

Date: 15 June 2012

Item 13: Review of Governance and the Annual Governance Statement for Year Ended 31 March 2012

This paper will be considered in public

1 Summary

- 1.1 This paper provides a review of compliance with the TfL Code of Governance in 2011/12. It asks the Committee to approve the Annual Governance Statement, as set out in Appendix 1, to be signed by the Chair of TfL and the Commissioner for inclusion in the 2011/12 Annual Report and Statement of Accounts.

2 Recommendation

- 2.1 **That the Committee approve the Annual Governance Statement, as set out in Appendix 1, for signing by the Chair of TfL and the Commissioner for inclusion in the 2011/12 Annual Report and Statement of Accounts.**

3 Background

- 3.1 The Accounts and Audit (England) Regulations 2011 require that TfL's Statement of Annual Accounts be accompanied by a Statement on Internal Control, prepared in accordance with proper practices. The guidance issued by the Chartered Institute of Public Finance and Accountancy/Society of Local Authority Chief Executives (CIPFA/SOLACE) includes a template for an Annual Governance Statement that incorporates the elements of a Statement of Internal Control and fulfils the statutory requirements.
- 3.2 The Audit and Assurance Committee has the delegated responsibility to monitor TfL's ongoing compliance with TfL's own Code of Governance, which is based on the updated CIPFA/SOLACE Governance Framework and was approved by TfL in March 2008.
- 3.3 The Annual Governance Statement follows a template provided in the CIPFA/SOLACE guidance.

4 The 2011/12 Review and the Annual Governance Statement

The 2011/12 Review

- 4.1 The annual review considers the degree of compliance with each undertaking in TfL's Code of Governance. The assessments for the degree of compliance with the Code of Governance's undertakings are consistently high.

- 4.2 The 2010/11 annual review concluded that TfL had a satisfactory level of compliance with the Code of Governance and highlighted the potential governance challenges involved in a number of anticipated changes. The issues to be addressed during the year included significant organisational changes, preparation for compliance with the Localism Act and transparency generally.

The Annual Governance Statement

- 4.3 The Annual Governance Statement comments on the standard of governance within TfL, sets out TfL's approach to governance including internal control, identifies those areas where further work is to be undertaken and describes the monitoring process to ensure the effectiveness of the Code of Governance. The draft Annual Governance Statement is included as Appendix 1.
- 4.4 There were no significant governance issues that needed to be highlighted in the Annual Governance Statement arising from the 2011/12 review. However, there are areas identified in the Annual Governance Statement relating to matters that need to be kept under review in 2012/13.

Governance Issues in 2011/12

- 4.5 The 2011/12 review confirms that TfL continues to achieve a high standard of corporate governance and has continued to make improvements as TfL's structure and procedures have developed and matured. The assessments of compliance with each individual undertaking have not changed between 2010/11 and 2011/12.
- 4.6 There were a number of significant developments in relation to TfL's governance during 2011/12. These included:
- (a) A structured external review of Board effectiveness, facilitated by a consultancy with specialist expertise in conducting such reviews;
 - (b) a benchmarking review of TfL's corporate governance against the Financial Reporting Council's (FRC) UK Corporate Governance Code 2010 conducted by TfL Internal Audit. The recommendations from the review were reported and agreed in March 2012;
 - (c) a review of TfL's Committee and Panel structure in the light of changes since the last review. The outcome of the review was implemented from 1 April 2012;
 - (d) the redrafting of Standing Orders to reflect the requirements of the Localism Act 2011, in relation to the conduct of Board and Committee meetings, and to reflect the staffing changes arising from the organisational review;
 - (e) the preparation and approval of an Integrated Assurance Framework and Integrated Assurance Plan;

- (f) the reporting to Chief Officers of the Gifts and Hospitality Register for themselves and their direct reports; and
- (g) following the completion of recent organisational changes , a Lessons Learned exercise was conducted in February 2012 and considered the following elements: Project Management and Governance, Organisational Design, Consultation, Selection and Assessment, Transition and Communication and Engagement. The exercise concluded that, overall, the organisational review had delivered successfully and made a positive impact on TfL while demonstrating that TfL has the capability and skills to undertake and lead transformation change in a fair way.

