

## TfL Committees and Panels Terms of Reference

From 9 September 2024,

Deleted: 18 December6 October 2023

### Introduction

1. The TfL Board may establish committees, sub-committees, advisory panels (panels) and other bodies as permitted by Schedule 10 to the Greater London Authority Act 1999 (as amended) (the GLA Act).
2. The TfL Board has established the following Committees of the Board on a standing basis:
  - (a) Audit and Assurance Committee;
  - (b) Finance Committee;
  - (c) Land and Property Committee;
  - (d) Programmes and Investment Committee; and
  - (e) People and Remuneration Committee.
3. Committees and Sub-Committees may establish further bodies in a form permitted by Schedule 10 to the GLA Act subject to the approval of, and to any conditions imposed by, the Board.
4. The Chair of any Committee (or the Vice Chair in the Chair's absence) may appoint, with the agreement of the Chair of TfL, an additional member or members to that Committee. This will be reported to the Board at the next ordinary Meeting.
5. The TfL Board has established the following ↓ Panels on a standing basis:
  - (a) Customer, Sustainability and Operations Panel; and
  - (b) Safety and Security Panel.
6. ↓ Panels may advise and support the work of the Board and its Committees but are not constituted as committees of the Board or as sub-committees of any such committee.
7. The following matters are specified in this document for each Committee in paragraphs 2 and 3 and each ↓ Panel in paragraph 5:
  - (a) its status for the purposes of Part 5A of the Local Government Act 1972 and reporting;
  - (b) attendance and quorum;
  - (c) frequency of meetings;

Deleted: Advisory

Deleted: Customer Service and Operational Performance Panel; and

Deleted: Safety, Sustainability and Human Resources Panel

Deleted: Advisory

Deleted: Advisory

Deleted: 6

(d) terms of reference; and

(e) as appropriate, its relationship with other Committees and Panels.

8. The membership of each Committee and Panel, including its Chair and Vice Chair, will be approved by the Board in accordance with Standing Orders, based on the skills, knowledge, and expertise of Members.

9. Part 1 of TfL Standing Orders will apply to proceedings of the Committees, Panels and any other bodies established by the Board under Schedule 10 of the GLA Act.

10. All Members of TfL may attend any Committee or Panel meeting but they may only vote at a Committee meeting if they are members of the relevant Committee.

11. Any Member of TfL may submit a request to the General Counsel to receive the agenda, papers and/or minutes relating to meetings of any Committees, Sub-Committees and Panels of which he or she is not a member. The General Counsel shall provide the requested documents to that Member at the same time as they are provided to members of the relevant Committee, Sub-Committee or Panel.

#### Document history

12. This document was approved by the Board on 24 July 2024, replacing the version last updated on 18 December 2023.

**Deleted:** <#>whether of an executive or advisory status;¶  
<#>its status for the purposes of Part 5A of the Local Government Act 1972;¶  
<#>membership; ¶  
<#>the Chair; ¶  
<#>quorum; ¶  
<#>frequency of meetings; ¶  
<#>procedural or reporting arrangements; and ¶  
<#>secretarial arrangements. ¶

**Deleted:** Advisory

**Deleted:** Advisory

**Deleted:** Advisory

**Deleted:** <#>This document was originally approved by the Board on 10 November 2017. The following updates were approved or authorised by the Board:¶  
<#>26 July 2018, 22 May 2019 and 29 July 2019: Terms of Reference of the Remuneration Committee amended to reflect changes to membership, job titles and the staff that fall within the remit of the Committee; ¶  
<#>30 September 2020 (by Chair's Action); to include the Terms of Reference of the Elizabeth Line Committee and associated changes to the Terms of Reference of other Committees and Panels; and¶  
<#>7 May and 6 September 2021 to reflect changes to the Board, resulting in Members leaving Committees and Panels.¶  
<#>1 January 2022 (approved 8 December 2021) to reflect changes to the Board and a substantive review of Committee and Panel membership. ¶  
<#>3 February 2022 (approved 2 February 2022) to reflect a change to Board and Committee membership and changed by the General Counsel, under Standing Order 5(b), to reflect changes in Postholders, titles and responsibilities of Officers. ¶  
<#>1 April 2022 (approved 23 March 2022) to include the terms of reference of a Land and Property Committee, including related changes to the Finance and Programmes and Investment Committees; and changes to the terms of reference of the Finance Committee following a general delegation from the Board in relation to treasury management strategies and policies. ¶  
<#>8 June 2023 (approved 7 June 2023) to add Anurag Gupta to the Land and Property Committee (replacing Heidi Alexander who stood down on 31 March 2023).¶  
<#>26 July 2023 (approved 7 June and 25 July 2023) to reflect the standing down of the special purpose Elizabeth Line Committee and completion of the Crossrail project, officer and Government role changes and changes to appointments to the Finance Committee, Land and Property Committee and Programmes and Investment Committee.¶  
<#>16 October 2023 (approved 25 July) to reflect the changes to the Committees listed above following the departure of Ben Story who stood down from the Board on 29 September (and to also reflect the departure of Cllr Kieron Williams who stood down from the Board on 13 October 2023).¶  
<#>On 18 December 2023, Councillor Ross Garrod was appointed to the Committees and Panels by the Deputy Chair of TfL, under the authority delegated by the Board on 18 October 2023.¶

## Audit and Assurance Committee

### Status and Reporting

1. The Committee is decision-making, with full delegated powers within its terms of reference. Part 5A of the Local Government Act 1972 applies as this is a Committee of TfL.
2. The Committee will report any meeting to the Board at the next ordinary Meeting.

