

MINUTES 61st MEETING OF TII BOARD

ITEM

Subject:	TII BOARD MEETING	Meeting No:	61
Location:	Meeting hosted via audioconferencing in line with government restrictions arising from COVID-19	Date held: 23 rd February 2021	Doc Revision: Approved

ATTENDEES

BOARD CHAIRMAN	Cormac O'Rourke
BOARD MEMBERS	Joe O'Mahony
	Seamus Neely
	Aebhric McGibney
	Mary O'Donovan
	Patricia O'Shea
	Damien Ó Tuama
	Des Kenny
	Aidan Skelly
	Peter Walsh (CEO)
	Colette Byrne
ARC CHAIRMAN	Aidan Horan <i>for Item 4</i>
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	Vincent O'Malley (Head of Environment)- <i>Item 9</i>
	Helen Hughes (Director of Professional Services) – <i>Items 6 & 7</i>
	Cathal Masterson (Director of Commercial Operations) <i>Item 6</i>
	Seán O'Neill (Director of Communications) – <i>Item 6</i>

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	Before the meeting commenced the Chairman welcomed new member Colette Byrne to the Board.
1.0	CONFLICTS OF INTEREST-
	The Chairman reminded Members that conflicts can be declared at the outset or when specific matters arise on the agenda. Patricia O’Shea reminded the Board of her role with daa. It was noted that there was no matter on the agenda for decision to which this role is relevant.
2.0	MINUTES OF PREVIOUS BOARD MEETING
	The Minutes of the previous Board meeting 26 th January 2021 and of the Special Purpose Meeting 22 nd January 2021 were approved.
3.0	MATTERS ARISING
	The progress of Matters Arising was noted by the Board.
4.0	COMMITTEE UPDATES
	<p><u>ARC Chair</u></p> <p>The Chairman reported that the following matters were considered by the Committee:</p> <ul style="list-style-type: none"> • The Committee considered the review of the Effectiveness of the System of Internal Controls (SIC). The ARC Chairman reminded the Board that it is the duty of the Board to review the SIC annually in line with the Code of Practice. The review must conclude on the adequacy of controls in place for 2020. The Chairman of the ARC reminded the Board that reasonable, not absolute, assurance is given and outlined the requirements and purpose of the review. The CEO was invited to comment on the review. The CEO addressed the processes in place to manage the review of the SIC, including assurance checklists that have been updated to include the Covid-19 response of the organisation. Members of the ARC were invited to give their views on the process by the Chairman of the Board and members noted the maturity and embeddedness of the system and the strong governance processes in place. The volume of materials supplied to the ARC and Board was noted and the Chairman of the Board asked that consideration be given to streamlining where possible to reduce the burden of producing reports. The ARC recommended that the Board should sign off on the Statement of the Effectiveness of the SIC.
5.0	STATEMENT ON THE EFFECTIVENESS OF THE SYSTEM OF INTERNAL CONTROLS
	<p>The Board considered the draft statement and the reports before the ARC and Board as follows:</p> <ul style="list-style-type: none"> • Internal Audit report • Financial Control Unit Report • Strategy Committee Report • Audit & Risk Committee Report • Governance Committee Report • Enterprise Risk Committee Report • Learning & Development Committee Report • Safety Committee Report • Corporate Procurement Committee Report

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- Data Protection Committee Report
- Cyber Security Committee Report
- Property Committee Report
- Risk Management Policy
- Risk Management Plan
- Risk Appetite Statement
- Enterprise Risk Register
- IT Assurance Activities Report
- Information Security Assurance Report
- Assurance Mapping Update
- Assurance Control Report
- TII Financial Statements (including Audit Certificate and Management Letter)
- RPA Pension Schemes 1951 and 2003 Audit Certificates
- NRA DB Scheme Report
- Summary of all documents presented to ARC in 2020
- Listing of all presentations to Board in 20
- Governance calendar
- TII Covid-19 Actions Report
- Return to Office Plan
- Draft Statement of Internal Control
- C&AG Audit letters and Certificate to CEO

The Board **approved** the draft Statement on the System of Internal Control.