Improvement Plan

- 4.7 An Improvement Plan to ensure the steady improvement of TfL's governance was prepared for 2011/12. Appendix 2 provides a commentary on progress in delivering each action identified. Appendix 3 includes an Improvement Plan for 2012/13. This includes specific responses to the Government's Transparency Agenda and the provisions of the Localism Act.

List of appendices to this report:

Appendix 1 – Annual Governance Statement
Appendix 2 – Progress Against Improvement Plan 2011/12
Appendix 3 – Improvement Plan 2012/13

List of Background Papers:

TfL Annual Governance Statement 2011
Integrated Assurance Plan – Audit Committee paper, 7 March 2012
TfL's Compliance with FRC Code – Audit Committee paper, 7 March 2012
Outcome of the Organisational Review – TfL Board paper, 15 March 2012
Revision to Standing Orders – TfL Board paper, 15 March 2012

Contact

Contact Officer: Howard Carter, General Counsel
E-mail: HowardCarter@tfl.gov.uk
Number: 020 7126 4097

Annual Governance Statement

Scope of responsibility

Transport for London (TfL) is responsible for ensuring that its business is conducted in accordance with the law and proper standards, and that public money is safeguarded and properly accounted for, and used economically, efficiently and effectively. TfL also has a duty under the Local Government Act 1999 to make arrangements to secure continuous improvement in the way in which its functions are exercised, having regard to a combination of economy, efficiency and effectiveness.

In discharging this overall responsibility, TfL is responsible for putting in place proper arrangements for the governance of its affairs and facilitating the effective exercise of its functions, which includes arrangements for the management of risk.

Under section 127 of the Greater London Authority Act 1999, an individual must be given personal responsibility by appointment of TfL to 'make arrangements for the proper administration of financial affairs'. This role is performed by TfL's Chief Finance Officer (CFO). TfL's financial management arrangements conform with the governance requirements of the Chartered Institute of Public Finance and Accountancy *Statement on the Role of the Chief Financial Officer in Local Government* (2010), except that the CFO is not a member of the leadership team. However, the CFO plays an active part in TfL strategic decision making. His responsibilities are discharged through:

- Involvement in all key decisions with a significant financial implication
- Attendance at regular Business Management Review meetings with each Chief Officer; and
- Management responsibilities for the production of the Business Plan and statutory accounts

The CFO is appointed and removed by the Board, reviews all papers relating to financial management for the Chief Officers, Committees or Board in advance, attends all Board meetings and has unrestricted access to the Commissioner. The CFO reports to the Managing Director (MD) Finance.

TfL has approved and adopted a Code of Governance, which is consistent with the principles of the CIPFA/Society of Local Authority Chief Executives Framework *Delivering Good Governance in Local Government*.

A copy of the TfL Code of Governance is available online at tfl.gov.uk or can be obtained from the Secretariat, Windsor House, 42-50 Victoria Street, London, SW1H 0TL. This statement explains how TfL has complied with the Code and also meets the requirements of the Accounts and Audit (England) Regulations 2011 in relation to the publication of a statement on internal control.

The purpose of the governance framework

The governance framework comprises the systems, processes, culture and values by which TfL is directed and controlled and the activities through which it accounts to, engages with and leads the community. It enables TfL to monitor the achievement of its strategic objectives and the delivery of appropriate, cost-effective services.

The system of internal control is a significant part of that framework and is designed to manage risk and provide reasonable, although not absolute, assurance of effectiveness. The system of internal control is based on an ongoing process designed to identify and prioritise the risks to the achievement of TfL's policies, aims and objectives, to evaluate the likelihood of those risks being realised and the impact should they be realised, and to manage them efficiently, effectively and economically.

The governance framework has been in place at TfL since the year ended 31 March 2001. It remains in place at the date of approval of the 2011/12 Statement of Accounts.

The governance framework

The Mayor, who serves as its Chair, appoints the TfL Board members. The Board determines and agrees TfL's strategic direction and oversees the performance of the executive team.