### Attendance and Quorum

3. Members will be appointed in accordance with Standing Orders and an up-to-date list will be maintained on tfl.gov.uk.
4. The quorum for the meeting is three Members.
5. Any Board Member may attend and with the Chair's agreement other persons may attend all or any part of a meeting.
6. The Secretary to the meeting will be agreed by the General Counsel.
7. Attendance at the meeting will generally include:
  - Chief Finance Officer
  - General Counsel
  - Director of Risk and Assurance
  - External Auditors

### Frequency of Meetings

8. The Committee will meet at least four times a year or at such greater frequency as determined by the Chair.
9. A special meeting of the Committee may also be convened by a written requisition delivered to the General Counsel by any of the following:
  - (a) the Chief Finance Officer;
  - (b) the Director of Risk and Assurance;
  - (c) the Chief Safety, Health and Environment Officer; or
  - (d) the External Auditors.
10. Special meetings will be held within 10 working days of receipt of the requisition by the General Counsel.

**Commented [SK1]:** The Status and Reporting and Attendance and Quorum sections throughout have been amended to this simpler format.

**Deleted: Status** Decision-making with full delegated powers within its terms of reference.¶  
Part 5A of the Local Government Act 1972 applies as this is a Committee of TfL.¶  
**Membership¶**  
**Chair**

## Terms of Reference

11. To review the arrangements put in place by Officers to ensure that the TfL Group prepares its Annual Statement of Accounts and other published financial reports in accordance with all relevant legislation and accounting standards.
12. The Committee will review the Annual Statement of Accounts and the Annual Report:
  - (a) including any statements therein made by the Board;
  - (b) monitoring the accounting policies used in their preparation; and
  - (c) monitoring significant financial reporting judgements.
13. At least annually, members of the Committee will meet separately with each of the Director of Risk and Assurance, the Chief Finance Officer and the chair of the Independent Investment Programme Advisory Group (IIPAG) without any other Officer being present.
14. To review the effectiveness of the systems of internal control in place throughout the TfL Group, based on reports from management, Internal Audit and the External Auditors. Internal control is not restricted to financial control but includes, inter alia, the arrangements that management has put in place for:
  - (a) the systematic identification of business risks and mitigating controls and procedures for ensuring these are properly implemented and effective;
  - (b) legal compliance;
  - (c) budgetary control;
  - (d) oversight and assurance of the Investment Programme
  - (e) oversight and assurance on sustainability policies, including climate adaptation; and
  - (f) ensuring a systematic approach to minimise the risk of fraud.
15. To ensure that an adequate and effective system of internal audit and assurance is maintained.
16. To agree external audit fees.
17. To maintain an oversight of corporate governance throughout the TfL Group and receive, on an annual basis, reports from the General Counsel and the Director of Risk and Assurance on the implementation, operation of and compliance with TfL's Code of Corporate Governance.
18. To maintain an overview of the Standing Orders in respect of contract procedure rules, financial regulation and codes of conduct and behaviour.
19. To recommend the adoption of the Annual Governance Statement.

Deleted: on the basis of

20. To review the appropriateness of the response to reports under 'whistleblowing' procedures.
21. To review, and exceptionally to request, the carrying out of audits and reviews of health, safety and environmental management systems and resilience policies, arrangements and procedures, as necessary, and to review progress with the implementation of recommendations arising from such audits.
22. To review the integrated assurance framework.
23. To approve the integrated assurance plan.
24. To have oversight of enterprise risks.
25. The Committee will:
  - (a) be kept apprised of any proposed external audit inspections;
  - (b) receive copies of any external audit inspection reports; and
  - (c) receive internal reports on the implementation of procedures and controls to address issues raised therein.
26. The Committee may call upon any Chief Officer or other Officer to provide it with information, either orally or in writing. The Committee may also have access to all TfL Group records and documentation for the purposes of exercising its functions as an audit committee and for no other reason.

Deleted: strategic

### **Relationship with Internal Audit**

27. The Committee will review the audit plans and scope of Internal Audit and available resource and shall be able to require Internal Audit to carry out specific investigations.
28. The Committee will review and discuss audit findings and monitor management responses to these findings to ensure appropriate follow-up measures are taken.
29. Upon resignation the Director of Risk and Assurance will report to the Committee as to the reasons for resignation.

