

# MINUTES 84<sup>th</sup> MEETING OF TII BOARD

## ITEM

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

### ATTENDEES

BOARD CHAIRPERSON	Gareth Llewellyn
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 – <i>Item 2</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	Declan Wylde (Head of Finance) – <i>Item 3</i>
	Seán O'Neill (Director of Communications) – <i>Item 6</i>
	Pat Maher (Director of Network Management) – <i>Item 4</i>
	Cathal Masterson (Director of Commercial Operations) – <i>Item 6</i>
	Helen Hughes (Director of Professional Services) – <i>Items 5 &amp; 8</i>
	Martin Bourke (Senior Asset Manager) – <i>Item 4</i>
	Declan Keenan (Transport Planner) – <i>Item 5</i>
	Robert Desmond (Head of PPP Procurement & Finance) – <i>Item 6</i>
	Donal Dunne (LUAS Operations Manager) – <i>Item 8</i>
	Mark Nolan (Financial Controller) – <i>Item 3</i>

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### 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

[REDACTED]

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 sub-reports;

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



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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 29<sup>th</sup> 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 28<sup>th</sup> February 2023 were approved.

### 10.0 MATTERS ARISING

The progress of matters arising was noted by the Board.

### 11.0 ANY OTHER BUSINESS

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

2. [REDACTED]

### 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: \_\_\_\_\_