

**TRANSPORT FOR LONDON**

**BOARD**

**SUBJECT: REVISION TO STANDING ORDERS**

**DATE: 15 MARCH 2012**

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**1 PURPOSE AND DECISION REQUIRED**

- 1.1 The purpose of this paper is to ask the Board to approve proposed changes to TfL's Standing Orders. The changes are required to reflect recent legislative and organisational changes.
- 1.2 At its meeting on 7 March 2012, the Audit Committee considered a similar paper and supported the recommendations.

**2 BACKGROUND**

- 2.1 TfL's Standing Orders regulate its proceedings. The Standing Orders are used to determine the decision-making structure within TfL, regulate the conduct of Board, Committee and Panel meetings and set out delegations and authorities to individuals to take decisions on behalf of TfL, including decisions in respect of incurring expenditure and foregoing income.
- 2.2 From 3 May 2012, the Localism Act 2011 provides that TfL will be required to comply with the transparency provisions in the Local Government Act 1972 in relation to the proceedings of Board and Committee meetings. The Standing Orders have been amended to reflect these requirements.
- 2.3 The overall structure of TfL's decision making framework (including the role of the Committees and Panels), scheme of delegations and levels of delegated authority remain the same except as described in section 3 below.
- 2.4 In addition, following recent organisational changes, the Standing Orders have been amended to reflect the new organisational structure and changes to individual posts.

**3 SUMMARY OF OTHER CHANGES TO THE STANDING ORDERS**

- 3.1 In addition to the changes described above, other changes have been made to the Standing Orders as follows:
  - (a) for simplification Standing Order 1 and 2 have been combined into a single set of Standing Orders. Part 1 sets out the decision-making

structure and proceedings requirements, Part 2 contains the Scheme of delegation and Part 3 contains the Scheme of Authorities;

- (b) Part 1 has been amended to reflect the legislative changes described in paragraph 2.2 above. The wording of the amended paragraphs reflects the legislative provisions. Most of the procedures remain the same including the quorum requirements, attendance by officers, distribution of papers, voting, members interests. The paragraphs which have changed have been highlighted in yellow;
- (c) the Standing Orders apply the legislative changes to the Board, Committees and Sub-Committees of TfL (which may be decision-making bodies and may have delegations) but not Panels (which are advisory only);
- (d) delegations in relation to Rail and Underground and seeking the Mayor's opinion have been amended to reflect the recent organisational changes;
- (e) delegations to the Chief Operating Officer – Traffic and Enforcement are now to the Director of Taxi and Private Hire to reflect organisational changes. Cab orders which prescribe taxi licence fees were previously delegated to the Commissioner and are now reserved to the Board to be consistent with the position regarding regulations which prescribe private hire licence fees;
- (f) Commitment Authority has been removed as it has been superseded by the gateway approval processes now applied in TfL. The definition of Procurement Authority has been amended so that it includes income received as well as expenditure;
- (g) the Table of Authorities has been amended to reflect recent organisation changes and Tube Lines Directors have been given authorities at the same level as other TfL Directors;
- (h) consultation for a Land Transaction must now take place with the Director of Commercial Development;
- (i) the requirements for appointing approving officers and granting authorities have been clarified;
- (j) greater clarity has been provided on the valuation of projects and contracts for authority purposes and, to enable Projects to address expenditure against known items of risk. It is proposed that the Managing Director, Finance be authorised to approve extensions Procurement Authority over £100,000,000 provided that the estimated final cost of the contract is still within the Project Authority previously approved; and
- (k) consequential changes have been made to the Interpretation section and the Glossary.

- 3.2 At its meeting on 2 February 2012, the Board approved changes to its Committee and Panel structure. The terms of reference of those bodies have been amended to implement those changes. The terms of reference, proposed membership and other matters are now set out in a separate document (entitled "Subordinate Bodies of TfL") rather than being part of Standing Orders.
- 3.3 A copy of the revised Standing Order and proposed Subordinate Bodies of TfL document is attached at Appendix 1. It is proposed that the changes to the Standing Orders will commence on 3 May 2012.

