

This paper will be considered in public

1 Summary

- 1.1 This paper sets out the new membership of the TfL Board, following the appointment of three new Members by the Mayor following an open recruitment campaign, and proposes changes to the membership of TfL's Committees and Panels.
- 1.2 In addition to himself as Chair of TfL and Heidi Alexander as Deputy Chair of TfL, the Mayor reappointed 10 existing Members to the Board in September 2021 for a three-year period to 8 September 2024. Cllr Julian Bell is appointed to 4 September 2022.
- 1.3 On 11 November 2021, following an extensive open recruitment campaign, the Mayor appointed three new Members, Anurag Gupta, Marie Pye and Peter Strachan to 8 September 2024. The appointments address the skills, knowledge and experience set out in the Greater London Authority Act 1999 (GLA Act) and recommendations from previous externally led Board Effectiveness Reviews.
- 1.4 The proposed membership of the Committees and Panels has been determined by matching the skills, knowledge and experience of the new Members along with those of current members together with their individual preferences and with a view to refreshing and rotating membership. The changes are proposed to take effect from 1 January 2022, the start of the next meeting cycle.
- 1.5 As proposed in the Board Effectiveness Review 2021 (elsewhere on the agenda), in early 2022 proposals to establish a Land and Property Committee will be submitted to the Board, following the outcome of the Lord Bob Kerslake Housing Delivery Review to further improve and streamline housing development across the wider Greater London Authority (GLA) Group.

2 Recommendations

2.1 The Board is asked to note the paper and:

- (a) **note the composition of the Board following the appointments of Anurag Gupta, Marie Pye and Peter Strachan;**
- (b) **approve the appointment of Members to TfL's Committees and Panels, as set out in Appendix 2 to this paper, with effect from 1 January 2022; and**

- (c) **note the proposed appointment of Members to a new Land and Property Committee of the Board, as set out in Appendix 3 to this paper, subject to the establishment of such a committee by the Board at a future Board meeting.**

3 Mayoral Appointments of Members to the TfL Board

Recruitment, size and composition considerations

- 3.1 Under the GLA Act, the Mayor appoints between eight and 17 Members to TfL, with reference to prescribed considerations in relation to the knowledge, skills and expertise of the Board and interests that must be represented. The Mayor has also considered the recommendations from the externally led Board Effectiveness Reviews in 2015 and 2019. The list of representative roles and knowledge, skills and experience considerations is set out in Appendix 1.
- 3.2 The 2015 recommendations included improving the diversity of the Board, reducing the size of the Board and consideration of additional knowledge, skills and experience beyond the GLA Act requirements. These were addressed in the appointments made from 2016 onwards with the most diverse Board TfL has ever had, a reduction in size to an average of 15 Members and a broader range of knowledge, skills and experience.
- 3.3 The 2019 external review recommended that the Mayor review the membership of TfL (following the Mayoral election) with a view to:
- (a) maintaining the progress made on gender diversity;
 - (b) further improving the progress made on ethnic diversity;
 - (c) improving age diversity on the Board and how to better engage in the Board's decision-making; and
 - (d) using staggered terms of appointment to facilitate this and future succession planning.
- 3.4 The coronavirus pandemic resulted in the Mayoral and London Assembly elections being deferred from May 2020 to May 2021 and had a significant impact on TfL's finances and operations. To ensure continuity, the Mayor extended to September 2021 the appointments of Members whose term of appointment was due to expire in September 2020. The appointments were made in the knowledge that two Members were likely to leave during or at the end of that period and this subsequently happened, with Ron Kalifa OBE leaving in May 2021 and Dr Alice Maynard leaving in September 2021.

Appointment of TfL Members

- 3.5 Following the deferred Mayoral election in May 2021, the Mayor reappointed himself as the Chair of TfL and, following a London Assembly Confirmation Hearing, reappointed the Deputy Mayor for Transport, Heidi Alexander, as the Deputy Chair of TfL.