The Board **approved** the ARC work programme for 2021.

6.0 CHIEF EXECUTIVE REPORT AND SUB REPORTS

The Chief Executive presented the CEO report to the Board which included the following sub reports;

- Capital Programmes
- Commercial Operations
- Network Management – Roads
- Business Services
- Professional Services
- Corporate Services

Sean O'Neill briefed the Board on Communications activities in the past month. The Board **requested** that Internal Communications be put on Decision Time.

The Board **requested** that Pat Maher look at the miss-match between traffic in the tunnel and port and liaise with Dublin Port.

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Cathal Masterson presented the Commercial Operations Quarterly Report. The Board **requested** further details on the lack of availability of ticket machines.

The Board noted the following performance or risk issues in the CEO's report, along with actions or mitigations arising:

Project / Programme /Operation	Material Changes, Performance or Risk Issues	Actions/Mitigations
[REDACTED]	[REDACTED].	[REDACTED].
Green Line Capacity Enhancement	The seventh and last new Citadis 502 LRV will enter service in March. The 23 rd Extended LRV entered service on 29 th January. Delivery of the 24 th pair of extension modules was completed on 2 nd February.	[REDACTED]
Safety	There was one reportable accident in the period.	
N8/N25 Dunkettle Interchange	The site reopened on 4 th January. Small crews are working on drainage, landscaping and roadworks for the online section of the route.	Site activities are at approximately one third of the activity levels before additional restrictions were announced in January.
N22 Ballyvourney to Macroom	Construction activities continue. There are considerably less operatives on site than in late 2020 and this has impacted progress. [REDACTED]	
N5 Ballaghaderreen to Scramoge	Tenders are under assessment for the main construction contract.	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]

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	<p>[REDACTED]</p>	<p>[REDACTED]</p>	<p>[REDACTED]</p>
	Luas Operations	LUAS continues to operate at the permitted 25% total capacity under current Level 5 Restrictions. Unlike the lockdowns in March/April patronage levels have not increased over time.	TII has been informed that Dublin Bus, Irish Rail and Bus Eireann have observed similar trends. The Board discussed the manner in which people might be encouraged to return to public transport once restrictions are eased. There is no clear picture yet as to what uptake will be.
	N71 Retaining Walls at Raleigh	Following heavy rainfall in September 2020, a number of landslips occurred along the section of the N71 between Kenmare and Glengarriff.	Work commenced on 1 February to reconstruct the retaining walls affected by the landslips last year. Works are scheduled for completion by St. Patrick's day.
7.0	TII SAFETY AND HEALTH PERFORMANCE REPORT		
	Helen Hughes presented the report to the Board. [REDACTED]		
8.0	GOVERNANCE & LEGAL UPDATES		
	<ol style="list-style-type: none"> 1. The Board approved the amendments to the Property Policy presented by the Head of Governance & Legal. 2. The Board approved the disposal of two vehicles to Civil Defence under the Property Policy in line with the memo before the Board. 		
9.0	SUSTAINABILITY IMPLEMENTATION PLAN (FOR APPROVAL)		
	Vincent O'Malley presented the Sustainability Implementation Plan to the Board and a discussion of the plan followed. The Board approved the Plan, noting that it is a living document.		
10.0	ANY OTHER BUSINESS		
	It was noted that the Chairman has been re-appointed for a period of nine months, or until a new Chairperson is appointed by the Minister.		
11.0	PRIVATE MEMBERS DISCUSSION		
	<p>The Chair informed the Board that the Minister had reappointed him "pro-tem" until a new Chair had been appointed or until November 2021.</p> <p>It was agreed by the Board that the sub-committee to review the CEO's performance targets would be the Chairs of the Strategy Committee and the ARC together with the Chair of the Board.</p>		

Signed by _____

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Chairman

Date: _____