### **Relationship with External Audit**

30. The Committee will meet with the External Auditors before the audit commences to communicate any matters of which the Committee considers the External Auditors should be aware, and to review the audit plans and scope.
31. The Chief Finance Officer shall make available to the Committee such information and explanations as it requires in order for it to discuss with the External Auditors any issues arising from the audit and to carry out its review of:

- (a) the Annual Report and Statement of Accounts;
  - (b) the Annual Audit Letter, together with management's responses; and
  - (c) other external audit reports.
32. Following the completion of each statutory audit, the Committee will review the effectiveness of the External Auditor's performance and its independence and objectivity.
33. At least annually the members of the Committee shall meet with the External Auditors without any Officer being present.
34. The Committee will develop and implement policy on the engagement of the external auditors to supply non-audit services.

### **Relationship with the Independent Investment Programme Advisory Group (IIPAG)**

35. At least once each year, the Committee will review:
- (a) the content of the annual workplan and budget for the IIPAG, considering any recommendations made by the Programmes and Investment Committee and, where the Committee considers changes to the workplan and/or budget are appropriate, it may approve those changes; and
  - (b) the activities of the IIPAG in implementing that workplan (as it may have been amended).
36. The Committee will review the quarterly reports of the IIPAG and the management response to those reports.

### **TfL Scorecard**

37. Annually to review and agree the outcome of the TfL Group Scorecard.

Deleted: twice

Deleted: Reporting ¶  
<#>The Committee will report any meeting to the Board at the next ordinary Meeting.¶

## Finance Committee

### Status and Reporting

1. The Committee is decision-making, with full delegated powers within its terms of reference. Part 5A of the Local Government Act 1972 applies as this is a Committee of TfL.
2. The Committee will report any meeting to the Board at the next ordinary Meeting.

### Attendance

3. Members will be appointed in accordance with Standing Orders and an up-to-date list will be maintained on tfl.gov.uk.
4. The quorum for the meeting is three Members.
5. Any Board Member may attend and with the Chair's agreement other persons may attend all or any part of a meeting.
6. The Secretary to the meeting will be agreed by the General Counsel.
7. Attendance at the meeting will generally include:
  - Government Observer
  - [Commissioner](#)
  - Chief Finance Officer

### Frequency of Meetings

8. The Committee will meet at least four times a year or at such greater frequency as determined by the Chair.

### Terms of Reference

#### [Safety, Security and Sustainability](#)

9. [When providing advice or assistance to the Board, or determining or noting issues within its remit, the Committee will consider safety, security and sustainability issues.](#)

### Advice to the Board

10. The Committee will advise on and assist the Board with issues relating to financial matters including income generation and, in particular, provide advice in relation to the following matters reserved to the Board for determination:
  - (a) TfL's Business Plan;
  - (b) the TfL Group Budget;

**Deleted: Status** Decision-making with full delegated powers within its terms of reference.¶  
Part 5A of the Local Government Act 1972 applies as this is a Committee of TfL.¶  
**Membership**¶  
**Chair**

- (c) annually, Prudential Indicators (including the authorised limit for borrowing);
- (d) climate-related financial disclosures and environmental matters (including climate adaptation) that have significant budget implications; and
- (e) the disposal or transfer of the whole or any part of TfL's or a Subsidiary Entity's Undertaking when the number of staff involved exceeds 100.

### **Treasury Management Strategy**

11. The Committee will approve:
  - (a) annually, the Treasury Management Strategy (including the borrowing and investment strategies);
  - (b) Treasury Management Policies;
  - (c) policies regarding the exercise of power to issue guarantees and indemnities associated with guarantees;
  - (d) policies regarding the exercise of power to give financial assistance; and
  - (e) policies regarding the exercise of power to enter into derivative investments.
12. The Committee will monitor the implementation of the annual Treasury Management Strategy and may approve, notwithstanding the value of any transaction, the implementation of any liability management exercise exceeding delegated authorities of Officers as may be required by the annual Treasury Management Strategy and/or Treasury Management Policy Statement.

### **Derivative Investments**

13. The Committee will monitor the implementation of the TfL Group Policy Relating to the Use of Derivative Investments and may:
  - (a) approve, notwithstanding the value of any transaction, proposals for individual and/or any programme of derivative investments pursuant to section 49 of the Transport for London Act 2008 and issue guidance and directions as to the exercise of functions pursuant to that section, provided that any such approvals, guidance and directions are in accordance with the TfL Group Policy Relating to the Use of Derivative Investments; and
  - (b) approve, as part of the annual Treasury Management Strategy, exposure limits relating to counterparties to derivative investments.

### **Commercial Development**

14. The Committee is authorised by Standing Orders to review and grant Authorities in relation to Commercial Development opportunities at the financial



values set out in Standing Orders, save in respect of Commercial Land Transactions, such matters being in the remit of the Land and Property Committee.