- 3.6 In September 2021, the Mayor reappointed the following Members, whose terms of appointment expired on 5 September 2021, until 8 September 2024: Kay Carberry CBE, Prof. Greg Clark CBE, Bronwen Handyside, Anne McMeel, Dr Mee Ling Ng OBE, Dr Nelson Ogunshakin OBE, Mark Phillips, Dr Nina Skorupska CBE FEI, Dr Lynn Sloman MBE and Ben Story. Cllr Julian Bell's appointment to the Board is until 4 September 2022.
- 3.7 After an extensive and open recruitment process, a high-quality short list of candidates were selected for interview. Following interviews, the Mayor appointed the following new Members to the Board on 11 November 2021 until 8 September 2024:

Anurag Gupta

Anurag has strong global transport experience covering the energy and infrastructure sectors (e.g. transport, rail, social, health) including experience of LA Metro, Crossrail, Saudi Arabia's metro and Thames Water. He has strong finance experience and is currently Chief Risk Officer and Chief Operating Officer at Sequoia Investment Management Company, UK. His experience includes hands on experience working on the Indian railway. He has extensive experience in infrastructure investment, finance and management. He is an experienced Board member and has contributed to Canada's National History Society as its Audit Committee chair.

Marie Pye

Marie is a previous member and chair of TfL's Independent Disability Advisory Group (IDAG) and as a Labour councillor was a member of the cabinet at the London Borough of Waltham Forest. She has a broad range of experience covering transport and infrastructure in addition to inclusion and accessibility. Marie is currently a member of the Consumer Expert Panel for the Office of Rail and Road and a member of the London Legacy Development Corporation. She has extensive experience including the Premier League, the Department for Environment, Food and Rural Affairs and as the Women's Local Government Commissioner.

Peter Strachan

Peter has over 40 years' experience in transport across all modes: rail, light rail, bus, ferry and roads. He has held senior positions leading train operating companies and in Railtrack and Network Rail and has been responsible for infrastructure and system operations. He has strong global experience as CEO of TransLink in Brisbane and South East Queensland. Peter has extensive non-executive experience and is currently the chair of North East Ambulance Service NHS Foundation Trust, serves on the Boards of Merseyrail and Caledonian Sleeper for Serco plc, is a non-executive Board member for Transport for Wales Rail and is a non-executive Director on the Board of UKROEd, the National Driver Offender Retraining scheme.

- 3.8 As part of the appointments, the Mayor is appointing Peter Strachan (alongside Prof Greg Clark CBE) as one of the two Members to represent the interests of those living, working and studying in areas outside Greater London who use railway passenger services operated by TfL. These Members will be involved in helping to take forward the Mayor’s rail devolution agenda.
- 3.9 Biographical information and a declaration of interests for each Member is published on <https://tfl.gov.uk/corporate/about-tfl/how-we-work/corporate-governance/board-members>.
- 3.10 The appointments take the size of the Board to 16 Members, one more than the average of 15 since 2016. TfL generally appoints Members for a maximum of eight years and, as most Members will have served eight years by September 2024, the increased size is intended to provide the Mayor elected in May 2024 with the opportunity to retain some continuity of Membership from September 2024.

Board Effectiveness Review 2019 Recommendations – diversity

- 3.11 The Mayor is committed to maintaining and improving the diversity of TfL and this includes its Board. Although the Board is drawn from people wider than London, he aspires for it to match the profile of economically active Londoners. The first Board that he appointed in 2016 created the most diverse Board that TfL had ever had. Following the recent reappointments and new appointments, the diversity of the Board is set out in the table below.
- 3.12 The appointments made from September 2016 greatly increased the diversity of the Board from the previous Mayor’s appointments, though they still fell short of the London aspiration for BAME and disabled people. The changes in membership in 2021 and the increase in the size of the Board mean the women/men ratio almost matches the London target. BAME representation almost matches the 2016 appointments but is below the London aspiration. There has been a decrease in the representation of disabled people to the pre-2016 level, though the Board has sought more information on and engagement with IDAG. The 2019 Board Effectiveness Review suggested a review of the age profile of Members. This remains a challenge, due to the broad range of knowledge, skills and experience required from the Board to provide the strategic oversight required for an organisation the size and complexity of TfL. Further consideration is being given as to how the views of younger people can be considered in Board decisions.

