

MINUTES 50th MEETING OF TII BOARD

ITEM

Subject:	TII BOARD MEETING	Meeting No:	50
Location:	Parkgate Business Centre Parkgate Street Dublin 8	Date held: 25 th February 2020	Doc Revision: Approved

ATTENDEES

BOARD CHAIRMAN	Cormac O'Rourke
BOARD MEMBERS	Joe O'Mahony
	Seamus Neely
	Michael Nolan
	Mary O'Donovan
	Jacqui Cross
	Aebhric McGibney
ARC CHAIRMAN	Aidan Horan – <i>Item 5</i>
MEMBERS OF EXECUTIVE	Edel McCormack (Head of Governance and Legal)
	Marie Mulvany (Executive Assistant)
	Audrey Keogh (Director of Business Services)
PRESENTERS	Nigel O'Neill (Director of Commercial Operations) – <i>Item 6</i>
	Michael Kennedy (Senior Project Manager - PPP) – <i>Item 6</i>
	Jennifer Deane (PPP Project Manager) – <i>Item 6</i>

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1.0 CONFLICTS OF INTEREST-

None.

2.0 MINUTES OF PREVIOUS BOARD MEETING

The Minutes of the previous Board meeting held 28th January 2020 were approved.

3.0 MATTERS ARISING

The progress of Matters Arising was noted by the Board.

4.0 COMMITTEE UPDATES

Strategy Chair

The Chairman reported that the following matters were considered by the Committee:

- TII IT Strategy 2020 – 2023. The priorities will be further system development, further cloud based systems and governance.
- Orla Mulqueen presented to the Committee on the outcomes of the Employee Engagement Survey follow up workshops. TII will be looking at further support for line managers, implementation of performance recognition and improvement of communications.
- Vincent O'Malley presented to the Committee on air quality and noise impact.
- The Committee discussed salt depots – TII has 8 depots at present with proposals to add 3 more.

The Board noted that the ARC should be provided with the ICT Strategy as it had not yet been seen by that Committee. Mary O'Donovan will provide some feedback on issues that might be relevant in the context of ICT Strategy to assist the Board in determining what needs to be addressed.

5.0 STATEMENT ON THE SYSTEM OF INTERNAL CONTROLS

The Chairman of the ARC reported to the Board on the ARC review of the effectiveness of the System of Internal Control. Under the Code of practice for the Governance of State Bodies the Board is required to review the effectiveness of the System of Internal Control annually.

The ARC and Board received the following documents to inform their review:

- 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
- Health & Safety Committee Report

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- Corporate Procurement Committee Report
- Data Protection Committee Report
- Cyber Security Group Report
- Property Committee Report
- Business Continuity Management Committee Report
- Risk Management Policy
- Risk Management Plan
- Risk Appetite Statement
- Enterprise Risk Register
- IT Assurance Activities Report
- Assurance Mapping Update
- Assurance Control Report
- TII Financial Statements (including Audit Certificate and Management Letter)
- RPA Pension Scheme Financial Statements (including Audit Certificates)
- Summary of all documents presented to ARC in 2019
- Listing of all presentations to Board in 2019
- Governance calendar
- Draft Statement of Internal Control

The Chairman of the ARC reminded the Board that reasonable, not absolute, assurance is given and lead a discussion around the above documentation presented for consideration. It was noted that TII's reputation for governance is strong.

A discussion followed around the nature of an additional assurance to be given by TII committees as part of the review process. It was agreed that committee chairs would be asked to amend their reports to provide additional confirmation that the committees had not been made aware of any matter that might impact on the effectiveness of the System of Internal Control that had not been escalated appropriately. The Head of Governance & Legal and Director of Business Services will agree suitable wording with the ARC Chairman. TORs will also be reviewed and updated to facilitate this change.

It was noted that additional governance roles had been recruited to TII – Assurance & Performance Reporting and Information Security Managers and that the external review of Board effectiveness completed in 2019 under the Code of Practice had resulted in a strongly positive report.

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

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6.0 CHIEF EXECUTIVE REPORT AND SUB REPORTS

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

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

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
MetroLink	The recent procurement market consultation put forward some alternative preferences for consideration.	TII will carry out further consultation by one to one meetings to assess the viability of alternatives and opportunities for better value for money.
Brexit	Full application of customs checks etc. will be required after 31 December. This will cause disruption and delays at Dublin Tunnel.	TII to ask DTTAS what we are to do between now and the end of the year. Our biggest risk is the operation of the tunnel and M50
M50 Variable Speed Limit	TII continues to interact with DTTAS regarding legislation. Any further delay could result in M50 deployment without TII having the necessary powers to set and enforce the speed limits.	TII has written to DTTAS setting out concern and will continue to engage on this issue.
N25 New Ross Bypass	The media coverage of the opening of the road and the contribution of Mary Bowe of TII was noted by the Board.	
Safety	There was one reportable accident in the period.	
Luas Operations – Cable Failures	Investigations are ongoing. We should have full details by May and will know if we have a wider problem.	TII needs to ensure that supervision is very diligent while construction is ongoing.
Luas Infrastructure	Development works at Abbey Street have caused an 8mm settlement. The track gauge remains within tolerance.	Remediation measures have been identified and agreed in principle. These will be at developer's cost. Board asked that details be provided of how our track is regularly

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			tested to ensure that is within tolerance.
	M4 Kilcock/Kinnegad PPP Confidential & Commercially Sensitive	Michael Kennedy and Jennifer Deane addressed the Board on re-financing of PPP debt.	PPP Project Managers to provide training to Board on how PPPs work and how refinance gains are shared in PPP projects.
	[REDACTED] Confidential & Commercially Sensitive	[REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]	The Board decided to authorise the CEO in accordance with the request for approval as set out in the CEO Report.
	Section 49 Levy Schemes	Issues remain regarding the operation of existing schemes and preparation for a scheme to support MetroLink	TII to seek a meeting with NTA at the earliest opportunity. Details to be provided to the Board of the amount of money collected on LCC scheme to date.
	Commercial Operations eFlow	It was noted that the report shows that 13% of calls to the call centre are abandoned. Why is this? For people who use non-automated option 2 out of 3 report a bad experience, while 3 out of 4 people who choose an automated option report a positive experience. What accounts for this difference?	Management to look into these queries and revert to the Board.

7.0 GOVERNANCE AND LEGAL UPDATE

1. The Secretary advised the Board that Board minutes for 10 months in 2019 were [REDACTED] under FOI in January. Necessary redactions were applied.
2. The Secretary reminded the Board that the Board Self-Assessment of Effectiveness is to be completed in advance of the March meeting and will be circulated via Survey Monkey. The review is a requirement of the Code of Practice.
3. The Board **noted** the Audit and Risk Committee work programme for 2020.

8.0 TII SAFETY AND HEALTH REPORT

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The Board noted the report. Helen Hughes will attend the March or April meeting to address issues around pedestrian interactions with Luas, information campaigns and other matters. An hour will be reserved.

9.0 ANY OTHER BUSINESS

None.

10.0 PRIVATE BOARD DISCUSSION

The Chair updated the Board on progress with recruitment of new CEO.

A Board sub-committee comprising the Chair, Joe O'Mahony, Seamus Neely, Mary O'Donovan was constituted.

CPL have been appointed as head hunters / external monitors.

Signed by _____

Chairman

Date: _____