

**Minutes of Board Meeting**

**Held on Friday 21 July 2017**

**At 10.30am in NTA Offices**

**Present:** Ms Fiona Ross (Chairperson of the meeting), Ms Anne Graham (CEO), Mr Hugh Creegan (Deputy CEO), Ms Linda Saunders, Mr Pat Mangan, Dr Berna Grist, Ms Sineád Walsh, Mr Frank O'Connor, Mr Owen Keegan, Ms Ann Fitzgerald

**Apologies:** Mr Frank Gleeson.

**Staff in attendance:** Mr Tim Gaston, Director, Public Transport Services; Mr Philip L'Estrange, Director, Finance & Corporate Services / Board Secretary; Mr Stephen Gallagher, Head of Finance (Agenda Item 3a); Mr Jeremy Ryan, Ms Siobhan O'Mahony & Mr Nick Ashe (Agenda Item 3 d), Ms Jackie Mullen (Minutes).

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**Chairperson**

As the office of chairperson is vacant at the moment, the Board decided that Ms Fiona Ross should be appointed as chairperson of the meeting.

**1. Minutes of previous meeting**

The draft minutes of the Board meeting held on 16 June 2017 were agreed with the following amendment

Item 3 title Finance and Corporate Governance Report – take out the word report and replace with Update.

**2. CEO Report**

The CEO updated the Board on developments since the last meeting and responded to issues raised by members. The matters covered included:-

- Planning and designing of New Metro North;
- Commencement of public consultation on the maximum taxi fare review;
- Commencement of public consultation on the regulation of rickshaws;
- Trends in passenger numbers and fare revenue across main bus and rail services;
- Industrial relations developments at Iarnród Éireann;
- Leap Visitor Card availability to buy online;
- Successful Leap Kids Go Free promotion in July;
- Legal, staffing and office accommodation issues.

### **3. Finance & Corporate Governance Update**

- a. Mr Gallagher outlined the management accounts for June and noted that overall good performance in line with budget to date.
- b. He outlined the key risks and informed the committee that no new risks have been added.
- c. The CEO requested that any Comments on the review of the NTA's Code of Corporate Governance should be forwarded to the Board Secretary with a view to presenting a revised NTA Code of Corporate Governance to the Board for adoption at its September meeting.
- d. Provision of Certain Bus Services in the outer Dublin Metropolitan Area Contract Award – decision item. The decision in relation to this item is set out in Addendum Below.
- e. The Board agreed to extend the contract for the Operation of the Leap Card with DXC for a period of 2 years.
- f. The Board agreed to forward any comments on the draft Customer Charter to the Executive.

### **4. Fares Strategy**

The Board agreed that this item should be re-tabled at the September meeting.

### **5. Bus Connects Update**

The Board was informed that a public consultation on the new bus livery would be held over the coming months.

### **6. Cyber Security Update**

This Board agreed that this item should be considered at a future meeting of the Board.

### **7. Any other business**

None.

**Next Meeting: Friday 15<sup>th</sup> September 2017 @ 10.30am in the NTA Offices.**

Signed: \_\_\_\_\_  
Chairperson

Dated: \_\_\_\_\_

Addendum - Item 3d

The Board discussed the procurement competition for the provision of bus services on 24 routes in the Outer Dublin Metropolitan Area (the "**Competition**"), the tenders received and next steps. The Chief Executive provided a number of clarifications and responded to various issues raised by the members.

It was proposed by a member of the board of the Authority that the Authority should seek Best and Final Offers from the tenderers in the Competition, but after discussion the Authority resolved to:

- (a) approve the identification of the Go-Ahead Group plc as the Preferred Tenderer in respect of the Competition for the provision of the bus services on 24 routes in the Outer Dublin Metropolitan Area (the "**Tendered Services**") based on the Tenders submitted; and
- (b) enter into a letter of intent with Go-Ahead Group plc (or a corporate member of the Go-Ahead Group of companies) in relation to the intention of the Authority to enter into a contract in connection with the provision of the Tendered Services; and
- (c) enter into the contract with Go-Ahead Group plc (or a corporate member of the Go-Ahead Group of companies) in connection with the provision by it of the Tendered Services,

(collectively, the "**Transaction**")

and to:

- (i) authorise the Chief Executive to do all things, and to take all steps necessary or desirable in her opinion, to conclude the Transaction, including, without limitation, to agree and approve the final terms of all documents in connection with the Transaction (the "**Transaction Documents**");
- (ii) execute and deliver, upon behalf of the Authority and in its name or otherwise, the Transaction Documents and any other related documents, waivers, guarantees, indemnities, letters, deeds, instruments or certificates of whatsoever nature as are (in the opinion of the Chief Executive) required or desirable in connection with, pursuant to, or in relation to, the Transaction (with such opinion or approval to be evidenced conclusively by the execution and delivery of the Transaction Documents and such other documents, waivers, guarantees, indemnities, letters, deeds, instruments and certificates); and
- (iii) authorise the authentication by the Chief Executive of the affixing of the seal of the Authority to such documents as the Chief Executive may determine in connection with the Transaction.