

TRANSPORT FOR LONDON

STANDING ORDER 1:

DECISION-MAKING STRUCTURE AND PROCEEDINGS

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TRANSPORT FOR LONDON

STANDING ORDER 1:

DECISION-MAKING STRUCTURE AND PROCEEDINGS

INTRODUCTION AND INTERPRETATION

Interpretation

1. This Standing Order applies to the TfL Group.
2. The Commissioner, acting on advice from the General Counsel, will determine the final interpretation of any of the provisions of this Standing Order.
3. In this Standing Order:
 - (a) words and phrases shall have the meanings set out in the Glossary in Appendix 9;
 - (b) references to paragraph numbers are to paragraphs in this Standing Order;
 - (c) references to signatures or signing include the use of electronic signatures provided they are produced in accordance with procedures issued by the General Counsel;
 - (d) where authority, responsibility or a specific right is given to a named position, the same authority, responsibility or right applies to any person acting in place of that named position; and
 - (e) in order for any authority, responsibility or a specific right to be validly given, or any constraint to be validly imposed, using the authority of this Standing Order, it must be in writing and in accordance with any applicable financial procedures issued by the MD Finance;
 - (f) any amount stated includes all amounts up to and including that stated amount; and
 - (g) all amounts stated are exclusive of Value Added Tax.

Duties and powers of TfL

4. The Greater London Authority Act 1999 (“the GLA Act”) and other legislation sets out TfL's principal duties and powers.
5. TfL must exercise its functions:
 - (a) to secure and facilitate the implementation of the Mayor's Transport Strategy;
 - (b) in accordance with guidance, directions or delegations under the GLA Act issued to TfL by the Mayor; and
 - (c) to facilitate the provision of safe, efficient, integrated and economic transport facilities and services to, from and within Greater London.

TfL and the GLA Group

6. TfL is a functional body of the GLA. In addition to the GLA and TfL, the GLA Group comprises the Metropolitan Police Authority, the London Development Agency and the London Fire and Emergency Planning Authority. Where appropriate, members of the GLA Group work together to ensure an integrated strategic approach to delivering the services for London within their respective areas of responsibility.

Equalities and inclusion

7. TfL is committed to exercising its functions having regard to the need to promote equality of opportunity, good relations between different groups and the elimination of unlawful discrimination.

Sustainability

8. TfL is committed to exercising its functions having regard to the need to improve the TfL Group's sustainability performance through a combination of leadership, strategic partnering, stakeholder engagement, policy outcomes and the management of the impact of TfL's activities on the local environment, social well being and economic prosperity.
9. TfL will procure goods, works and services in a manner that promotes sustainability by meeting the needs of the present without compromising the ability of future generations to meet their own needs. TfL will achieve this by working with its suppliers and in accordance with its own procurement policies and governance processes as well as the GLA Group Sustainable Procurement Policy.

MEMBERSHIP AND PROCEEDINGS

Membership

10. Members are appointed to TfL by the Mayor. Amongst other considerations the Mayor is required to give due regard to the principle of equal opportunity for all people.
11. At any time the number of Members appointed must be either:
 - (a) not less than seven but not more than 16 when the Mayor chooses to be a Member; or
 - (b) not less than eight but not more than 17 when the Mayor chooses not to be a Member.
12. A list of Members will be kept by the Secretary and will be publicly available.
13. Membership will cease when a Member:
 - (a) has reached the end of his or her appointed term;
 - (b) is removed from office by a written notice from the Mayor; or
 - (c) resigns by written notice given to the Secretary.
14. As soon as reasonably practicable the Board will be notified of a Member's:
 - (a) appointment or re-appointment;
 - (b) removal from office; or
 - (c) resignation.

Chair/Deputy Chair

15. When the Mayor is a Member the Mayor is the Chair. When the Mayor is not a Member the Mayor is required to designate a Member to be the Chair. In both cases the Mayor must designate a Member to be the Deputy Chair.
16. In the absence of the Chair, the Deputy Chair will chair Meetings and otherwise act on behalf of the Chair in respect of all requirements of this Standing Order. When neither the Chair nor the Deputy Chair is present at a Meeting, the Non-Statutory Deputy Chair will chair the Meeting or, in the absence of the Non-Statutory Deputy Chair, those Members present will elect a person to chair the Meeting from amongst themselves.

Secretary

17. The Secretary will be the General Counsel. The General Counsel may appoint one or more assistant secretaries to carry out or facilitate the tasks of the Secretary.
18. The Secretary is the nominated Officer for receipt of the Mayor's guidance, directions or delegations and will notify them:
 - (a) to a Meeting as soon as reasonably practicable or individually to Members sooner, if appropriate; and
 - (b) to the Commissioner and such other Officers as the Secretary considers appropriate.

Quorum

19. No business may be transacted at a Meeting unless a Quorum is present.
20. The Quorum in relation to any resolution is four Members who are entitled to vote (see paragraphs 52-58 relating to Members' Interests for information as to a Member's entitlement to vote).
21. Members participating in the Meeting by way of telephone or video conferencing facilities (see paragraph 28) count towards the Quorum provided they are entitled to vote.

