MINUTES 84th MEETING OF TII BOARD

ITEM

Subject:	TII BOARD MEETING		Meeting No:	84
Location:	TII Offices, Parkgate Street, with some contributions by video link (Teams)	Date held: 28 March 2023	Doc Revision:	Approved

	ATTENDEES		
BOARD CHAIRPERSON	Gareth Llewellyn		
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BOARD MEMBERS	Aidan Skelly		
	Mary O'Donovan		
	Patricia O'Shea		
	Damien Ó Tuama		
	Des Kenny		
	Peter Walsh (CEO)		
	Colette Byrne		
	Aebhric McGibney		
ARC CHAIRPERSON	Aidan Horan – Item 2		
MEMBERS OF EXECUTIVE	Edel McCormack (Head of Governance and Legal)		
	Marie Mulvany (Executive Assistant)		
	Audrey Keogh (Director of Business Services)		
	Rachel Cahill (Head of Executive Office)		
PRESENTERS	Declan Wylde (Head of Finance) – <i>Item 3</i>		
	Seán O'Neill (Director of Communications) – Item 6		
	Pat Maher (Director of Network Management) – Item 4		
	Cathal Masterson (Director of Commercial Operations) – Item 6		
	Helen Hughes (Director of Professional Services) – Items 5 & 8		
	Martin Bourke (Senior Asset Manager) – Item 4		
	Declan Keenan (Transport Planner) – Item 5		
	Robert Desmond (Head of PPP Procurement & Finance) – Item 6		
	Donal Dunne (LUAS Operations Manager) – Item 8		
	Mark Nolan (Financial Controller) – Item 3		

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

Audit & Risk Committee

- The Committee reviewed the Annual Financial & Governance Statements for 2022 and recommended approval by the Board subject to no material changes at Audit Stage.
- The Committee received an update on risk management. The risk log shows elevation across a
 few areas including cyber, staffing & talent and climate action. The Board might consider
 prioritisation of these risk issues by way of deep dives.
- Five audit reports are due in April and are on track for delivery. Significant work has been done on closing out audit recommendations.
- The Committee received a report on the cyber security framework in development for TII against a baseline standard. There are 35 workstreams arising from this initiative and there may be a requirement to review resourcing as this work progresses.
- The Committee received a presentation on a proposal for a change in accounting policy which will be presented to the Board at this meeting. The Committee recommended approval of the proposed changes.

Strategy Committee

- The Committee considered the maintenance programme for trams on the Red Line and was briefed on the scope and programme for this work which will cost approx. €20m. The overhaul of all 40 vehicles is scheduled for completion in 2025.
- The Committee considered the evolution of Motorway Service Areas since 2014.
- The Committee received a presentation on freight consolidation centres. 80-90% of freight travels on national roads.
- TII's Assurance and Performance Reporting Manager presented proposed updates to the Strategic Actions Tracker. The current tracker will be condensed to 60 key issues that impact on strategy.

3.0 GOVERNANCE & LEGAL UPDATES/RISK MANAGEMENT

(3.1) Declan Wylde and Mark Nolan presented the Draft Financial and Governance Statements for approval and acknowledged the work of the Finance Team in preparation of the annual statements. Declan outlined the proposed change in accounting policy on the capitalisation of investment. Up to 2022, capitalisation occurred from the date of application for a Railway Order or when the Government sanctioned advance enabling works. Following changes to the manner in which rail projects are now approved (by An Bord Pleanála in place of the Minister) it is more appropriate that capitalisation occurs from the date of an Enforceable Railway Order and approval by the NTA to go to tender.

The differing policies for depreciation on PPP roads and light rail were outlined to the Board. For PPP roads, the asset life is perpetual as it must be handed back by the PPP company with significant useable life. Rail is depreciated.

Declan took the Board through the Financial Statements for 2022.

In respect of the Governance Statement it was confirmed that Board Members who had retired in 2022 would be contacted to confirm their details for inclusion.

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The Board **approved** the draft Financial and Governance Statements subject to no material change at audit.

- (3.2) The Board noted the contracts valued over 50k executed by TII in February 2023.
- (3.3) The Head of Governance & Legal presented the Property Policy for review along with the Property Report for 2022 required under the Policy. The Board **approved** the non-material changes proposed to the policy and **noted** the report for 2022. The Board **directed** that the report of the Property Committee, which is an ad hoc committee under the terms of the Property Policy, will no longer form part of the ARC pack presented as part of the Annual Review of the System of Internal Control. The Secretary is to review the procedures for property disposals over a value of €1m to see if any changes are required.