15. Notwithstanding the authorisation at paragraph 6 above, the Committee is authorised to review and approve from time to time the terms of reference for any steering group which has oversight of Commercial Development activity related to the provision of consultancy services for a commercial return.

### **Taxi Fares and Taxi and Private Hire Licence Fees and Regulations**

16. The Committee is authorised to approve
  - (a) proposals to make, amend or revoke:
    - (i) London cab orders, to the extent they prescribe fares for hackney carriages;
    - (ii) London taxi sharing scheme orders, to the extent that they prescribe fares for hackney carriages, but in relation to a fixed-fare taxi-sharing scheme, only to the extent that they prescribe a fare in excess of £20, but excluding all such schemes operating on a continuous basis; and
    - (iii) regulations under the Private Hire Vehicles (London) Act 1998, to the extent that they prescribe vehicle licence or application fees, driver licence or application fees and operator licence or application fees, but excluding fees for the variation of operator licences;
  - (b) proposals to amend vehicle licence or application fees and driver licence or application fees in relation to hackney carriages, excluding test or examination fees;
  - (c) proposals to make, amend or revoke any other regulations or byelaws, except for those London cab orders and regulations under the Private Hire Vehicles (London) Act 1998 that are delegated to other Officers pursuant to standing orders 131 and 140;

### **Transactions**

17. The Committee is authorised by Standing Orders to review and grant Authorities, whether or not budgeted, in respect of any Transactions valued over £100m save for Transactions the Authorities for which are otherwise within the remit of the Land and Property Committee and the Programmes and Investment Committee, or otherwise specified under standing order 101.

18. The Committee is authorised by Standing Orders to approve any of the following in relation to Commercial Development opportunities or Transactions under its consideration:
- (a) formation, dissolution or disposal by TfL or any Subsidiary Entity of any:
    - (i) Subsidiary Entity; or
    - (ii) Associate or Joint Venture Entity; and
  - (b) acquisition or disposal by TfL or any Subsidiary Entity of more than 25 per cent of the ownership of any corporate entity.

### **Relationship with Land and Property Committee and Programmes and Investment Committee**

19. Where it is agreed by the Chairs of the Land and Property Committee or the Programmes and Investment Committee and the Finance Committee that any Authorities ordinarily within the remit of the Finance Committee are better to be considered by the Land and Property Committee or the Programmes and Investment Committee (as permitted under the terms of reference of the Committees), they shall be within the remit of the Land and Property Committee or the Programmes and Investment Committee; and that Committee is authorised by Standing Orders in respect of such matters to review and grant any Authorities.

### **Mayoral Directions**

20. The Committee will consider at each meeting a report on the implementation of any applicable Direction from the Mayor relating to TfL's statutory powers from a technical perspective or relating to TfL's Commercial Development activities, save in respect of Commercial Land Transactions, such matters being in the remit of the Land and Property Committee.

### **Reporting to the Board**

21. The Committee will report any meeting to the Board at the next ordinary Meeting.

## Land and Property Committee

### Status and Reporting

1. The Committee is decision-making, with full delegated powers within its terms of reference. Part 5A of the Local Government Act 1972 applies as this is a Committee of TfL.
2. The Committee will report any meeting to the Board at the next ordinary Meeting.

### Attendance

3. Members will be appointed in accordance with Standing Orders and an up-to-date list will be maintained on tfl.gov.uk.
4. The quorum for the meeting is three Members.
5. Any Board Member may attend and with the Chair's agreement other persons may attend all or any part of a meeting.
6. The Secretary to the meeting will be agreed by the General Counsel.
7. Attendance at the meeting will generally include:
  - Greater London Authority representative
  - Chief Finance Officer
  - Chief Customer and Strategy Officer
  - Director and Chief Executive, Places for London Limited
  - Chief Finance Officer, Places for London Limited
  - representatives from the Risk and Assurance Directorate and from the Independent Investment Programme Advisory Group Places for London sub-group

### Frequency of Meetings

8. The Committee will meet at least four times a year or at such greater frequency as determined by the Chair

### Terms of Reference

#### Safety, Security and Sustainability

9. When providing advice or assistance to the Board, or determining or noting issues within its remit, the Committee will consider safety, security and sustainability issues.

**Deleted: Status** Decision-making with full delegated powers within its terms of reference.¶  
Part 5A of the Local Government Act 1972 applies as this is a Committee of TfL.¶  
**Membership**¶  
**Chair**

**Deleted:** environmental

### Advice to Board

10. The Committee will advise the Board on commercial property related activities.
11. The Committee will provide advice as necessary in relation to changes to the membership and remit of the Committee as it considers appropriate from time to time, such matters being reserved to the Board for determination:
12. The Board will retain authority to sign off the annual review of the overall effectiveness of the Committee.