Diversity	London 2021	Board pre-2016	Board 2016	Board 2021
Women	51%	23%	60%	50%
Men	49%	77%	40%	50%
BAME	39%	0%	27%	25%
Disabled	18%	6%	13%	6%

Board Effectiveness Review 2019 Recommendations – Member support

- 3.13 The final outstanding recommendation from the review is that TfL should consider whether additional buddying arrangements between Members and management could be put in place (particularly across differing portfolio areas) to further enhance the use of Member skills within the Board environment. Good and regular engagement exists between Members and the Executive Committee outside of the meeting structure – this was particularly evident during the pandemic – including through regular briefings and site visits.
- 3.14 Each of the new Members has received induction materials and arrangements are being put in place to meet with members of the Executive Committee and other key staff and for other briefings and visits as appropriate.

Terms of appointment and remuneration

- 3.15 The terms of appointment of Members are published on [tfl.gov.uk](https://www.tfl.gov.uk). Members remuneration has been held at the reduced rates set in 2016. The base fee is £16,000 with additional fees for membership of Committees and Panels at £1,000 per appointment and £2,000 if appointed as the Chair of a Committee or Panel. The maximum amount paid to a Member each year is capped at £20,000.

4 Appointments to Committees and Panels

- 4.1 Board Effectiveness Reviews have shown the decision-making structure agreed in 2016 to be robust and effective. Apart from the two Committees discussed below, there are no proposals to change the structure at present, but it will continue to be kept under review.

(a) Elizabeth Line Committee

- 4.2 A special purpose Elizabeth Line Committee was established in October 2020 as TfL and the Department for Transport agreed changes to the governance to help drive the delivery of the Crossrail project and the Elizabeth line into service. The future of the Committee will be reviewed in autumn 2022.

(b) Establishment of a Land and Property Committee

- 4.3 The Mayor is committed to tackling the housing crisis in London and has appointed Lord Bob Kerslake to lead a Housing Delivery Review to further improve and streamline housing development across the wider GLA Group and deliver more of the genuinely affordable homes Londoners need. The review is expected to report shortly.
- 4.4 The effective use of TfL's land to generate income and to contribute to the Mayor's housing ambition are an important contribution to TfL's Financial Sustainability Plan.

- 4.5 Further to discussions between the Deputy Mayors for Transport and Housing, and assuming any recommendations from the Kerslake review are in alignment, it is proposed that TfL establish a Land and Property Committee from April 2022. The Committee will be supported by the Commercial Development Advisory Group and its membership is likely to include non-voting external members with specialist housing and development experience.
- 4.6 Proposals to establish a Land and Property Committee, including its membership, Terms of Reference and consequential changes to Standing Orders and the Terms of Reference of the Finance Committee, will be submitted to the Board for approval in 2022.

Proposed appointments to Committees and Panels

- 4.7 The Membership of the Committees and Panels has remained generally unchanged since 2016. In line with good practice to occasionally refresh and rotate appointments to ensure a diversity of views, a number of changes are proposed, in addition to appointments that reflect the skills, knowledge, expertise and preferences of the three new Members.
- 4.8 The proposed Committee and Panel membership is set out in Appendix 2. Indicative membership of a new Land and Property Committee is set out at Appendix 3 but will be subject to a formal decision by the Board in 2022, when non-voting external members of this committee will also be confirmed.

List of appendices to this report:

Appendix 1: GLA Act requirements and Deloitte Review recommendations
Appendix 2: Proposed appointments to TfL's Committees and Panels
Appendix 3: Indicative membership of the proposed Land and Property Committee

List of Background Papers:

GLA Act
Deloitte Board Effectiveness Review 2015 (submitted to the Board on 17 December 2015) and 2019 (submitted to the Board on 18 September 2019)

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GLA Act requirements and Deloitte Review recommendations

1.1 Under the GLA Act the Mayor is required when appointing Members:

- (a) to secure that at least two members are able to represent the interests of those living, working and studying in areas outside Greater London who use railway passenger services operated by TfL
- (b) to have regard to the desirability of ensuring Members between them have experience of:
 - (i) transport (including in particular the impact of transport on business and the environment);
 - (ii) finance and commerce;
 - (iii) national and local government;
 - (iv) the management of organisations; and
 - (v) organisation of trade unions or matters relating to workers generally; and
- (c) to ensure that the membership of TfL represents the interests in relation to transport of women and of persons who require transport which is accessible to persons with mobility problems.