#### **4 RECOMMENDATIONS**

- 4.1 The Board is asked to:
- (a) APPROVE the changes to the Standing Orders as described in the paper; and
  - (b) DELEGATE authority to General Counsel to implement these changes to the Standing Orders with effect from 3 May 2012.

#### **5 CONTACT**

- 5.1 Contact: Howard Carter, General Counsel  
Number: 020 7126 4097  
Email: [HowardCarter@tfl.gov.uk](mailto:HowardCarter@tfl.gov.uk)

# TRANSPORT FOR LONDON

## STANDING ORDERS

Last updated:

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## INTERPRETATION

1. These Standing Orders apply 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 the Standing Orders.
3. In these Standing Orders, the following applies.
  - (a) Words and phrases shall have the meanings set out in the Glossary.
  - (b) References to signatures or signing include the use of electronic signatures provided they are produced in accordance with procedures issued by the General Counsel.
  - (c) 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.
  - (d) 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.
  - (e) Any amount stated includes all amounts up to and including that stated amount.
  - (f) All amounts stated are exclusive of Value Added Tax.
  - (g) All transactions must be expressed to be governed by English law unless otherwise agreed by the General Counsel or the Director of Legal.
  - (h) A document required to be open for inspection in the Standing Orders shall be so open at all reasonable hours and:
    - i. in the case of a document open to inspection under standing order 58, upon payment of such reasonable fee as may be required for the facility; and
    - ii. in any other case, without payment.
  - (i) Where a document is open to inspection by a person under the Standing Orders, the person may –
    - i. make copies of or extracts from the document; or
    - ii. require the person having custody of the document to supply to him a photographic copy of or extracts from the document,

upon payment of such reasonable fee as may be required for the facility.

- (j) References to Committees in these Standing Orders will apply to any Sub-Committees established by the Board or a Committee from time to time as if that Sub-Committee was a Committee.

## **PART 1: DECISION-MAKING STRUCTURE AND PROCEEDINGS**

### **Membership**

4. Transport for London shall consist of not less than eight nor more than 17 Members all of whom shall be appointed by the Mayor. If the Mayor chooses to be a Member of TfL he shall appoint not less than seven nor more than 16 other Members.
5. In appointing Members, the Mayor shall have regard to the desirability of ensuring that the Members have between them experience in the following:
  - (a) transport (including in particular the impact of transport on business and the environment);
  - (b) finance and commerce;
  - (c) national and local government;
  - (d) the management of organisations; and
  - (e) the organisation of trade unions or matters relating to workers generally.
6. In addition, the Mayor must ensure that at least two Members are able to represent the interests of the persons living, working and studying in areas outside Greater London that are served by railway passenger services in respect of which TfL carries out functions or is likely to do so.
7. A list of Members will be kept by the General Counsel and will be publicly available.
8. 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 General Counsel.
9. 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**

10. 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.

11. 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 the Standing Orders. When neither the Chair nor the Deputy Chair is present at a Meeting, those Members present will elect a person to chair the Meeting from amongst themselves.

### **Secretary**

12. 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.
13. The General Counsel 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 General Counsel considers appropriate.
14. The General Counsel shall ensure that there will be kept at TfL's Head Office a written summary of the rights:
  - (a) to attend meetings of TfL and of committees of TfL; and
  - (b) to inspect and copy documents and to be furnished with documents,which are for the time being conferred by Part 5A of the Local Government Act 1972 and such other relevant legislation.
15. The list maintained under standing order 7, the list maintained under standing order 115 and the summary kept under standing order 14 shall be open for inspection by the public at TfL's Head Office.