### Remit

13. The Committee will give guidance on strategic direction on behalf of TfL and ensure alignment between the vision, purpose and corporate plans relating to land and property development including the activities of TfL's wholly owned subsidiary Places for London Limited (Places for London) and its subsidiaries and relevant policies of the Mayor's Transport Strategy and London Plan, including affordable housing.

Deleted: Pfl, previously known as TTL Properties Limited

14. The Committee will promote the longer-term success and financial sustainability of TfL's land and property development activities while safeguarding operational delivery and assets.

15. The Committee will facilitate effective delivery, and enable Places for London to operate successfully as a commercial enterprise.

Deleted: Pfl

16. The Committee will receive an annual report on land and property development, which will include details of the number of development projects where framework partners were engaged.

17. Each ordinary meeting of the Committee will receive papers from Places for London covering financial performance, delivery of the programme of work for each business portfolio, the future pipeline of work and assurance plans and reports.

Deleted: plans and

18. Consideration and approval of matters relating to the financing of Places for London are within the remit of the Finance Committee, not the Land and Property Committee.

Deleted: Pfl

### Decision Making and Authorities

19. The scope of Committee activities will incorporate:

- (i) approval annually of TfL's Land and Property Development Business Plan and key performance indicators;
- (ii) review of Places for London's performance against its Property Investment Strategy, Business Plan and key performance indicators; and
- (iii) oversight of the effective operation of Places for London.

Deleted: Pfl's

Deleted: Pfl's

Deleted: Pfl

20. The Committee is authorised by Standing Orders to review and grant Authorities in relation to Commercial Land Transactions at the financial values set out in Standing Orders.

### **Relationship with Finance Committee and Programmes and Investment Committee**

21. Where it is agreed by the Chairs of the Finance Committee or the Programmes and Investment Committee and the Land and Property Committee that any Authorities ordinarily within the remit of the Land and Property Committee are better to be considered by the Finance Committee or the Programmes and Investment Committee (as permitted under the terms of reference of the Committees), they shall be within the remit of the Finance Committee or the Programmes and Investment Committee; and that Committee is authorised by Standing Orders in respect of such matters to review and grant any Authorities.

### **Mayoral Direction**

22. The Committee will consider at each meeting a report on the implementation of any applicable Direction from the Mayor relating to TfL's land and property development activities.

#### **Deleted: Advice to Board¶**

<#>The Committee will advise the Board on commercial property related activities.¶

<#>The Committee will provide advice as necessary in relation to changes to the membership and remit of the Committee as it considers appropriate from time to time, such matters being reserved to the Board for determination.¶

<#>The Board will retain authority to sign off the annual review of the overall effectiveness of the Committee. ¶

¶

## Programmes and Investment Committee

### Status and Reporting

1. The Committee is decision-making, with full delegated powers within its terms of reference. Part 5A of the Local Government Act 1972 applies as this is a Committee of TfL.
2. The Committee will report any meeting to the Board at the next ordinary Meeting.

### Attendance

3. Members will be appointed in accordance with Standing Orders and an up-to-date list will be maintained on tfl.gov.uk.
4. The quorum for the meeting is three Members.
5. Any Board Member may attend and with the Chair's agreement other persons may attend all or any part of a meeting.
6. The Secretary to the meeting will be agreed by the General Counsel.
7. Attendance at the meeting will generally include:
  - [Government Observer](#)
  - [Commissioner](#)
  - [Chief Finance Officer](#)
  - [Chief Capital Officer](#)
  - [representatives from the Chief Capital Office and the Chief Customer and Strategy Office](#)
  - [representatives from the Risk and Assurance Directorate and from the Independent Investment Programme Advisory Group](#)

### Frequency of Meetings

8. The Committee will meet at least four times a year or at such greater frequency as determined by the Chair.

### Terms of Reference

#### Safety, Security and Sustainability

9. When providing advice or assistance to the Board, or determining or noting issues within its remit, the Committee will consider safety, security and sustainability issues.

**Deleted:** ¶  
**Status** Decision-making with full delegated powers within its terms of reference.¶  
Part 5A of the Local Government Act 1972 applies as this is a Committee of TfL.¶  
**Membership**¶  
**Chair**

### **Advice to the Board**

10. The Committee will advise on and assist the Board with issues relating to TfL's overall Investment Programme matters and, in particular, provide advice in relation to the following matters reserved to the Board for determination:
  - (a) proposals for schemes under the GLA Act for the transfer of the following (prior to submission to the Mayor):
    - (i) property, rights and liabilities between TfL and its Subsidiary Entities or between its Subsidiary Entities; and
    - (ii) key system assets;
  - (b) proposals for schemes under the GLA Act for the transfer of the following (prior to submission to the Mayor):
    - (i) property, rights and liabilities between TfL and its Subsidiary Entities or between its Subsidiary Entities; and
    - (ii) key system assets; and
  - (c) disposal or transfer in connection with the delivery of TfL's Investment Programme of the whole or any part of TfL's or a Subsidiary Entity's Undertaking when the number of staff involved exceeds 100.