The Board has three committees:

- Finance and Policy
- Audit and Assurance; and
- Remuneration

There are four panels, made up of Board members, which provide strategic advice to the Board on the development and execution of policy:

- Rail and Underground
- Surface Transport
- Projects and Planning; and
- Safety and Sustainability

The Audit and Assurance Committee has been delegated the responsibility for overseeing corporate governance in TfL. It has received reports on the implementation of the Code of Governance, the Annual Governance Statement contained in these accounts and the results of the compliance review. It receives regular reports from the General Counsel and the Director of Internal Audit and is responsible for the annual assurance process.

The Commissioner of TfL, advised by his Chief Officers, is responsible and accountable for the delivery of the day-to-day operations of TfL. The General Counsel has the overall responsibility for the operation of the Code and for ensuring that it is integral to the routine functioning of TfL. In addition, the Director of Internal Audit annually comments on the adequacy and effectiveness of the Code and the extent of TfL's compliance with it.

TfL is working to ensure that good governance is fully incorporated into the culture of the organisation and is applied consistently and transparently.

TfL identifies and communicates its vision of its purpose and intended outcomes for citizens and service users by:

- The Mayor developing and publishing a Transport Strategy reflecting national and local priorities
- The Budget and Business Plan reflecting the Transport Strategy and allocating resources accordingly
- Reviewing on a regular basis the implications of the Transport Strategy for its governance arrangements
- Ensuring that those making decisions are provided with information that is fit for purpose – relevant, timely and gives clear explanations of technical issues and their implications; and
- Conducting its business on an open basis, subject only to the requirements of appropriate levels of individual and commercial confidentiality and security

TfL measures the quality of services for users, ensures they are delivered in accordance with TfL's objectives and ensures that they represent the best use of resources by:

- Having in place sound systems for providing management information for performance measurement purposes
- Ensuring performance information is collected at appropriate intervals across all activities
- Having comprehensive and understandable performance plans in place
- Monitoring and reporting performance against agreed targets
- Maximising its resources and allocating them according to priorities
- Having in place effective arrangements to identify and deal with failure in service delivery; and
- Developing and maintaining an effective scrutiny function for its Investment Programme that encourages constructive challenge and enhances TfL's performance overall

TfL defines and documents the roles and responsibilities of the Board, Committees, Panels and officers with clear delegation arrangements and protocols by:

- Having a documented scheme of delegation that reserves appropriate responsibilities to the Board and provides officers with the authority to conduct routine business; and
- Having the roles and responsibilities of Board members and senior officers clearly documented

TfL has developed and communicates the requirements of the Code of Conduct, defining the standards of behaviour for members and staff by:

- Ensuring it is an organisation that has a climate of openness, support and respect

- Ensuring that standards of conduct and personal behaviour expected of members and staff, between members and staff and between TfL, its partners and the community are defined and communicated through codes of conduct and protocols
- Putting in place arrangements to ensure that members and officers of TfL are not influenced by prejudice, bias or conflicts of interest
- Ensuring that an effective process, which includes an effective Remuneration Committee, is in place to set the terms and conditions for remuneration of the Commissioner and Chief Officers
- Developing and maintaining shared values including leadership values for both the organisation and staff reflecting public expectations and communicating these to members, staff, the community and partners
- Putting in place arrangements to ensure that systems and processes are designed in conformity with appropriate ethical standards, and monitor their continuing effectiveness in practice
- Setting targets for performance in the delivery of services to ensure equality for all; and
- Using its shared values to act as a guide for decision making and as a basis for developing positive and trusting relationships within TfL

TfL reviews and updates standing orders, standing financial instructions, its scheme of delegation and supporting procedures that clearly define how decisions are taken and the processes and controls required to manage risks by:

- Having a clear hierarchy of governance documentation whose components are regularly reviewed
- Maintaining robust systems for identifying and evaluating all significant risks
- Maintaining an effective risk management system; and
- Ensuring that risk management is embedded into its culture, with members and staff at all levels recognising that risk management is part of their jobs

TfL ensures that the core functions of the Audit and Assurance Committee are delivered by:

- Having an effective, independent Audit and Assurance Committee
- Having the Audit and Assurance Committee develop and maintain an effective standard of conduct overview
- Having an internal audit department which complies with relevant professional standards
- Having an Integrated Assurance Plan that is driven by an annual evidenced assessment of the key business risks facing TfL; and
- Substantially completing the Integrated Assurance Plan. Divergence from the plan is due to changes in business requirements