### **Quorum**

16. No business may be transacted at a Meeting unless a Quorum is present.
17. The Quorum in relation to any resolution is four Members who are entitled to vote.
18. Members participating in the Meeting by way of telephone or video conferencing facilities count towards the Quorum provided they are entitled to vote.



### **Attendance by Officers**

19. 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 MD Finance; and
  - (d) the Chief Finance Officer.
20. With the Commissioner's agreement other Officers may attend all or any part of a Meeting to provide advice.

### **Attendance by the public**

21. A Meeting shall be open to the public except to the extent that they are excluded under standing order 22 or by resolution under standing order 23.
22. The public shall be excluded from a Meeting during an item of business whenever it is likely, in view of the nature of the business to be transacted or the nature of the proceedings that, if members of the public were present during that item, confidential information would be disclosed to them in breach of the obligations of confidence.
23. TfL may by resolution exclude the public from a meeting during an item of business whenever it is likely, in view of the nature of the business to be transacted or the nature of the proceedings, that if members of the public were present during that item there would be disclosure to them of exempt information.
24. A resolution under standing order 23 shall:
  - (a) identify the proceedings, or the part of the proceedings, to which it applies; and
  - (b) state the description, in terms of the definition of the exempt information giving rise to the exclusion of the public,and where such a resolution is passed, the Meeting is not required to be open to the public during proceedings to which the resolution applies.
25. While the meeting is open to the public, the following applies:
  - (a) TfL does not have the power to exclude members of the public from the meeting except to suppress or prevent disorderly conduct or other misbehaviour at a Meeting.

- (b) Duly accredited representatives of newspapers attending the meeting for the purpose of reporting the proceedings for those newspapers shall, so far as practicable, be afforded reasonable facilities for taking their report and, unless the meeting is held in premises not belonging to TfL or not on the telephone, for telephoning the report at their own expense. However TfL is not required to permit the taking of photographs of any proceedings or the use of any means to enable persons not present to see or hear any proceedings (whether at the time or later), or the making of any oral report on any proceedings as they take place.

### **Meetings held by telephone or video conferencing facilities**

- 26. 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.
- 27. 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**

- 28. Public notice of the time and place of the meeting shall be given by posting it at TfL's Head Office and, if the meeting is to be held at premises other than those offices, at those premises, at least five clear working days before the meeting or, if the meeting is convened at shorter notice, then at the time it is convened.
- 29. All ordinary Meetings will:
  - (a) be called by the General Counsel;
  - (b) have at least 10 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 General Counsel in consultation with the Commissioner.
- 30. A special Meeting may be called at any time by:
  - (a) the Chair;

- (b) the Chair of either the Audit and Assurance Committee or the Finance and Policy Committee;
  - (c) the General Counsel, in consultation with the Commissioner; or
  - (d) written requisition in accordance with standing order 33.
31. A special Meeting must be called by the General Counsel after receipt of a written requisition, which specifies the item(s) to be considered, submitted to the General Counsel 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 General Counsel calls a special Meeting.
32. Subject to standing order 33, the notice period for a special Meeting will be determined by the General Counsel, in consultation with the Commissioner, and must be as long a period as practicable.
33. A special Meeting requested by a written requisition to the General Counsel under standing order 32 must be held within 10 working days of receipt of the requisition by the General Counsel.
34. Where practicable the General Counsel 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**

35. 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 General Counsel at least 10 working days before the Meeting.
36. 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 General Counsel 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 standing order 31 provided they were specified in the requisition to the General Counsel.
37. An item of business may not be considered at a meeting unless either:
- (a) A copy of the agenda including the item (or a copy of the item) is open to inspection by members of the public in accordance with standing order 42 below; or

(b) By reason of special circumstances, which shall be specified in the minutes, the Chair is of the opinion that the item should be considered at the meeting as a matter of urgency.

