occupational Safety Standard following an external surveillance audit by NSAI in April 2024.

Members queried how the Health & Safety team will engage with MetroLink and whether it will be included in future Board reporting. Reddy Morley confirmed that he has been engaging with the MetroLink Team, that they are aware of their obligations and future reporting will include MetroLink.

9.0 PRESENTATION: LUAS 2050

Anthony Duffy and Paolo Carbone presented to the Board.

An overview was provided of the Project v Strategic Approach. [REDACTED]

Members observed that commitment to light rail should not blind TII to potential of new technology which could potentially be built at a lesser cost, and it was confirmed that TII does look at new technologies. TII's suggested approach is to be a driver of change, rather than being reactive.

10.0 MINUTES OF PREVIOUS BOARD MEETING

The Minutes of the previous Board meeting held 26 November 2024 were approved.

MINUTES 103rd MEETING OF TII BOARD

ITEM

11.0 MATTERS ARISING

The progress of Matters Arising was noted by the Board.

12.0 ANY OTHER BUSINESS

Derek Brady and Declan Keenan presented to the Board on the draft Programme for Government.

Luas, metro, national roads, greenways and the National Cycle Network are all well referenced.

On road investment there is provision for multi annual funding with increase in funding for new roads, NDP and maintenance of existing roads. On road safety, there is provision for the implementation of a Road Safety Strategy and Automated Number Plate Recognition. There is also a reference to a review of transport guidelines for national secondary roads.

The only specific reference to MetroLink is the metro from city to Southwest Dublin feasibility study but there is provision made for progressing all key public transport infrastructure in NDP in which MetroLink is recognised. Other references of interest include to improve connectivity to all airports.

There is to be continued development of greenways with focus on interconnected network and on active travel, investment in dedicated infrastructure for walking and cycling.

13.0 PRIVATE BOARD DISCUSSION

The Board met after the conclusion of the meeting without the Executive or Secretary present.

Signed by _____

Chair

Date: _____