Attendance by non-Members

22. Unless the Board decides otherwise the following persons, or their designated representatives, will be present at Meetings to provide advice:
 - (a) the Commissioner;
 - (b) the General Counsel;
 - (c) the Secretary;
 - (d) the MD Finance; and
 - (e) the Chief Finance Officer.
23. With the Commissioner's agreement other persons may attend all or any part of a Meeting to provide advice.

Open government

24. Meetings will normally be open to the public. The exceptions are those Meetings that the Secretary, in consultation with the Commissioner, determines in advance should be held in private, either in whole or in part, having regard to criteria published by TfL for placing items on the private agenda.
25. During the course of a Meeting the Chair may decide to:
 - (a) continue all or part of a public Meeting in private;
 - (b) continue all or part of a private Meeting in public;
 - (c) transfer a public agenda item to a private Meeting; or
 - (d) transfer a private agenda item to a public Meeting.
26. All agendas and papers relating to the public part of Meetings will be made available to the public on TfL's website in advance of the relevant Meeting, except where the Secretary, in consultation with the Commissioner, determines otherwise.
27. TfL is subject to the GLA Act, the Data Protection Act 1998, the Freedom of Information Act 2000 and the Environmental Information Regulations 2004. In the event a request is received for the disclosure of any information contained in agendas or papers prepared for Meetings or part of Meetings that are not public, the request will be considered under that legislation.

Meetings held by telephone or video conferencing facilities

28. With the agreement of the Chair or, before the Meeting, the Commissioner, members may participate in a Meeting by telephone or by the use of video conferencing facilities provided that:
 - (a) all Members present at the Meeting can hear each other and, in relation to public Meetings, can be heard by the public; and
 - (b) all Members can effectively participate in the proceedings or alternative arrangements can be made where a Member cannot participate in this way by reason of a disability.
29. All Meetings which involve participation by way of telephone or video conferencing facilities are deemed to take place where the largest group of those participating is assembled. Where there is no largest single group the Meeting is deemed to take place at TfL's Head Office.

The calling, frequency and notification of Meetings

30. All ordinary Meetings will:
 - (a) be called by the Secretary;
 - (b) have at least 15 working days' notice given before the Meeting date; and
 - (c) be held at least six times a year or at such greater frequency as determined by the Secretary in consultation with the Commissioner.
31. A special Meeting may be called at any time by:
 - (a) the Chair;
 - (b) the Chair of either the Audit Committee or the Finance and Policy Committee;
 - (c) the Secretary, in consultation with the Commissioner; or
 - (d) written requisition in accordance with paragraph 32.
32. A special Meeting must be called by the Secretary after receipt of a written requisition, which specifies the item(s) to be considered, submitted to the Secretary by at least four Members. A requisition can be a single document or two or more documents. In the latter case the receipt of a document that brings the number of Members requisitioning a special Meeting to at least four will trigger the requirement that the Secretary calls a special Meeting.
33. Subject to paragraph 34, the notice period for a special Meeting will be determined by the Secretary, in consultation with the Commissioner, and must be as long a period as practicable.
34. A special Meeting requested by a written requisition to the Secretary under paragraph 32 must be held within 10 working days of receipt of the requisition by the Secretary.
35. Where practicable the Secretary must notify all Members of the time and place of any Meeting and provide the agenda and any papers for the Meeting to all Members.

Agenda

36. With the agreement of the Commissioner, in consultation with the Chair, any Member may place items on the agenda of an ordinary Meeting. Written notice of such items must be submitted to the Secretary at least 10 working days before the Meeting.

37. With the agreement of the Commissioner, in consultation with the Chair, any Member may place items on the agenda of a special Meeting. Written notice of such items must be submitted to the Secretary as soon as practicable after notification of the Meeting. The Commissioner's agreement is not required for items to be placed on the agenda of a special Meeting called under paragraph 32 provided they were specified in the requisition to the Secretary.
38. No business other than that set out in the agenda will be considered at a Meeting, except items of urgent business which will be considered provided:
 - (a) the Chair agrees; and
 - (b) where practicable, notice of the item has been given to all Members.
39. Agenda items which are not considered at a Meeting will be carried forward for consideration at the next ordinary Meeting, unless considered at a special Meeting.

Distribution of papers

40. The agenda and papers for a Meeting will normally be sent out five working days before that Meeting. Shorter periods for distributing the agenda and papers for Meetings held by telephone or video conferencing or special Meetings may be determined by the Secretary, in consultation with the Commissioner.
41. Agendas and papers may be distributed using email where appropriate.
42. The agenda and papers for a Meeting, including those sent by email, will be deemed to have been received on the day following the day they were sent.
43. Papers may be tabled at a Meeting only with the permission of the Chair.
44. Provided that the agenda and/or papers for a Meeting have been dispatched in accordance with this Standing Order, their non-receipt by any Member shall not invalidate the business transacted at that Meeting. The Secretary may vary the dispatch of the agenda and/or papers for a Meeting from that set out in this Standing Order. If this is done their non-receipt by any Member shall not invalidate the business transacted at that Meeting.