38. 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**

39. Agendas and papers may be distributed using email where appropriate.
40. 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.
41. Provided that the agenda and/or papers for a Meeting have been dispatched in accordance with the Standing Orders, their non-receipt by any Member shall not invalidate the business transacted at that Meeting. The General Counsel may vary the dispatch of the agenda and/or papers for a Meeting from that set out in the Standing Orders. If this is done their non-receipt by any Member shall not invalidate the business transacted at that Meeting.

### **Availability of agendas and papers**

42. Copies of the agenda for a meeting and copies of any report for the meeting (subject to standing order 48) shall be open to inspection by members of the public at TfL's Head Office in accordance with standing order 43.
43. Any document which is required by standing order 42 to be open to inspection shall be so open at least five clear working days before the meeting, except that –
- (a) where the meeting is convened at shorter notice, the copies of the agenda and reports shall be open to inspection from the time the meeting is convened; and
  - (b) where an item is added to an agenda, copies of which are open to inspection by the public, copies of the item (or of the revised agenda) and copies of any report for the meeting relating to the item, shall be open to inspection from the time the item is added to the agenda,
- however, copies of any agenda, item or report shall not be open for inspection by the public until copies are available to Members.
44. If copies of the whole or part of a report for a meeting are open to inspection by members of the public –

- (a) those copies shall each include a copy of a list, compiled by the General Counsel, of the background papers for the report or the part of the report; and
  - (b) at least one copy of each of the documents included in that list shall also be open to inspection at TfL's Head Offices.
- 45. Where a copy of any background papers for a report is required to be open for inspection by members of the public, the copy shall be taken to be so open if arrangements exist for its production to members of the public as soon as is reasonably practicable after the making of a request to inspect the copy.
- 46. Nothing in standing order 45:
  - (a) requires any document which discloses exempt information to be included in the list referred to in standing order 44; or
  - (b) is without prejudice to the generality of standing order 60 requires or authorises the inclusion in the list of any document which, if open to inspection by the public, would disclose confidential information in breach of the obligation of confidence, within the definition.
- 47. Background papers for a report are those documents relating to the subject matter which:
  - (a) disclose any facts or matters on which, in the opinion of the General Counsel, the report or an important part of the report is based; and
  - (b) has, in his opinion, been relied on to a material extent in preparing the report,but does not include any published works.
- 48. If the General Counsel thinks fit, there may be excluded from the copies of reports provided under standing order 44, the whole of any report which, or any part which, relates only to items during which, in his opinion, the meeting is likely not to be open to the public. If this is the case every copy of the report or of the relevant part of the report shall:
  - (a) be marked 'Not for publication'; and
  - (b) contain the description in terms of the definition of exempt information by virtue of which the members of the public are likely to be excluded during the item to which the report relates.
- 49. Where the meeting is open to the public during the proceedings or any part of them, there shall be made available for the use of the members of

the public present at the meeting a reasonable number of copies of the agenda and subject to standing order 48, of the reports for the meeting.

50. Where the meeting is open to the public during the proceedings or any part of them, there shall, on request and on payment of postage or other necessary charge for the transmission, be supplied for the benefit of any newspaper:-

(a) a copy of the agenda for a meeting and subject to standing order 48, a copy of each of the reports for the meeting;

(b) such further statements or particulars, if any, as are necessary to indicate the nature of the items included in the agenda; and

(c) if the General Counsel thinks fit in the case of any item, copies of any other documents supplied to Members in connection with the item.

### **Voting**

51. 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.

52. 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**

53. 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 General Counsel, in consultation with the Commissioner.

