



**MINUTES OF tie BOARD MEETING**  
**Isambard Kingdom Brunel Suite, Citypoint, Edinburgh**  
at 11.30 am on Tuesday 11<sup>th</sup> December 2007

**In Attendance:**

**Directors:**

Willie Gallagher  
Peter Strachan  
Brian Cox  
Neil Scales  
Ricky Henderson  
Kenneth Hogg  
Phil Wheeler

**Other Attendees:**

Jim Grieve, CEC  
Neil Renilson, TEL (part)  
David Mackay, TEL  
Steven Bell, tie  
Stewart McGarrity  
Julie Thompson, tie

**Apologies:**

Gordon Mackenzie  
Allan Jackson  
Graeme Bissett

**Circulation:**

As above

WG  
PS  
BC  
NS  
RH  
KH  
PW

JG  
NR  
DMac  
SB  
SMcG  
JT

GMcK  
AJ  
GB



Item

Action by

1. **MINUTES OF THE MEETING OF 12<sup>TH</sup> NOVEMBER 2007**

The minutes were approved by the Board.

2. **EXECUTIVE CHAIRMAN'S OPENING REMARKS**

The Chairman advised the Board of the takeover of Alfred McAlpine by Carillion. This would not affect the MUDFA programme.

The Network Rail legal agreements were still unsigned and this being pursued.

3. **VERBAL UPDATE ON AUDIT COMMITTEE**

The Chairman of the Committee gave an update on the meeting held prior to the Board. Two main issues arose from the meeting, the first being the Internal Audit. The report and recommendations had been received. The EARL close-out review, tie's security procedures and MUDFA control were mentioned. The Committee were happy with the recommendations made and action will be taken to put these in place.

The second issue related to the governance paper. The Audit Committee is not prepared to endorse the paper as it stands and in particular the draft Operating Agreement with CEC.

The respective Chairmen of the Board and Audit Committee will review the revised documentation on behalf of the Committee before the tie Board is asked to approve it.

The next Audit Committee is scheduled for February 2008.

4. **VERBAL UPDATE ON REMUNERATION COMMITTEE**

At the end of the last meeting the Remuneration Committee was asked to approve the proposed new terms and conditions for the Executive Chairman. The tie Board formally approved these.

It was agreed that a bonus payment was to be paid to the Chairman in the second half of 2007. Due to timing of certain factors it was agreed that 4/5ths would be paid immediately with the remaining 1/5<sup>th</sup> paid after the January Board meeting.



The Chairman of the Remuneration Committee thanked the Chairman and the team for an exceptional job done to date and this should be reflected in final bonuses.

It was agreed that to secure the management team for the longer term, lock-in contracts should be considered for key personnel. **CMcL**

It was agreed that the Committee should consist of 2 Non-Executive Directors and 2 Councillors. **CMcL**

The Committee also wished it to be noted that they could not endorse the Governance paper as it stood.

The Chairman of TEL also wished it minuted that they also could not approve the paper in its current form.

## 5. EARL

**tie** currently retains its role as Authorised Undertaker and is continuing to discuss this with Transport Scotland the likelihood of remaining so going forward.

The Chairman announced that the EARL Project Director, Barry Cross, would be retiring on 11<sup>th</sup> January 2008 and formally thanked him for all his hard work and support over the years. **tie's** Deputy Finance Director will manage the residual Authorised Undertaker tasks.

Transport Scotland has now visited the proposed Gogar interchange site. This is being reviewed as a separate issue and will be picked up by TS in the first quarter of 2008. As this is linked to **tie** as AU, TS may wish to take ownership.

## 6. TRAM PRESENTATION

Design is still behind programme but has been consistent over the last 2 months. Prioritisation within key streams to help the BBS programme is underway with SDS and CEC regarding approvals.

Increasing certainty of pricing of InfraCo is proving slower than planned.

The utility design has not been as good in November but sufficient work is available for AMIS. These are SUC issues rather than SDS.



A further session with Network Rail on the APA is to be arranged.

SB

CAF has been asked to bring forward hedge for exchange rate risks.

Facilitated negotiations are progressing.

## 7. GRANT AWARD LETTER

The grant award letter was to be presented at TS's Board on 12<sup>th</sup> December and the Transport Minister would be empowered to sign the letter after the 20<sup>th</sup> December.

## 8. GOVERNANCE & OPERATING ARRANGEMENTS

There were discussions on the various papers included in the pack and attention was drawn to **tie's** roles and responsibilities.

The Board were unhappy with the current draft of the Operating Agreement and it was suggested that an urgent meeting be set up between **tie** and CEC Legal Department before they could give their endorsement. This has now been arranged for 12<sup>th</sup> December. The Finance Director was asked to feedback to the Board the areas of concern which would be addressed at the meeting.

SMcG

Cllr Wheeler was asked to reinforce to his colleagues how important it was to have these agreements finalised.

PW

## 9. MUDFA PRESENTATION

A presentation on the traffic management proposal was given to the Board and they were asked to support the measures which will be put in place in the first part of 2008.

A suggestion was made to approach the local police about the possibility of patrolling the route to ensure the free flow of traffic during the works. The MUDFA Programme Director will take this forward.

GB

Discussion took place on how to minimise disruption to the public over this period.



**10. SHE COMMITTEE**

The Terms of Reference were presented to the Board. The first meeting is scheduled for February 2008. This would focus on H&S issues associated with traffic management and a safety tour.

**11. AOB**

A further MUDFA presentation is to be scheduled for the TEL Board. Councillors will also be offered this presentation.

**CMcL**

**12. DATE OF NEXT MEETING**

The date of next scheduled meeting is Tuesday 29<sup>th</sup> January 2008 at X am

Signed and approved on behalf of the Board of **tie** limited by:

Willie Gallagher (Chairman).....

Date.....

**Declaration:**

*Agenda Items marked \* indicate that a report or relevant paper on this subject was attached and will be made available under FOI(S)A but will be subject to review under Section 5b of tie's publication scheme and The FOI (Scotland) Act 2002. The contents of these minutes will be reviewed by tie prior to release and items marked with a (C) may be deemed exempt according to the provisions of The FOI (Scotland) Act 2002.*