Voting

45. At any Meeting, decisions may be taken by:
- (a) common consent of the voting Members;
 - (b) the agreement of more than half of the voting Members present, determined either by oral expression or a show of hands; or
 - (c) a second or casting vote of the Chair if the voting on any question is tied.
46. The names and votes of Members voting shall not normally be recorded in the minutes, however:
- (a) any Member may require that their own vote be recorded; and
 - (b) any four Members may require the recording of the names of Members who voted (and how they voted) and the names of Members who abstained.

Written resolutions

47. A written resolution will be as valid and effectual as if it had been passed at a Meeting provided:
- (a) at least eight Members vote as indicated by their signature on one or more resolution documents which provide scope for acceptance or rejection of the resolution;
 - (b) it is supported by at least 75 per cent of the Members who voted; and
 - (c) a process for the use of the written resolution procedure is followed as determined on each occasion by the Secretary, in consultation with the Commissioner.

Minutes and action lists

48. Minutes shall be kept of all Meetings and shall include the names of the Members present.
49. Draft minutes will be agreed with the Commissioner, except for draft minutes of Committees and Panel meetings which will be agreed with the relevant Chair. Action lists will be circulated by the Secretary to Chief Officers and other relevant Officers within 10 working days of a Meeting or as soon as reasonably practicable thereafter.

50. The draft minutes of Meetings, other than private Meetings, will be circulated with the agenda for the next ordinary Meeting. The draft minutes of a private Meeting will be circulated by the Secretary within one month of the Meeting, or with the papers for the next private Meeting, if earlier.
51. Minutes of all Meetings shall be signed by:
 - (a) the Chair of the Meeting to which the minutes relate; or
 - (b) the Chair of any subsequent Meeting at which the minutes are approved as a correct record.

Members' Interests

52. The Secretary is appointed as the proper officer under paragraph 13(10) of Schedule 10 to the GLA Act and is required to maintain a register of all Interests disclosed by Members. The register will be made available to the public.
53. If a Member has any Interest (including any Interest recorded on the abovementioned register) in any matter that is brought up for consideration at a Meeting, the Member shall disclose the nature of the Interest to the Meeting where the matter is to be discussed.
54. No Member will be excluded from any Meeting where a matter in relation to TfL PF, including TfL Trustee Company Limited, is being considered, solely on the grounds of a conflict of Interest based on either:
 - (a) TfL's role as principal employer of TfL PF; or
 - (b) that individual's membership of the TfL PF.
55. A disclosure of an Interest by a Member will be recorded in the minutes and should be made either:
 - (a) at the Meeting; or
 - (b) prior to the Meeting by written notice to the Secretary.
56. Following any disclosure of an Interest by a Member:
 - (a) that Member will not take any part in any deliberation or decision of the Board in relation to any matter to which the Interest relates; and
 - (b) that Member will be excluded from that part of any Meeting at which that matter is under consideration, except where the relevant part of the Meeting is open to the public.

57. The exception to paragraph 56 is when the Mayor decides that the number of Members affected is such as to impede the conduct of business and so chooses to exercise the power under paragraph 13(3) of Schedule 10 to the GLA Act and allow any or all of the affected Members to participate.
58. When the Mayor decides to exercise the power referred to in paragraph 57, the circumstances in which the Mayor has done so will be recorded in the minutes of the relevant meeting.

Reporting by Officers

59. The following persons will be entitled to report directly to, or raise any matter within their professional jurisdiction with, the Board and/or the Chair:
 - (a) Commissioner;
 - (b) MD Finance;
 - (c) Chief Finance Officer;
 - (d) General Counsel;
 - (e) Director of Internal Audit; and
 - (f) External Auditors.
60. The Commissioner will submit a report to each ordinary Meeting.

Access to advice by Members, Chief Officers and Committees

61. With the agreement of the Commissioner, legal or other appropriate external advice of a non-personal nature may be obtained by the following persons or Committees:
 - (a) Members;
 - (b) the Audit Committee;
 - (c) the Finance and Policy Committee;
 - (d) Chief Officers; and
 - (e) the Chief Finance Officer.
62. In the event that any advice referred to in paragraph 61 concerns the Commissioner, the agreement of the General Counsel must be obtained.

63. The advice referred to in paragraph 61 must not be such as could be reasonably obtained from within TfL and must relate to a matter reasonably required for the discharge of relevant duties in respect of the Board and/or the Subordinate Bodies.
64. Where any person or Committee seeks advice under paragraph 61 they will give written notice, as soon as practicable, to the General Counsel stating:
 - (a) that advice has been sought;
 - (b) the subject of that advice;
 - (c) from whom the advice has been sought; and
 - (d) the likely cost of such advice.

ORGANISATION – GENERAL PROVISIONS

Subordinate Bodies

65. In addition to Subsidiary Companies, the Board may establish committees, sub-committees and other bodies subordinate to itself, provided that they are permitted by Schedule 10 to the GLA Act. These bodies are referred to as “Subordinate Bodies” in the Standing Orders.
66. The Board has established the following Subordinate Bodies:
 - (a) Safety, Health and Environment Assurance Committee;
 - (b) Audit Committee;
 - (c) Finance and Policy Committee;
 - (d) Remuneration Committee;
 - (e) Rail and Underground Panel;
 - (f) Surface Transport Panel;
 - (g) Environment, Corporate and Planning Panel; and
 - (h) Strategic Executive Group.
67. The terms of reference, membership, Chair, Quorum, frequency of meetings, reporting arrangements and secretarial arrangements of the Subordinate Bodies referred to in paragraph 66 are set out in Appendices 1 to 8 respectively.

