

**This paper will be considered in public**

**1 Summary**

- 1.1 This paper sets out proposed role profiles for the TfL Chair and Deputy Chair and for TfL Board Members. These set out key responsibilities and for the Members the skills, experience and attributes required. The profiles address two outstanding recommendations from the Independent Board Effectiveness Review 2015.

**2 Recommendations**

- 2.1 **The Board is asked to agree the role profiles for the TfL Chair and Deputy Chair and for TfL Board Members.**

**3 Background**

- 3.1 In line with good corporate governance practice, TfL reviews the effectiveness of its Board to inform the operation of its decision-making arrangements and succession planning. The last independent review was in 2015 and was conducted by Deloitte LLP's specialist Board Advisory Team. The outcome of the review was reported to the Board on 17 December 2015 and progress against the outstanding recommendations that related to the appointment of the new Board was reported to the Board on 22 September 2016.
- 3.2 Two outstanding recommendations reported in September 2016 were proposed to be addressed by agreeing role profiles for the TfL Chair and Deputy Chair and for TfL Board Members.
- 3.3 A paper will be submitted to the Board in May 2017 setting out the proposals for the next review of Board effectiveness.

**4 Development of the Role Profiles**

- 4.1 The 2015 review recommended:
- (a) that draft guidance on the role of Members be introduced, to include detailed information on discharging the role in practice, mechanisms to provide impact, expectations on levels of engagement and practical examples (recommendation A4); and
  - (b) the introduction of formal role profiles for key Board roles such as the Chair and Deputy Chair (recommendation B11).

- 4.2 TfL proposed to address both recommendations by the use of role profiles.
- 4.3 Deloitte LLP's specialist Board Advisory Team provided information on the content of role profiles, reflecting best practice in both the public and private sectors. That advice was incorporated into the proposed role profiles for the TfL Chair and Deputy Chair (Appendix 1) and TfL Board Members (Appendix 2).
- 4.4 The TfL Chair and Deputy Chair role profile reflects the need for those roles to provide strong leadership as they set the overall tone of the Board. Their primary role is to ensure that the Board is effective in discharging its role and responsibilities. The role profile supplements the specific responsibilities for the Chair (and in his or her absence the Deputy Chair) set out in Standing Orders. This role profile sets out the key responsibilities in relation to leadership, Board effectiveness and the management of meetings, which are the specific responsibility of the Chair and Deputy Chair of the meeting. They also apply when relevant to the roles of Chair and Deputy Chair of TfL's Committees and Panels.
- 4.5 The TfL Board Member role profile sets out the general responsibilities of all Board Members and the skills, experience and attributes required to fulfil the role.

### **Appendices to this paper**

Appendix 1: Role Profile – TfL Chair and Deputy Chair

Appendix 2: Role Profile – TfL Board Members

### **Background papers**

17 December 2015 and 22 September 2016 Board papers on the Board Effectiveness Review 2015

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# Role Profile – TfL Chair and Deputy Chair

## 1 Introduction

An effective Board requires strong leadership from the Chair and Deputy Chair, who set the overall tone of the Board. Their primary role is to ensure that the Board is effective in discharging its role and responsibilities.

Standing Orders set out specific responsibilities for the Chair. These include the calling of meetings, determining what is on the agenda (including urgent items), receiving reports from specific Officers, the exclusion of the press and public from parts of a meeting, voting rights and the use of delegated authority.

The TfL Board Member role profile sets out the general responsibilities of all Board Members. This role profile sets out the key responsibilities in relation to leadership, Board effectiveness and the management of meetings, which are the specific responsibility of the Chair and Deputy Chair of the meeting. They also apply when relevant to the roles of Chair and Deputy Chair of TfL's Committees and Panels.

## 2 Key Responsibilities

### Leadership:


- Responsible for overall leadership of the Board and ensuring its effectiveness on all aspects of its role;
- Encourage all Members to engage in Board, Committee and Panel meetings by drawing on their skills, knowledge and experience;
- Preside over meetings of the Board to ensure its smooth and effective running in discharging its responsibilities and organising the management of the Board's business;
- Ensure that sufficient time is allowed for consideration by the Board of the significant issues facing the organisation and that the Board is presented with sufficient analysis appropriate to the scale and nature of the decisions that it is asked to make;
- Ensure that the appropriate issues are brought to the Board in accordance with Standing Orders, that there is open and honest debate and that there are clear lines of authority, reporting and delegation in force which are effectively implemented; and
- Develop productive working relationships with the Commissioner and his executive team, providing support and advice while respecting executive responsibility.