TfL ensures compliance with relevant laws, internal policies and procedures, and that expenditure is lawful by:

- Ensuring that all activities are legally correct, fully documented, appropriately authorised and carried on in a planned manner

- Making a senior officer responsible for ensuring that appropriate advice is given in all financial matters, for keeping proper financial records and accounts and for maintaining an effective system of internal financial control
- Maintaining proper records to ensure that the annual accounts show a true and fair view and that expenditure has been properly authorised and allocated in an appropriate manner
- Ensuring that a senior officer is responsible for all activities being legally correct, fully documented and appropriately authorised
- Developing and maintaining open and effective mechanisms for documenting evidence for decisions and recording the criteria, rationale and considerations on which decisions are based
- Putting in place arrangements to safeguard against conflicts of interest
- Ensuring that professional advice on matters that have legal or financial implications is available and recorded well in advance of decision making and used appropriately
- Actively recognising the limits of lawful activity placed on it but also striving to utilise its powers to the full benefit of the public; and
- Observing all legal requirements placed upon it and integrating the key principles of good public law – rationality, legality and natural justice – into its procedures and decision-making processes

TfL has made arrangements for whistle-blowing and for receiving and investigating complaints from the public by:

- Ensuring that effective, transparent and accessible arrangements are in place for making, receiving and dealing with complaints; and
- Ensuring that arrangements are in place for whistle-blowing to which staff and all those contracting with TfL have access

TfL identifies the development needs of members and officers in relation to their strategic roles, supported by appropriate training by:

- Ensuring that its Board members and officers are provided with the necessary training to perform their roles
- Ensuring that its staff are competent to perform their roles
- Ensuring that the Chief Finance Officer has the skills, resources and support necessary to perform effectively in his role and that this role is properly understood throughout TfL
- Assessing the skills required by members and officers and committing to develop those skills to enable roles to be carried out effectively; and
- Developing skills on a continuing basis to improve performance, including the ability to scrutinise and challenge and to recognise when outside expert advice is needed

TfL establishes clear channels of communication with all sections of the community and other stakeholders, ensuring accountability and encouraging open consultation by:

- Having in place proper arrangements designed to encourage individuals and groups from all sections of the community to engage with, contribute to, and participate in the work of TfL
- Making clear to staff and the public what it is accountable for and to whom
- Publishing, publicising and making generally available an annual report as soon as practicable after the end of the financial year
- The annual report presenting an objective and understandable account of its activities and achievements and its financial position and performance
- Cooperating with appropriate organisations to ensure there is independent scrutiny of its financial and operational reporting processes; and
- Having a clear policy on the types of issues it will consult on or engage with the public and service users about, including a feedback mechanism for those consultees to demonstrate what has changed as a result

TfL incorporates good governance arrangements in respect of partnerships and other group working by:

- Fostering effective delivery relationships and partnerships with other public sector agencies, the private and voluntary sectors
- Establishing appropriate arrangements to engage with all sections of the public effectively; and
- Establishing appropriate arrangements to engage with interest groups such as financial institutions, businesses and voluntary groups to ensure they are able to interact with TfL on matters of mutual interest

Review of effectiveness

TfL has responsibility for conducting, at least annually, a review of the effectiveness of its governance framework including the system of internal control. The review of effectiveness is informed by the work of the senior officers within TfL who have responsibility for the development and maintenance of the governance environment, the Director of Internal Audit's annual report and also by comments made by the external auditors and other review agencies and inspectorates.

TfL's General Counsel has the responsibility for overseeing the implementation and monitoring the operation of the Code and reporting annually to the Audit and Assurance Committee on compliance with the Code and any changes that may be necessary to maintain it and ensure its effectiveness in practice.

In addition, the Director of Internal Audit annually comments on the adequacy and effectiveness of the Code and the extent of TfL's compliance with it.

TfL's Audit and Assurance Committee has considered the review of the effectiveness of the governance framework and a plan to ensure continuous improvement is in place.