68. Committees and Sub-Committees may establish Subordinate Bodies subordinate to themselves, subject to any conditions imposed by the Board.
69. The Board, a Committee or Sub-Committee shall determine the following in respect of any Subordinate Body it establishes:
 - (a) terms of reference;
 - (b) membership;
 - (c) the Chair;
 - (d) Quorum;
 - (e) frequency of meetings;
 - (f) reporting arrangements; and
 - (g) secretarial arrangements.
70. Where a Committee includes persons who are not Members, those persons may not vote.
71. To the extent appropriate, the provisions of the paragraphs in the table below apply to the Subordinate Bodies in paragraph 66 except that:
 - (a) references to:
 - (i) the Board shall refer to the Subordinate Body;
 - (ii) Meetings shall refer to meetings of the Subordinate Body;
 - (iii) the Chair and Deputy Chair shall refer to the Chair and Vice Chair of the Subordinate Body (and any references to the Non-Statutory Deputy Chair shall be taken to be omitted);
 - (iv) Members shall refer to members of the Subordinate Body;
 - (v) the Secretary shall refer to the Secretary of the Subordinate Body; and
 - (b) paragraph 56, relating to Members' Interests, shall apply to proceedings of Committees and Sub-Committees but shall not apply to proceedings of Panels.

Paragraph	Subject
16	Chair/Deputy Chair
19 and 21	Quorum
24 to 27	Open government
28 and 29	Meetings held by telephone or video conferencing facilities
36 to 39	Agenda
40 to 44	Distribution of papers
45 and 46	Voting
47(b)	Written resolutions
48 to 51	Minutes and action lists
52 to 58	Members' Interests

72. 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.
73. The Commissioner may appoint an additional member or members to any Panel. This will be reported to the Board at the next ordinary Meeting.
74. All Members may attend any Committee or Panel meeting but they may only vote at the meeting if they are members of the relevant Committee or Panel.
75. Any Member may submit a request to the Secretary to receive the agenda, papers and/or minutes relating to meetings of any Committees and Panels of which he or she is not a member. The Secretary shall provide the requested documents to that Member at the same time as they are provided to members of the relevant Committee or Panel.

Amendments to Standing Orders

76. The Secretary, or any other Officer nominated by the Secretary, is authorised to make any amendment to the Standing Orders necessary to reflect:
- (a) any change in membership of, or advisers to, the Board, Committees or Panels;
 - (b) any change in Postholders or titles or responsibilities of Officers; or
 - (c) any decisions of the Board.

Members' rights to inspect documents

77. A Member may, for the purposes of exercising his or her functions as a Member and for no other reason, inspect any document or class of documents in the possession of any part of the TfL Group.
78. A Member wishing to inspect a document or class of documents must apply to the Commissioner or the General Counsel specifying the reason for wishing to inspect a particular document or class of documents.
79. Paragraph 77 shall not extend to documents which are held by TfL in its capacity as administrator of TfLPPF.
80. The Commissioner or the General Counsel, or their nominated representative, may decline to allow inspection of any document or class of documents which:
- (a) is not considered to be reasonably required for the exercise of the Member's function as a Member;
 - (b) is, or would be, protected by privilege in the event of legal proceedings, if it is reasonably considered necessary to protect the interests of the TfL Group; or
 - (c) relates to a matter in which the Member has an Interest.
81. If determined appropriate, the inspection and/or copying of a document or class of documents by a Member may be subject to the Member first giving an undertaking, in a form reasonably required by the General Counsel or the Commissioner, as to confidentiality and subject to any other conditions and/or requirements as the General Counsel or the Commissioner may require.

82. A Member must not knowingly apply to inspect, or request a copy of, any document or class of documents relating to a matter in which the Member has any Interest, including any Interest not yet declared, under paragraph 52.

Sealing and execution of documents

83. The application of the TfL seal will be authenticated by the signature of any one of the following persons:
- (a) the Commissioner;
 - (b) a Chief Officer;
 - (c) any other Officer or other person specifically or generally authorised by the Board; or
 - (d) any other Officer with the written consent of the General Counsel.
84. Any of the following Officers are authorised, subject to the constraints of the Standing Orders, to sign contracts or other documents on behalf of any part of the TfL Group:
- (a) the Commissioner;
 - (b) a Chief Officer; or
 - (c) any other Officer with the written consent of a Chief Officer.

