

Board



Date: 25 July 2023

Item: Matters Arising, Actions List and Use of Delegated Authority

This paper will be considered in public

1 Summary

- 1.1 This paper informs the Board of any use of Chair's Action or authority delegated by the Board, any Mayoral Directions to TfL and progress against actions agreed at previous meetings, since the last meeting of the Board on 7 June 2023.
- 1.2 There has been no use of Chair's Action, nor any other use of specific authority delegated by the Board to Committees, nor any Mayoral Directions issued to TfL since the last meeting.
- 1.3 The Department for Transport (DfT) has confirmed the appointment of its Chief Engineer, David Coles, as an observer at meetings of the Board, replacing the previous Government Special Representative, and that John Hall, its Strategic Special Representative will attend meetings of the Finance Committee.
- 1.4 Board Member Ben Story will step down from the Board on 29 September 2023. Consequential changes to the membership and roles on the Committees upon which Ben Story served are proposed and, if approved, the revised membership of Committees and Panels is set out in Appendix 1.
- 1.5 TfL's General Counsel will retire on 29 September 2023. The appointment of the General Counsel is a matter reserved to the Board. It is proposed that the Board delegate authority to the Commissioner, in consultation with the Deputy Chair of TfL, to agree the interim arrangements while a recruitment exercise is undertaken. It is also proposed that the Deputy Chair will lead an Appointment Panel to appoint a permanent General Counsel. To ensure a timely appointment, it is proposed that the Board delegate authority to the Deputy Chair (in consultation with the Appointment Panel) to approve the appointment of a permanent General Counsel at the end of the recruitment process.
- 1.6 Appendix 2 sets out the progress against actions agreed at previous meetings.

2 Recommendations

2.1 The Board is asked to note the paper and:

- (a) note the appointment of the Department for Transport's Chief Engineer, David Coles, as an observer to meetings of the Board and that he will also attend meetings of the Programmes and Investment Committee and that John Hall will attend the meetings of the Board and the Finance Committee;**
- (b) note the resignation of Ben Story and that he will step down from the Board on 29 September 2023;**
- (c) approve the following appointments to Committees, as set out in Appendix 1 of the paper:**
 - (i) appoint Dr Nelson Ogunshakin OBE as Chair, and Peter Strachan as Vice Chair of the Programmes and Investment Committee, from 30 September 2023;**
 - (ii) appoint Mark Phillips as a member of the Programmes and Investment Committee, from 26 July 2023;**
 - (iii) appoint Anurag Gupta as Vice Chair of the Finance Committee, from 30 September 2023;**
 - (iv) appoint Marie Pye as a member of the Land and Property Committee, from 26 July 2023;**
- (d) delegate authority to the Commissioner, in consultation with the Deputy Chair of TfL, Seb Dance, to approve the interim arrangements for the role of General Counsel from 30 September 2023;**
- (e) delegate authority to the Deputy Chair of TfL, in consultation with an Appointment Panel selected and Chaired by the Deputy Chair, to approve the future appointment of a permanent General Counsel; and**
- (f) note the actions list, set out in Appendix 2 of the paper.**

3 Use of Chair's Action

- 3.1 Under Standing Order 113, in situations of urgency, the Board delegates to each of the Chair and the Chairs of any Committee or Panel the exercise of any functions of TfL on its behalf. Any use of Chair's Action is reported to the next ordinary meeting. The Board on occasion will also make specific delegations to its Committees which, when exercised, are reported to the next ordinary meeting of the Board, as well as the next meeting of the relevant Committee.**
- 3.2 There has been no use of Chair's Action since the last meeting.**

4 Use of Delegated Authority

- 4.1 At the time of the publication of this paper, there has been no use of authority relating to matters reserved to the Board.

5 Changes to the Membership of the Board and Committees

- 5.1 Following Ben Story's resignation from the Board, changes will be required to the membership of Committees on which he served, ahead of the wider review of the governance structure. These are set out below.

Government Special Representatives

- 5.2 The measures introduced by the Government to manage the coronavirus pandemic in 2020 and 2021 had a significant impact on TfL's finances, which necessitated funding settlements.
- 5.3 Under the terms of the 14 May 2020 funding settlement with Government and all subsequent settlements, the Secretary of State for Transport may appoint two Special Representatives to attend all meetings of the Board and one to attend all meetings of the Finance Committee and the Programmes and Investment Committee. They are entitled to receive all papers and attend all briefings that are open to other members of the Committees, unless there is a conflict of interest. They do not have any voting rights and their presence does not count toward the quorum for any meeting.
- 5.4 At the last meeting of the Board, it was announced that Becky Wood had stood down from her role as a Government Special Representative. Given that the short time the extraordinary funding and financing agreement has left to run, the Government has decided not to appoint a new Government Technical Representative. Instead, the DfT Chief Engineer (David Coles) will attend the TfL Board and the Programme and Investment Committee as an observer. John Hall (Government Strategic Special Representative) will continue to attend the TfL Board as well as now also attending the TfL Finance Committee.