1.2 The 2015 Deloitte review recommended that the Mayor also consider the following broad range of experience and skills:

- (a) major infrastructure and regeneration;
- (b) train engineering and manufacturing;
- (c) urban space planning;
- (d) environment and sustainability;
- (e) business and consumer experience;
- (f) digital technology;
- (g) marketing and communications;
- (h) big data, analytics and mobile communications;
- (i) retail and customer service;
- (j) treasury and government funding;
- (k) health and safety; and
- (l) change management.

1.3 The 2019 Deloitte review recommended that the Mayor review the membership of TfL with a view to:

- (a) maintaining the progress made on gender diversity;
- (b) further improving the progress made on ethnic diversity;
- (c) improving age diversity on the Board and how to better engage in the Board's decision-making;
- (d) using staggered terms of appointment to facilitate this and future succession planning; and
- (e) consider the appointment of a member of London Councils (appointment made 26 February 2020).

Membership of TfL's Committees and Panels

From 1 January 2022

TfL Board

Sadiq Khan (Chair)	Dr Mee Ling Ng OBE
Heidi Alexander (Deputy Chair)	Dr Nelson Ogunshakin OBE
Cllr Julian Bell	Mark Phillips
Kay Carberry CBE	Marie Pye
Prof Greg Clark CBE	Dr Nina Skorupska CBE
Anurag Gupta	Dr Lynn Sloman MBE
Bronwen Handyside	Ben Story
Anne McMeel	Peter Strachan
Government Special Representatives (2)	
Andrew Gilligan	Becky Wood

Audit and Assurance Committee	Elizabeth Line Committee
Mark Phillips (Chair)	Heidi Alexander (Chair)
Anurag Gupta (Vice Chair)	Anne McMeel (Vice-Chair)
Cllr Julian Bell	Prof Greg Clark CBE
Kay Carberry CBE	Dr Nelson Ogunshakin OBE
Dr Mee Ling Ng OBE	Mark Phillips
	Sarah Atkins (non-voting)
	Government Representative
	Kathryn Cearns OBE

Finance Committee	Programmes and Investment Committee
Anne McMeel (Chair)	Ben Story (Chair)
Ben Story (Vice Chair)	Dr Nelson Ogunshakin OBE (Vice Chair)
Heidi Alexander	Heidi Alexander
Prof Greg Clark CBE	Cllr Julian Bell
Anurag Gupta	Dr Lynn Sloman MBE
Dr Nina Skorupska CBE	Peter Strachan
Government Special Representative	Government Special Representative
Becky Wood	Becky Wood

Remuneration Committee	Customer Service and Operational Performance Panel
Kay Carberry CBE (Chair)	Dr Mee Ling Ng OBE (Chair)
Peter Strachan (Vice Chair)	Marie Pye (Vice Chair)
Heidi Alexander	Bronwen Handyside
Dr Nelson Ogunshakin OBE	Dr Lynn Sloman MBE
	Peter Strachan

Safety Sustainability and Human Resources Panel
Dr Lynn Sloman MBE (Chair)
Nina Skorupska (Vice Chair)
Bronwen Handyside
Dr Mee Ling Ng OBE
Mark Phillips
Marie Pye

Rail User Representatives

Members appointed to represent the interests of those living, working and studying in areas outside Greater London who use railway passenger services operated by TfL

Prof Greg Clark CBE (south of London)
Peter Strachan (north of London)

Indicative Membership of proposed Land and Property Committee

Land and Property Committee
Prof Greg Clark CBE (Chair)
Dr Nina Skorupska CBE (Vice Chair)
Heidi Alexander
Ben Story
+ Non-voting external specialist housing and development experience members