APPENDICES

SAFETY, HEALTH AND ENVIRONMENT ASSURANCE COMMITTEE

Membership

Chair	Tony West
Vice Chair	Judith Hunt
Members	Claudia Arney Charles Belcher Baroness Tanni Grey-Thompson Bob Oddy Patrick O’Keeffe
Advisers	Gordon Sellers Shaun McCarthy
In attendance	General Counsel A representative from London Underground, Surface Transport, London Rail, Crossrail and the Corporate Directorates Director of Group Health, Safety and Environment A representative from London Underground, Surface Transport and London Rail Any Board Member may attend and with the Chair’s agreement other persons may attend all or any part of a meeting
Secretary	To be agreed by General Counsel
Quorum	Three members

Frequency of Meetings

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

Terms of Reference

2. To satisfy itself, on behalf of the Board, that the TfL Group discharges its legal duties in relation to health, safety and environmental matters with particular regard to the safety, health and welfare, as appropriate, of transport users, staff, the public at large and others on or about TfL transport systems and Group property and premises and to bring to the attention of those concerned matters for corrective action where needed.
3. To satisfy itself, on behalf of the Board, that the TfL Group has in place appropriate health, safety and environmental policies, management systems, arrangements and procedures both to meet legal requirements and TfL policies, and to assess and control risks, also always having regard for all staff and members of the public including those with particular needs.
4. To receive annual reviews of TfL health and safety and environmental performance, prior to their submission to the Board.
5. To satisfy itself on behalf of the Board that the TfL Group is responding effectively to the relevant Mayoral Strategies and contributing fully to Mayoral initiatives on sustainability that are transport related.
6. To satisfy itself on behalf of the Board that the TfL Group has in place policies and processes to ensure that it addresses sustainability and is adequately resilient in respect to threats that may impact on the operational or non operational capability of the TfL Group; including measures to prevent incidents, emergency plans to control incidents and recovery plans.
7. 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.
8. To advise the Board on performance and compliance in relation to the above.

Reporting

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

AUDIT COMMITTEE

Membership

Chair Keith Williams

Vice Chair Patrick O’Keeffe

Other Members Charles Belcher

Christopher Garnett

Baroness Grey-Thompson

Bob Oddy

Steve Wright

In attendance MD Finance

Chief Finance Officer

Director of Internal Audit

General Counsel

External Auditors

Any Board Member may attend and with the Chair’s agreement other persons may attend all or any part of a meeting

Secretary To be agreed by General Counsel

Quorum Three members

Frequency of Meetings

1. The Committee will meet at least four times a year or at such greater frequency as determined by the Chair.
2. A special meeting of the Committee may also be convened by a written requisition delivered to the Secretary by any of the following:
 - (a) the MD Finance;
 - (b) the Chief Finance Officer;
 - (c) the Director of Internal Audit; or

- (d) the External Auditors.
- 3. Special meetings will be held within 10 working days of receipt of the requisition by the Secretary.

Terms of Reference

- 4. To review the arrangements put in place by Officers to ensure that the TfL Group prepares its annual accounts and other published financial reports in accordance with all relevant legislation and accounting standards.
- 5. The Committee will review the Annual Report and Accounts:
 - (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.
- 6. At least annually, members of the Committee will meet with the Director of Internal Audit and, separately, with the Chief Finance Officer without any other Officer being present.
- 7. To review the effectiveness of the systems of internal control in place throughout the TfL Group, on the basis of 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; and
 - (e) ensuring a systematic approach to minimise the risk of fraud.
- 8. To ensure that an adequate and effective system of internal audit is maintained.
- 9. 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 Internal Audit on the implementation, operation of and compliance with TfL's Code of Corporate Governance.

10. To maintain an overview of the Standing Orders in respect of contract procedure rules, financial regulation and codes of conduct and behaviour;
11. To recommend the adoption of the Annual Governance Statement;
12. To review the appropriateness of the response to reports under 'whistleblowing' procedures.
13. To review plans for Best Value (or equivalent) reviews.
14. The Committee will:
 - (a) be kept apprised of proposed Audit Commission inspections;
 - (b) receive copies of any Audit Commission inspection reports; and
 - (c) receive internal reports on the implementation of procedures and controls to address issues raised therein.
15. 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 their functions as an audit committee and for no other reason.

Relationship with Internal Audit

16. 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.
17. The Committee will review and discuss audit findings and monitor management responses to these findings to ensure appropriate follow-up measures are taken.
18. Upon resignation the Director of Internal Audit will report to the Committee as to the reasons for resignation.

Relationship with External Audit

19. The Committee will meet with the External Auditors before their audit commences to communicate any matters of which it considers the External Auditors should be aware, and to review their audit plans and scope.

20. 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 Accounts;
 - (b) the Annual Audit Letter, together with management's responses;
and
 - (c) other external audit reports.
21. Following the completion of each statutory audit, the Committee will review the effectiveness of the External Auditor's performance and their independence and objectivity.
22. At least annually the members of the Committee shall meet with the External Auditors without any Officer being present.
23. The Committee will review TfL's non-audit services policy and monitor its application.