### **Approval of Programmes**

11. The Committee is authorised by Standing Orders to review and grant any Authorities in relation to Programmes and Projects at the financial values set out in the Standing Orders. Programmes will be reviewed annually and, at such annual review, Authorities may be adjusted or confirmed.
12. The Committee is authorised by Standing Orders to approve any of the following in relation to any Programme or Project or Transactions under its consideration:
  - (a) formation, dissolution or disposal by TfL or any Subsidiary Entity of any:
    - (i) Subsidiary Entity; or
    - (ii) Associate or Joint Venture Entity; and
  - (b) acquisition or disposal by TfL or any Subsidiary Entity of more than 25 per cent of the ownership of any corporate entity.
13. The Committee will:
  - (a) monitor the delivery of the TfL overall Investment Programme, including progress and significant variances within each Programme,

- (b) consider the forward programme of Investment Programmes approvals, including when decisions on procurement strategies are required, and indicate if the Committee requires further information or input;
- (c) monitor a summary of any authority exercised by the Commissioner or the Chief Finance Officer under Standing Orders since the last meeting;
- (d) monitor the approach to the scrutiny of programmes and projects;
- (e) monitor the implementation of the Transport Strategy and the integration of the Transport Strategy and plans with other Mayoral, national and international strategies and frameworks for transport; and
- (f) consider reports on proposals for long term transport planning issues and studies.

### **Relationship with the Independent Investment Programme Advisory Group (IIPAG)**

- 14. At least once each year, the Committee will review:
  - (a) the content of the annual workplan and budget for the IIPAG and make recommendations to the Audit and Assurance Committee as appropriate; and
  - (b) the activities of the IIPAG in implementing that workplan (as it may have been amended with the approval of the Audit and Assurance Committee).
- 15. The Committee will review the quarterly reports of the IIPAG and the management response to those reports.
- 16. The Committee will receive project and programme level advice from the IIPAG on any approvals sought from the Committee or the Board.

Deleted: twice

### **Relationship with Finance Committee and Land and Property Committee**

- 17. Where it is agreed by the Chairs of the Finance Committee or the Land and Property Committee and the Programmes and Investment Committee that any Authorities ordinarily within the remit of the Programmes and Investment Committee are better to be considered by the Finance Committee or the Land and Property Committee (as permitted under the terms of reference of the Committees), they shall be within the remit of the Finance Committee or the Programmes and Investment Committee; and that Committee is authorised by Standing Orders in respect of such matters to review and grant any Authorities.



## Mayoral Directions

18. The Committee will consider at each meeting a report on the implementation of any applicable Direction from the Mayor relating to TfL's Programmes and Projects.

**Deleted: Reporting to the Board¶**  
<#>The Committee will report any meeting to the Board at the next ordinary Meeting.¶

## People and Remuneration Committee

### Status and Reporting

1. The Committee is decision-making, with full delegated powers within its terms of reference. Part 5A of the Local Government Act 1972 applies as this is a Committee of TfL.
2. The Committee will report any meeting to the Board at the next ordinary Meeting.

### Attendance

3. Members will be appointed in accordance with Standing Orders and an up-to-date list will be maintained on tfl.gov.uk.
4. The quorum for the meeting is three Members.
5. Any Board Member may attend and with the Chair's agreement other persons may attend all or any part of a meeting.
6. The Secretary to the meeting will be agreed by the General Counsel.
7. Attendance at the meeting will generally include:
  - Commissioner
  - [Chief People Officer](#)

### Frequency of Meetings

8. The Committee shall meet at least [four times](#) a year or at such greater frequency as determined by the Chair.

### Terms of Reference

#### [Strategic Overview](#)

9. The Committee will [maintain a strategic](#) overview of TfL's [Colleague Strategy](#), [including](#) reward and remuneration policies, [talent, management, and inclusion](#).
10. The Committee will receive a report at least once each year addressing remuneration on a pan-TfL basis including base pay and performance awards and will use that report to inform its decisions on senior officer remuneration.
11. The Committee will receive a report at least once each year addressing pay gaps between those within TfL's workforce who may have a protected characteristic and those who do not, including, but not limited to, gender and race.

**Deleted: Status** Decision-making with full delegated powers within its terms of reference.¶  
Part 5A of the Local Government Act 1972 applies as this is a Committee of TfL.¶  
**Membership**¶  
**Chair**

**Deleted:** once

**Deleted:** keep

**Deleted:** and its arrangements for talent management and succession planning.¶

12. The Committee will receive regular update reports on TfL's approach to talent management and succession planning.
13. The Committee will receive a report at least once each year addressing progress against TfL's Colleague Strategy.