### **Board Decision-Making and Meetings:**

- Ensure that the Board has effective decision-making processes and applies sufficient challenge to major proposals;
- Ensure that the Board determines the nature, and extent, of significant risks;
- Ensure that the Board's Committees and Panels are properly structured with appropriate terms of reference and a membership reflecting the right balance of skills and knowledge;
- Approve the agendas for Board meetings, which should primarily focus on strategic issues, policy, performance and accountability;
- Ensure that information provided to the Board is timely, of a high-quality and sufficiently detailed so that Members are able to adequately prepare for meetings and critically analyse and challenge matters and proposals;
- In meetings, move the Board through the agenda; ensure items are given attention commensurate with their complexity and importance and that the decisions and actions arising are clear and transparent;
- Ensure that appropriate arrangements are in place to handle conflicts of interest.

### **Appointments and Evaluation:**

- When making appointments, evaluate the balance of skills, knowledge, experience and diversity required of the Board collectively to fulfil its obligations. Keep these under regular review for succession planning;
  - Ensure that new Members receive an appropriate induction on joining the Board and are integrated into a cohesive team, in which all parties are valued and aware of their responsibilities;
  - Maintain an effective and constructive liaison with the Members, encouraging their engagement so as to maximise their contribution to the work of the Board;
  - Foster constructive relationships founded on mutual respect and open communication – both in and outside of meetings – between the Members and the executive team;
  - Ensure that individual Members' competencies are fully utilised and developed, including regularly reviewing and agreeing individual training and development needs, with a formal assessment every two years;
  - Act on the results of the performance evaluation by recognising the strengths and addressing the weaknesses of the Board, including where appropriate changes to its membership;
  - Ensure that there is an annual evaluation of the effectiveness of the Board and the recommendations are addressed.
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# Role Profile – TfL Board Members

## 1 Introduction

The role of a Member of the TfL Board is to provide strategic leadership, stewardship and oversight of the activities of TfL. The Board must act in accordance with its values, organisational objectives, governance and legal requirements.

Each individual Member is expected to contribute constructively to the deliberations of the Board and its Committees and Panels. All Members share and accept collective responsibility for the decisions properly made by the Board.

## 2 Key Responsibilities

- Set the strategy for the future by approving the TfL Business Plan, action plans and KPIs and other plans.
- Maintain the financial viability of TfL by approving and monitoring medium and long term financial planning.
- Approve and monitor the procedures and controls in place relating to the annual budget, the ongoing management of the budget and borrowing arrangements.
- Ensure that major risks are regularly reviewed and understood and appropriate controls are put in place to manage them effectively.
- To approve and review TfL's corporate governance arrangements and documentation and approve changes to ensure they are fit for purpose.
- Ensure that TfL is serving its customers, making best use of resources and providing value for money.
- Actively support and promote a positive organisational culture for TfL.
- Work in partnership with the Commissioner and his executive team to ensure the ongoing success of TfL, including providing support and encouragement, constructively challenge and holding them to account.
- Ensure that TfL promotes and delivers social responsibility and equality of opportunity and diversity across all aspects of its business.
- At all times act with impartiality, integrity and observe confidentiality and data protection requirements.



### 3 Skills / Experience / Attributes Required

- Commitment to TfL's values, vision, objectives and Code of Conduct.
  - Good listening and communication skills.
  - Ability to maintain, strong, constructive working relationships with other Members, staff and partner organisations.
  - An objective approach to decision-making.
  - Awareness of and commitment to upholding social responsibility and equality and diversity issues.
  - Enthusiastic and confident.
  - Ability to commit time and effort to attend Board, Committee and Panel meetings and other ad hoc meetings.
  - Willingness to seek opportunities to contribute positively to TfL's objectives by:
    - providing constructive input at meetings of the Board, Committees and Panels, including reading and seeking clarification or further information on papers in advance, so that issues can be addressed at the meeting;
    - actively engaging with staff on the level and type of information required in papers to provide assurance and to enable decisions to be taken;
    - providing the benefit of experience gained in other organisations or as a user of TfL services;
    - attending informal briefing sessions on key issues;
    - meeting senior staff to discuss significant issues within their particular expertise;
    - attending operational visits and talking to operational staff; and
    - seeking feedback on the effectiveness of TfL's operations.
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