Reporting

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

FINANCE AND POLICY COMMITTEE

Membership

Chair	Peter Anderson
Vice Chair	Daniel Moylan
Other Members	Claudia Arney
	Isabel Dedring
	Christopher Garnett
	Sir Mike Hodgkinson
	Judith Hunt
	Eva Lindholm
	Steven Norris
	Tony West

In attendance	MD Finance
	Chief Finance Officer

Any Board Member may attend and with the Chair's agreement other persons may attend all or any part of a meeting

Secretary	To be agreed by General Counsel
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Quorum	Three members
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Frequency of Meetings

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

Terms of Reference

Advice to the Board

2. The Committee will advise on and assist the Board with issues relating to financial matters and, in particular, provide advice in relation to the following matters reserved to the Board for determination:

2.1. Approvals

Approval of:

- (a) TfL's Business Plan;
- (b) the TfL Group Budget;
- (c) the Annual Accounts of the TfL Group;
- (d) proposals for Transactions valued over £100 million except where otherwise specified by Standing Order 2;
- (e) proposals for budgeted Projects valued over £100 million and unbudgeted Projects valued over £25 million;
- (f) 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 Companies or between its Subsidiary Companies; and
 - (ii) key system assets;
- (g) proposals to make, amend or revoke:
 - (i) London cab orders, to the extent they prescribe fares for hackney carriages; and
 - (ii) regulations under the Private Hire Vehicles (London) Act 1998, to the extent they prescribe licence fees;
- (h) annually, Prudential Indicators (including the authorised limit for borrowing);
- (i) annually, the Treasury Management Strategy; and
- (j) annually, any borrowing and investment (including derivatives) strategies.

2.2. Delegations

Delegation of any of TfL's financial functions to:

- (a) Subordinate Bodies;
- (b) Members;
- (c) Officers; or
- (d) Subsidiary Companies.

2.3. Subsidiary Companies and Associate or Joint Venture Companies

- (a) Formation, dissolution or disposal by TfL or any Subsidiary Company of any:
 - (i) Subsidiary Company; or
 - (ii) Associate or Joint Venture Company;
- (b) Acquisition or disposal by TfL or any Subsidiary Company of more than 25 per cent of the shareholding of any company;
- (c) Appointment and removal of directors of Subsidiary Companies (but not directors of subsidiaries of those companies); and
- (d) Appointment and removal of directors of Associate or Joint Venture Companies who are subject to appointment by TfL (but not directors of an Associate or Joint Venture Company within the responsibility of a Subsidiary Company).

2.4. Specific Policy Matters

Establishment and review of the following policies for TfL:

- (a) a Treasury Management Policy Statement (covering both borrowing and cash investment);
- (b) policies regarding the exercise of power to issue guarantees and indemnities associated with guarantees;
- (c) policies regarding the exercise of power to give financial assistance; and
- (d) policies regarding the exercise of power to enter into derivative investments.

2.5. Crossrail Project

- (a) A review of CRL's implementation of the Crossrail Project at all formal review points;
- (b) The provision of any guarantee (or other form of credit support) to CRL that exceeds £100 million;
- (c) Approval of any change to the Crossrail Project where the value of such change exceeds £100 million;
- (d) Whether or not to exercise the TfL Put Option pursuant to the Sponsors Agreement;

- (e) The acquisition or disposal by CRL (whether in a single transaction or series of transactions) of any business (or any material part of any business) or any shares in any company;
- (f) The appointment of non-executive directors to the CRL Board which require the consent of TfL;
- (g) The creation of any encumbrance (such as a mortgage or other security) in respect of any part of CRL's undertaking, property or assets; and
- (h) Any proposal to wind up CRL (or similar proceedings).

2.6. Other

Disposal or transfer of the whole or any part of TfL's or a Subsidiary Company's Undertaking when the number of staff involved exceeds 100.

Treasury Management Strategy

- 3. The Committee will monitor the implementation of the annual Treasury Management Strategy and may approve, without further reference to the Board notwithstanding the value of any transaction:
 - (a) the implementation of any borrowing and investments as permitted by the annual Treasury Management Strategy and/or Treasury Management Policy Statement or any Board approved borrowing and investment strategies; and
 - (b) any associated Prospectus or Information Memorandum.

This authority is concurrent with the authority of the Commissioner and/or MD Finance to enter into transactions relating to borrowing and investments.

Derivative Investments

- 4. The Committee will monitor the implementation of the TfL Group Policy Relating to the Use of Derivative Investments and may:
 - (a) approve, without further reference to the Board notwithstanding the value of any transaction, proposals for individual 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, without further reference to the Board, exposure limits relating to counterparties to derivative investments.

Project Authority

- 5. The Committee is authorised by Standing Order 2 to give Project Authority up to £100 million without further reference to the Board.
- 6. A schedule will be submitted to each meeting, summarising any Project Authority given by the Commissioner or the MD Finance, since the last meeting.

Specific delegations relating to the Crossrail Project

- 7. The Committee is authorised by the Board to:
 - (a) approve the delivery strategy that sets out how CRL intends to deliver the Crossrail Project;
 - (b) approve the issuance of a Positive Project Review Notice in respect of Review Point 3B.

Reporting to the Board

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

REMUNERATION COMMITTEE

Membership

Chair Daniel Moylan

Other Members Boris Johnson
Christopher Garnett
Sir Mike Hodgkinson
Judith Hunt

In attendance Commissioner

Any Board Member may attend and with the Chair's agreement other persons may attend all or any part of a meeting

Secretary To be agreed by General Counsel

Quorum Two members

Frequency of Meetings

1. The Committee shall meet at least once a year or at such greater frequency as determined by the Chair.

Terms of Reference

2. To review the remuneration of the Commissioner and Chief Officers on behalf of the Board.
3. To approve any agreement relating to the departure of the Commissioner, Chief Officers and those Officers appointed by the Board.