In preparation for the new Mayoral term this year's review included:

- (a) A benchmarking review of TfL's corporate governance against the Financial Reporting Council's UK Corporate Governance Code 2010

- (b) A structured review of the effectiveness of the TfL Board's working practices; and
- (c) A review of TfL's Committee and Panel structure in the light of changes since the last review. The outcome of the review was implemented from 1 April 2012

Significant governance issues

Balancing the need to manage within the Government settlement and deliver the Mayor's priorities is the most significant issue facing TfL and one that will continue to present a challenge to its management. Streamlined governance arrangements have been implemented and senior officer oversight will be maintained to ensure appropriate and timely responses to such issues that arise.

During the year 2011/12 TfL has approved an Integrated Assurance Framework and Integrated Assurance Plan.

TfL prepared well for the Mayoral and London Assembly elections and is now focusing on the 2012 Games.

Other issues to be addressed during the year relate to the implementation of structures to ensure compliance with the Localism Act 2011 and the Government's transparency agenda, reviewing and implementing recommendations arising from the external review of Board effectiveness and the rollout of a TfL-wide management system.

TfL proposes to continue to improve and develop governance arrangements over the coming year.

It is confident that the current governance processes and planned developments will enable it to meet the challenges identified.

Signed:

Chair of TfL Board

Signed:

Commissioner

Progress Against Improvement Plan 2011/12

Proposed Activity	Responsible Chief Officer	Commentary
Provide regular reports to Chief Officers from the Gifts and Hospitality Register identifying both trends and hot spots in offers and acceptances across the Group.	General Counsel	Reports have been provided both to Chief Officers and to the Leadership Team on a quarterly basis.
Formally align strategic risk processes with the Business Planning cycle.	MD Finance	The 2012 Business Plan cycle will include a full risk analysis following the transfer of responsibility for strategic risk to Finance. Business unit risks, and their financial consequences, are updated in the quarterly forecasting process.
Ensure the continued reliability of TfL's external reporting system, SafeLine, through regular performance monitoring.	General Counsel	Regular test calls have been made with satisfactory results. Quarterly review meetings take place with the service provider.
Continue to apply the requirements of TfL's information governance policies to TfL's information management systems, in order to promote the integrity, availability and confidentiality of information and ensure it is only retained for as long as is necessary.	General Counsel	A programme of engagement with the Chief Information Officer is facilitating the progressive alignment of IM systems with the requirements of TfL's information governance policies. A deletion rule was applied to TfL's email archive from 1 October 2011.

Prepare for the implementation of the provisions of the Localism Bill, requiring TfL to conduct meetings of the Board and its Committees in public.	General Counsel	Standing Orders have been revised and procedures put in place to implement the new requirements.
Implement governance proposals arising from the organisational review.	General Counsel	All governance proposals arising from the organisational review have been implemented.
Implement any proposals arising from the Department for Communities and Local Government (DCLG) consultation on the future of local public audit.	General Counsel	There are no proposals to implement at this stage. The DCLG has published its response to the consultation and will produce a draft Bill in Spring 2012. Regular reports are being provided to the Audit and Assurance Committee.
Implement requirements of the Bribery Act 2010.	General Counsel	An analysis of the requirements was undertaken and all identified actions have been completed.
Implement any further requirements arising from the Government's Transparency Agenda.	General Counsel	An analysis of the requirements for transparency has been undertaken and an implementation plan is in place.

Improvement Plan 2012/13

Proposed Activity	Responsible Chief Officer
Implement the outcome of the Board effectiveness review 2012	General Counsel
Disseminate the revised Standing Orders and monitor compliance. Implement and monitor the new structures for Committee and Panel meetings.	General Counsel
Commence publication of the Gifts and Hospitality Register on the TfL website.	General Counsel
Review the results of the exercise benchmarking TfL governance against the UK Corporate Governance Code 2010 and implement relevant recommendations.	General Counsel
Create a plan for the development of a TfL wide integrated Management System including the creation of a single TfL intranet. Develop and publish those items identified in the plan.	MD Rail and Underground
Create a TfL wide integrated project management methodology	MD Finance
Implement structures and systems to ensure that TfL meets the requirements of the Data Transparency Code including publication of information as necessary.	General Counsel
Relaunch of the independent external reporting line (SafeLine).	General Counsel
Implement the Integrated Assurance Plan and develop assurance maps for HR, IM and Finance.	General Counsel