**Remuneration Approvals**

14. The Committee will review from time to time the remuneration of the Commissioner, Chief Officers and Directors reporting to the Commissioner,
15. In considering the remuneration of the individuals listed above, the Committee will take into account:
  - (a) the need to remunerate at a level that is competitive in comparison with the external market and peer organisations;
  - (b) the need to remunerate at a level that attracts, motivates and retains high calibre, suitably qualified individuals to manage TfL successfully while also, in a fair and reasonable manner, rewarding them for their individual contributions to TfL's long-term success, without paying more than is necessary;
  - (c) the context of remuneration levels across TfL, including the level of changes to remuneration across the workforce; and
  - (d) as appropriate, any views expressed by the Mayor on senior salary levels.

16. The Committee will determine the level of any annual performance award for the Commissioner within the parameters of the performance award arrangements in their contract of employment, taking into account the TfL Group Scorecard outcome as agreed by the Audit and Assurance Committee.

17. The Committee will consider the Commissioner's recommendations for annual performance awards proposed for the roles under the Committee's remit,

18. The Committee will, in line with the criteria laid out in the applicable process, determine the salary for any person proposed to be appointed as an Officer of TfL with an annual basic salary of £100,000 or more.

19. The Committee will have oversight of any proposed exit payments for the Commissioner, Chief Officers and other Directors reporting to the Commissioner working to the following framework:

**Deleted:** following Officers:  
 <#>the Commissioner  
 <#>the Chief Finance Officer  
 <#>the General Counsel  
 <#>the Chief Customer and Strategy Officer  
 <#>the Chief Capital Officer  
 <#>The Chief Operating Officer  
 <#>the Chief People Officer  
 the Chief Safety, Health and Environment Officer

**Deleted:** and

**Deleted:** individuals listed above

**Deleted:** <#>The Committee will receive a report at least once each year addressing remuneration on a pan-TfL basis including base pay and performance awards and will use that report to inform its decisions on senior officer remuneration.

**Deleted:** <#>The Committee will, as appropriate, take into account any views expressed by the Mayor on senior salary levels.  
 <#>The Committee will receive a report at least once each year addressing pay gaps between those within TfL's workforce who may have a protected characteristic and those who do not, including, but not limited to, gender and race.  
 <#>The Committee will receive regular update reports on TfL's approach to talent management and succession planning.

**Deleted:** Senior

**Deleted:** Stage of approval

**Framework for approving exit payments**

**Commented [SK2]:** Table reformatted. Content unchanged except for the name of the Committee

<b>Role</b>	<b>Approval to initiate settlement discussions</b>	<b>Negotiation of settlement terms</b>	<b>Approval of proposed settlement agreement</b>
Commissioner	Chair of TfL	Chair of the People and Remuneration Committee	TfL Board
Chief Officers, Directors reporting to the Commissioner and appointments made by the Board	Commissioner	Chief People Officer	People and Remuneration Committee

20. In addition, in circumstances where there is a proposed exit payment outside of standard redundancy terms and which exceeds £100,000 (excluding notice periods, which are contractual) this would also be considered by the Committee irrespective of the grade and/or salary of the employee.

**Deleted: Reporting**  
 <#>The Committee will report any meeting to the Board at the next ordinary Meeting.&#2

## Customer, Sustainability and Operations Panel

Deleted: Service and Operational Performance

### Status and Reporting

1. The Panel is advisory. Part 5A of the Local Government Act 1972 is not applicable as this Panel is not a Committee or Sub-Committee of TfL. The Panel will operate as if sections 100A to 100E and their interpretive provisions within Part 5A of the Local Government Act 1972 did apply.
2. The Panel will report any meeting to the Board at the next ordinary Meeting.
3. Where consideration is given by the Panel to a matter with significant financial, safety, security or sustainability consequences, a summary of any comments or recommendations (if any) will be provided to the Commissioner and either the Finance Committee or other Committees, as appropriate and will be reflected in the report to the Board. Similar reports will also be provided to the Audit and Assurance Committee where a matter of relevance to that Committee is considered.

Deleted: Programmes and Investment Committee

### Attendance

4. Members will be appointed in accordance with Standing Orders and an up-to-date list will be maintained on [tfl.gov.uk](http://tfl.gov.uk).
5. The quorum for the meeting is three Members.
6. Any Board Member may attend and with the Chair's agreement other persons may attend all or any part of a meeting.
7. The Secretary to the meeting will be agreed by the General Counsel.
8. Attendance at the meeting will generally include:
  - Chief Customer and Strategy Officer
  - Chief Operating Officer
  - Chief Safety, Health and Environment Officer
  - Representatives from the Risk and Assurance Directorate
  - TfL Youth Panel representative

### Frequency of Meetings

9. The Panel shall meet at least four times a year or at such greater frequency as determined by the Chair.

Deleted: Status Advisory within its terms of reference.¶  
Part 5A of the Local Government Act 1972 not applicable as this Panel is not a Committee or Sub-Committee of TfL. The Panel will operate as if sections 100A to 100E and their interpretive provisions within Part 5A of the Local Government Act 1972 did apply.¶  
Membership¶  
Chair