Reporting

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

RAIL AND UNDERGROUND PANEL

Membership

Chair	Christopher Garnett
Vice Chair	Steve Wright
Members	Peter Anderson
	Charles Belcher
	Isabel Dedring
	Sir Mike Hodgkinson
	Daniel Moylan
	Tony West
In attendance	Any Board Member may attend and with the Chair's agreement other persons may attend all or any part of a meeting
Secretary	To be agreed by General Counsel
Quorum	Three members

Frequency of Meetings

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

Terms of Reference

2. The Panel will advise on operational issues relating to the delivery of TfL's Rail and Underground services and, in particular, undertake the following activities:
 - (a) comment on the development of policies in relation to Rail and Underground services reflecting the Mayor's transport and other strategies;
 - (b) evaluate overall business performance in relation to Rail and Underground services;

- (c) undertake supplementary monitoring of the development and implementation of projects; and
- (d) consider reports on the evolving needs of users of Rail and Underground services and monitor levels of customer satisfaction.

Procedure

3. Where consideration is given by the Panel to a matter with significant financial consequences, a summary of any recommendations will be provided to the Finance and Policy Committee. Similar reports will also be provided to the Audit Committee and/or the Safety, Health and Environment Assurance Committee if one or both Committees should be made aware of the Panel's deliberations.

SURFACE TRANSPORT PANEL

Membership

Chair	Steven Norris
Vice Chair	Charles Belcher
Other Members	Baroness Grey-Thompson Daniel Moylan Bob Oddy Patrick O’Keeffe Keith Williams Steve Wright
In attendance	Any Board Member may attend and with the Chair’s agreement other persons may attend all or any part of a meeting
Secretary	To be agreed by General Counsel
Quorum	Three members

Frequency of Meetings

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

Terms of Reference

2. The Panel will advise on issues relating to street management, bus, river, taxi and private hire services and, in particular, undertake the following activities:
 - (a) oversee the development of policies in relation to street management and surface transport reflecting the Mayor's transport and other strategies;
 - (b) evaluate overall business performance in relation to street management and surface transport;

- (c) undertake supplementary monitoring of the development and implementation of projects; and
- (d) consider reports on the evolving needs of street users and surface transport customers and monitor levels of user and customer satisfaction.

Procedure

3. Where consideration is given by the Panel to a matter with significant financial consequences, a summary of any recommendations will be provided to the Finance and Policy Committee. Similar reports will also be provided to the Audit Committee and/or the Safety, Health and Environment Assurance Committee if one or both Committees should be made aware of the Panel's deliberations.

ENVIRONMENT, CORPORATE AND PLANNING PANEL

Membership

Chair Baroness Tanni Grey-Thompson

Vice Chair Sir Mike Hodgkinson

Other Members Peter Anderson

Judith Hunt

Eva Lindholm

Steven Norris

Patrick O’Keeffe

Tony West

In attendance Any Board Member may attend and with the Chair’s agreement other persons may attend all or any part of a meeting

Secretary To be agreed by General Counsel

Quorum Three members

Frequency of Meetings

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

Terms of Reference

2. The Panel will advise on issues relating to planning functions and environmental policy and corporate matters, in particular:
 - (a) comment on the development of TfL’s strategic, environmental and corporate objectives;
 - (b) monitor TfL’s approach to external communications and stakeholder relations including with the London Boroughs and businesses;
 - (c) monitor integration of the Transport Strategy and plans with other Mayoral, national and international strategies and frameworks for

transport and related issues such as the environment and sustainability;

- (d) monitor the implementation of Equalities and Inclusion initiatives;
- (e) monitor cross-modal application of corporate matters including policies, accommodation, employment practices, equality and inclusion and Information Management; and
- (f) monitor the development and implementation of GLA Group Shared Services.

Procedure

3. Where consideration is given by the Panel to a matter with significant financial consequences, a summary of any recommendations will be provided to the Finance and Policy Committee. Similar reports will also be provided to the Audit Committee or the Safety, Health and Environment Assurance Committee if one or both Committees should be made aware of the Panel's deliberations.

STRATEGIC EXECUTIVE GROUP

Membership

Chair	Commissioner
Other Members	All Chief Officers
In Attendance	Chief Finance Officer With the Chair's agreement other persons may attend all or any part of a meeting
Secretary	To be agreed by General Counsel
Quorum	Three members

Frequency of Meetings

1. The Group will meet four times a year or such other frequency as determined by the Chair.

Terms of Reference

2. To determine cross-organisational issues including:
 - (a) significant TfL strategies and policies on matters not reserved to the Board;
 - (b) significant corporate systems e.g. information management and accommodation;
 - (c) corporate projects and initiatives with cross-modal implications; and
 - (d) such other matters as determined by the Chair.