Membership of the Board

- 5.5 On 25 June 2023, Ben Story gave notice that he will step down as a Member of the Board on 29 September 2023, due to increasing work commitments.
- 5.6 The departure of Ben Story will reduce the number of Members of the Board from 17 (its maximum) to 16. The size of the Board recently increased from 15 to 17 Members, to provide options for greater continuity when the Board is refreshed in September 2024, as many existing Members will have served two full four-year terms by that date. Given the proximity of the next recruitment campaign, and the need to review the skillset required of the next Board, it is proposed to leave the recruitment of a further Member until the main recruitment exercise in 2024.

Proposed changes to the membership of Committees

5.7 Ben Story is currently the Chair of the Programmes and Investment Committee, Vice Chair of the Finance Committee and a member of the Land and Property Committee. Ahead of the wider review of the decision-making structure, and following discussions with relevant Members and with the Chair and Deputy Chair of TfL, the following changes are proposed (and set out in Appendix 1):

- (a) Programmes and Investment Committee:** with effect from 30 September 2023, to appoint as Chair the current Vice Chair, Dr Nelson Ogunshakin OBE, and to appoint as Vice Chair Peter Strachan; with effect from 26 July 2023, to appoint Mark Phillips to the Committee; and to note that the DfT's Chief Engineer will attend the meetings as the Government observer;
- (b) Finance Committee:** with effect from 30 September 2023, to appoint its existing member Anurag Gupta as the Vice Chair; and to note that John Hall will attend meetings as the Government Special Representative. It is not proposed to appoint an additional Member to this Committee, which will now have a membership of five, but retain its quorum of three; and
- (c) Land and Property Committee:** with effect from 26 July 2023, to appoint Marie Pye to the Committee, as she had expressed an interest in joining the Committee.

6 General Counsel Interim Arrangements

- 6.1 Under Standing Order 100(c)(iii), the appointment or removal of the General Counsel is a matter reserved to the Board.
- 6.2 Howard Carter, TfL's General Counsel, will retire from TfL on 29 September 2023. The General Counsel's responsibilities cover legal, corporate governance, information governance, risk management and assurance, and the licensing and regulation of London's taxi and private hire industry. The post holder is also the Board Secretary and plays a pivotal role in supporting Members and providing legal and corporate governance advice to them.
- 6.3 Until a permanent General Counsel is appointed, interim arrangements will need to be put in place. It is proposed that authority to make these interim arrangements be delegated to the Commissioner, in consultation with the Deputy Chair, Seb Dance.
- 6.4 It is also proposed that the Deputy Chair lead the recruitment process, nominate the members and Chair the Appointment Panel.
- 6.5 The Remuneration Committee will agree the remuneration parameters for the role.

- 6.6 To ensure a timely appointment, it is requested that authority be delegated to the Deputy Chair of TfL to approve the permanent appointment, in consultation with the Appointment Panel.

7 Mayoral Directions to TfL

- 7.1 The Greater London Authority (GLA) Act 1999 (as amended), permits the Mayor to issue to TfL general directions as to the manner in which TfL is to exercise its functions or specific directions as to the exercise of its functions (or not to exercise a power specified in the direction). Directions are also often made in relation to the implementation of matters in respect of which the Mayor delegates statutory powers to TfL.
- 7.2 The Mayor makes Mayoral Directions through Mayoral Decisions. Papers for Mayoral Directions set out the financial and other implications. If those implications change over time, that will be reported to the GLA.
- 7.3 All Mayoral Decisions are issued in writing, with the information that is not exempt from publication included on the GLA's Decisions Database on its website: <https://www.london.gov.uk/about-us/governance-and-spending/good-governance/decisions?order=DESC>.
- 7.4 Mayoral Directions fall into three broad categories: those addressing technical issues relating to statutory powers; those related to commercial development activities; and those related to projects and programmes. Mayoral Directions relating to TfL are reported to the Board's Committees for discussion as soon as possible after they are received by TfL or published. Regular reports will list the relevant Directions for as long as they are applicable.
- 7.5 Annually the Audit and Assurance Committee considers the list as part of its consideration of the annual audit plan to ensure that appropriate audit resource is applied to assurance on TfL's work in implementing Mayoral Directions. This will also be kept under review at each quarterly meeting of that Committee.
- 7.6 A summary of current Mayoral Directions to TfL is maintained on the "How we are governed" page on our website, with links to the relevant Mayoral Decisions: <https://tfl.gov.uk/corporate/about-tfl/how-we-work/how-we-are-governed>. That page will be updated as and when further Directions are made.
- 7.7 There have been no Mayoral Direction issued to TfL since the last meeting.

8 Actions List

- 8.1 Appendix 1 sets out the progress against actions agreed at previous meetings.

List of appendices to this report:

Appendix 1: Membership of TfL's Committees and Panels (proposed)

Appendix 2: Actions List

List of Background Papers:

Minutes from previous meetings.

Standing Orders and Terms of Reference of Committees and Panels.

Greater London Authority Decision Making Database.

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