### Terms of Reference

10. The Panel will maintain a strategic overview and provide strategic advice, on all matters relating to TfL's customer service, its operational performance and

Deleted: advise

Deleted: and

sustainability, to reflect TfL's ambition to be a strong green heartbeat for London. This will include;

(a) non-financial operational performance across all TfL services and other customer service performance indicators;

(b) TfL environmental performance and progress against the Corporate Environment Plan;

(c) TfL's Customer Strategy and Action Plan;

(d) TfL's Transparency Strategy;

(e) fares and ticketing technology and data;

(f) progress against TfL's Equity in Motion plan and other matters relating to accessible transport, including step free access and assisted travel;

(g) enforcement activity relating to Taxis and Private Hire;

(h) preparation and regulation of new transport services; and

(i) artificial intelligence impact on transport services.

Deleted: , in particular

Deleted: and

Deleted: <#>. ¶  
Procedure¶  
<#>The Panel will report any meeting to the Board at the next ordinary Meeting.¶  
<#>Where consideration is given by the Panel to a matter with significant financial consequences, a summary of any comments or recommendations (if any) will be provided to the Commissioner and either the Finance Committee or Programmes and Investment Committee as appropriate. Similar reports will also be provided to the Audit and Assurance Committee where a matter of relevance to that Committee is considered.¶

## Safety and Security Panel

Deleted: Human Resources

### Status and Reporting

1. The Panel is advisory. Part 5A of the Local Government Act 1972 is not applicable as this Panel is not a Committee or Sub-Committee of TfL. The Panel will operate as if sections 100A to 100E and their interpretive provisions within Part 5A of the Local Government Act 1972 did apply.
2. The Panel will report any meeting to the Board at the next ordinary Meeting.
3. Where consideration is given by the Panel to a matter with significant financial, safety, security or sustainability consequences, a summary of the comments and recommendations (if any) will be provided to the Commissioner and either the Finance Committee or other Committees, as appropriate and will be reflected in the report to the Board. Similar reports will also be provided to the Audit and Assurance Committee where a matter of relevance to that Committee is considered.

Deleted: Programmes and Investment Committee

### Attendance

4. Members will be appointed in accordance with Standing Orders and an up-to-date list will be maintained on [tfl.gov.uk](http://tfl.gov.uk).
5. The quorum for the meeting is three Members.
6. Any Board Member may attend and with the Chair's agreement other persons may attend all or any part of a meeting.
7. The Secretary to the meeting will be agreed by the General Counsel.
8. Attendance at the meeting will generally include:
  - any special adviser(s) appointed by the Board
  - Commissioner
  - Chief Capital Officer
  - Chief Safety, Health and Environment Officer
  - Chief Operating Officer
  - General Counsel
  - Representatives from the Risk and Assurance Directorate

Deleted: <#>Chief People Officer¶

### Frequency of Meetings

9. The Panel will meet at least four times a year or at such greater frequency as determined by the Chair.

Deleted: <#>representatives from Operations and from Customer and Strategy¶  
**Status** Advisory within its terms of reference.¶  
Part 5A of the Local Government Act 1972 not applicable as this Panel is not a Committee or Sub-Committee of TfL. The Panel will operate as if sections 100A to 100E and their interpretive provisions within Part 5A of the Local Government Act 1972 did apply.¶  
**Membership**¶  
**Chair**

10. The Panel will also receive security briefings, as and when required, to understand the constantly evolving threat landscape.

**Terms of Reference**

11. The Panel will provide strategic oversight and advice on all matters relating to health and safety and security, in particular:

(a) health, safety and security matters including compliance, assurance and resilience;

(b) TfL's Customer Safety Plan;

(c) assessment of the external environment, controls and maturity, to reduce the threat, vulnerability and impact of security issues covering: physical, cyber (including artificial intelligence), financial crime, personal, information, personnel, fraud, resilience and crime and anti-social behaviour;

(d) crime prevention and reduction including tackling workplace violence and aggression and violence against women and girls; and

(e) responsible procurement and the Annual Modern Slavery Statement.

**Deleted:** advise

**Deleted:** , sustainability and Human Resources

**Deleted:** environment

**Deleted:** (HSE)

**Deleted:** and

**Deleted:** human resource issues across TfL, including equality and diversity and apprenticeship and graduate programmes; and  
<#>responsible procurement. ¶

**Deleted:** Procedure ¶  
<#>The Panel will report any meeting to the Board at the next ordinary Meeting.¶  
<#>Where consideration is given by the Panel to a matter with significant financial consequences, a summary of the comments and recommendations (if any) will be provided to the Commissioner and either the Finance Committee or Programmes and Investment Committee as appropriate. Similar reports will also be provided to the Audit and Assurance Committee where a matter of relevance to that Committee is considered.¶