Reporting

3. The Chair, on behalf of the Group, will report as appropriate to the relevant Panel, Committee or the Board.

GLOSSARY

Associate or Joint Venture Company means a company which is an associate or joint venture (as defined in financial reporting standards issued from time to time by the Accounting Standards Board) of TfL.

Board means the membership of TfL from time to time as constituted in accordance with paragraph 2 of Schedule 10 to the GLA Act.

Chair means the person designated as chair of TfL in accordance with paragraph 3 of Schedule 10 to the GLA Act or, if the context requires, the chair of a Meeting or a Subordinate Body.

Chief Finance Officer means the Officer appointed under section 127 of the GLA Act.

Chief Officer means any MD, the Chief Executive of CRL and the General Counsel.

Commissioner means the person appointed by the Board to be the TfL Commissioner.

Committee means each committee of TfL listed in paragraph 66 of this Standing Order.

CRL means Crossrail Limited.

Crossrail Project means the project for the development, design, procurement, construction, commissioning, integration and completion of a railway transport system that is capable of operating services from Maidenhead in the County of Berkshire and from Heathrow Airport in the London Borough of Hillingdon through central London to Shenfield in the County of Essex and Abbey Wood in the London Borough of Greenwich.

Deputy Chair means the person designated as deputy chair of TfL in accordance with paragraph 3 of Schedule 10 to the GLA Act.

GLA means the Greater London Authority.

GLA Act means the Greater London Authority Act 1999.

Interest means any interest whether direct or indirect and whether pecuniary or non pecuniary.

MD means any of the Officers appointed as Managing Director of the TfL directorates of Finance, Planning, Marketing and Communications, London Rail, Surface Transport and London Underground.

Meeting means a Board meeting, unless otherwise specified.

Member means a member of TfL appointed in accordance with paragraph 2 of Schedule 10 to the GLA Act.

Non-Statutory Deputy Chair means the Member selected by the Mayor to perform such non-statutory functions of deputy chair of TfL as may be notified by the Mayor from time to time.

Officer means any office holder or employee (full or part-time, temporary or permanent) of the TfL Group. This excludes agency staff and consultants unless they are appointed as such by the Chief Officer, or an authorised Officer, to whom they ultimately report.

Panel means each panel listed in paragraph 66 of this Standing Order.

Postholder means any Member or Officer named either individually or in a group in the Standing Orders.

Project Authority has the meaning given to it in Standing Order 2.

Quorum means the number of members whose presence is required for the Board or the relevant Subordinate Body to conduct business.

Secretary means the secretary of the Board or, if the context requires, the secretary of a Subordinate Body.

Sponsors Agreement means the agreement between the Department for Transport and TfL dated 3 December 2008 which governs the relationship between the parties as co-sponsors of the Crossrail Project.

Standing Orders means TfL's standing orders which are:

- (a) Standing Order 1 – Decision-Making Structure and Proceedings;
and
- (b) Standing Order 2 – Scheme of Delegation.

Sub-Committee means a sub-committee of a Committee.

Subordinate Body means a body established in accordance with this Standing Order which is:

- (a) a committee of TfL;
- (b) a sub-committee of such a committee;
- (c) a body of Members or Officers; or
- (d) a body of Members and Officers.

Subsidiary Company means a “subsidiary” (as defined in section 736 of the Companies Act 1985 (as may be replaced from time to time)) of TfL. That is, a company is a Subsidiary Company of TfL if TfL:

- (a) holds a majority of voting rights in that company;
- (b) is a member of that company and has the right to appoint or remove a majority of its board of directors; or
- (c) is a member of that company and controls alone, pursuant to an agreement with other members, a majority of the voting rights in that company.

Where the context permits, **Subsidiary Company** includes a subsidiary of a subsidiary of TfL.

TfL means Transport for London.

TfL Group means TfL and its Subsidiary Companies.

TfLPPF means Transport for London Pension Fund.

TfL Trustee Company Limited is the Corporate Trustee for TfLPPF.

Transaction means any of the following activities:

- (a) any activity which commits or may be taken to commit, either orally or in writing, the TfL Group to any contractual relationship, including the issue of letters of intent;
- (b) authorising a payment;
- (c) the sale or other disposal of surplus material and assets;
- (d) variations to contracts;
- (e) the settlement of any claim for additional payment by the TfL Group not expressly covered by an existing authority or existing contract or arrangement;
- (f) the imposition of remedies for breach of a contractual commitment, for example the calling of bonds and guarantees and the exercise of step-in or termination rights;
- (g) the acquisition or disposal of land and buildings or any rights or interests in land and buildings, including any variations in such rights or interests; and
- (h) the settlement of compensation claims relating to land and buildings;

but does not include the process of obtaining tenders (formal or informal), proposals or quotations for supplies, services and works provided they are obtained in accordance with applicable procurement procedures issued by the Director of Group Procurement and/or local procurement procedures issued by the relevant Chief Officer or the relevant Head of Procurement from time to time.

Undertaking means a distinct area of work or an organised group of resources, including for example personnel where a task relies on the provision of a service where the Transfer of Undertakings (Protection of Employment) Regulations 2006 can apply.

Vice Chair means the person appointed as vice chair of a Subordinate Body.

Working days are Monday to Friday, excluding bank holidays.