5.0 PRESENTATION: NR2040 PUBLIC CONSULTATION FEEDBACK

Helen Hughes, Derek Brady and Declan Keenan presented feedback from the public and government departmental consultations on NR2040. Twelve key strategic issued have been identified in NR2040. The plan is to finalise and publish in April.

6.0 CHIEF EXECUTIVE REPORT AND SUB-REPORTS/COMMUNICATIONS UPDATE

- (6.1) The Chief Executive presented the CEO Report to the Board which included the following subreports;
- Capital Programmes
- Commercial Operations
- Network Management Roads
- Business Services
- Professional Services
- Corporate Services

Sean O'Neill provided the communications update.

coverage on this topic.

The CEO report was taken as read. The following matters were highlighted:

- indicated to TII that it will not tender on public works contracts (PWC) in the current form due to an unattractive risk transfer proposition. This highlights the need to use different contracts, including on the N28. If the GCCC suggests tweaking the PWC we need to highlight this issue. With an expectation of €4billion in expenditure on projects between 2026 and 2030 the issue of an unpalatable PWC combined with inherent delays in the planning process need to be addressed.
- The MetroLink Business case will have to be reviewed to reflect the delay in resourcing. TII has
 engaged a recruitment company to source candidates for the 18 roles it is seeking to fill for the
 project. The DOT has been kept updated on the progress of this engagement.

(6.2) Pat Maher presented the Network Management Quarterly Report. It was noted that the lines and signs contracts are TII contracts. This is required for consistency. This is a specialised area

TII publishes standards

for operatives in handbook format. Since 2014 there have been changes in the traffic signs manual and changes were required to the handbook to reflect this. The update has now gone to print. This initiative helps to de-risk what is a high-risk job for road operatives.

On Sustainability, it was noted that Direct Route has applied to Limerick City and County Council to install photovoltaic cells. Further Sustainability initiatives were detailed in the report.

The report updated progress on Tranche 1 Motorway Service Area accessibility enhancements.

Illegal dumping on M7 between Junctions 10 and 11 was reported. TII has no vires to deal with this and relies on Kildare County Council. The Council continues to screen and remove waste. This is a difficult issue to deal with.

Pat is to revert to the Board in relation to the implications of the category defects not closed on time outlined on slide 13 of his presentation.

(6.3) Confidential and Commercially Sensitive -

7.0 FINANCIAL PERFORMANCE MONTHLY REPORT

The report was taken as read.

8.0

TII HEALTH & SAFETY PERFORMANCE REPORT & PRESENTATION

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Helen Hughes and Donal Dunne joined the meeting.

There were no reportable accidents in the period. Audrey Keogh confirmed that no one is on work related sick leave at present (in response to a legacy query).

ISO Surveillance Audit by NSAI is starting on 29th March at Parkgate Street and Balbriggan Depot.

It was noted that accidents on MMARC continue to trend downwards.

Donal addressed a query raised at the February Board meeting in relation to SPADS and SPAD classifications, particularly the distinction between C1 and C2. It was noted that neither of these classifications represents a particularly dangerous SPAD. These generally occur at depots and at less than 10kph. The majority of SPADS are more procedural than serious. Transdev, CRR and TII are working on distinguishing SPADS into dangerous and non. TII is also looking at improvements to warnings to drivers. Donal can present a typical SPAD recording to the Board next month.

It was noted that the system of capturing incidents related to cyclists is not robust. It is very difficult for Transdev to get reliable data on this. Emergency services do not notify Transdev/TII.

9.0 MINUTES OF PREVIOUS BOARD MEETING

The Minutes of the previous Board meeting 28th February 2023 were approved.

10.0 MATTERS ARISING

The progress of matters arising was noted by the Board.

11.0 ANY OTHER BUSINESS

 The Board would like to tour Saint Stephen's Green to understand the issues at that location for MetroLink.

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12.0 PRIVATE BOARD DISCUSSION

The Chairman shared the result of the recently concluded annual CEO Performance Review Process with the Board and the Board discussed the process and result. The conclusion on CEO performance was reported in the private discussion.

Signed by				
	Chairperson			
Date:				