## **Minutes and action lists**

54. Minutes shall be kept of all Meetings and shall include the names of the Members present.
55. Draft minutes will be agreed with the Commissioner, except for draft minutes of Committees and Advisory Panel meetings which will be agreed with the relevant Chair. Action lists will be circulated by the General Counsel to Chief Officers and other relevant Officers within 10 working days of a Meeting or as soon as reasonably practicable thereafter.
56. The draft minutes of Meetings will be circulated with the agenda for the next ordinary Meeting.
57. 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.
58. After a meeting the following documents shall be open to inspection by members of the public at TfL's Head Office until the expiration of the period of six years beginning with the date of the meeting, namely:
  - (a) the minutes, or a copy of the minutes, of the meeting, excluding so much of the minutes of proceedings during which the meeting was not open to the public as discloses exempt information;
  - (b) where applicable, a summary under standing order 59 below;
  - (c) a copy of the agenda for the meeting; and
  - (d) a copy of so much of any report for the meeting as relates to any item during which the meeting was open to the public.
59. Where, in consequence of the exclusion of parts of the minutes which disclose exempt information, the document open to inspection under standing order 58(a) above does not provide members of the public with a reasonably fair and coherent record of the whole or part of the proceedings, the General Counsel shall make a written summary of the proceedings or the part, as the case may be, which provides such a record without disclosing the exempt information.
60. Background papers are to be open for inspection for a period of four years beginning with the date of the meeting.

## **Members' Interests**

61. The General Counsel is appointed as the proper officer under standing order 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.

62. 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.
63. 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.
64. 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 General Counsel.
65. 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.
66. The exception to standing order 65 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 standing order 13(3) of Schedule 10 to the GLA Act and allow any or all of the affected Members to participate.
67. When the Mayor decides to exercise the power referred to in standing order 66, the circumstances in which the Mayor has done so will be recorded in the minutes of the relevant meeting.

### **Reporting by Officers**

68. 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.

69. The Commissioner will submit a report to each ordinary Meeting.

### **Access to advice and documents by Members, Chief Officers and Committees**

70. 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 and Assurance Committee;
- (c) the Finance and Policy Committee;
- (d) Chief Officers; and
- (e) the Chief Finance Officer.

71. In the event that any advice referred to in standing order 70 concerns the Commissioner, the agreement of the General Counsel must be obtained.

72. The advice referred to in standing order 70 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.

73. Where any person or Committee seeks advice under standing order 70 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.

### **Subordinate bodies**

74. In addition to Subsidiary Companies, the Board may establish Committees, Sub-Committees, Panels and other bodies permitted by Schedule 10 to the GLA Act. These bodies are referred to as "Subordinate Bodies" in the Standing Orders.

75. The Board has established the following Subordinate Bodies as Committees of the Board on a standing basis:

- (a) Finance and Policy Committee;
  - (b) Audit and Assurance Committee; and
  - (c) Remuneration Committee.
76. The Board has established the following Subordinate Bodies as Panels on a standing basis to advise and support the work of the Board and its Committees:
- (a) Projects and Planning Panel;
  - (b) Rail and Underground Panel;
  - (c) Safety and Sustainability Panel; and
  - (d) Surface Transport Panel.
77. The Panels referred to in standing order 76 are advisory and are not constituted as Committees of the Board or as Sub-Committees of any such Committee.
78. The terms of reference, executive or advisory status, status for the purposes of Part 5A of the Local Government Act 1972 procedure, membership, Chair, Quorum, frequency of meetings, reporting arrangements, and secretarial arrangements of the Subordinate Bodies referred above are set out in the Subordinate Bodies of TfL document.
79. Committees may establish further Subordinate 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.
80. The Board or a Committee shall determine the following in respect of any Subordinate Body it establishes:
- (a) terms of reference;
  - (b) whether of an executive or advisory status;
  - (c) its status for the purposes of Part 5A of the Local Government Act 1972;
  - (d) membership;
  - (e) the Chair;
  - (f) Quorum;
  - (g) frequency of meetings;
  - (h) procedural or reporting arrangements; and
  - (i) secretarial arrangements.
81. Where a Committee includes persons who are not Members, those persons may not vote.

82. The provisions of these Standing Orders will apply to Committees except that references to:
- (a) the Board shall refer to the Committee;
  - (b) Meetings shall refer to meetings of the Committee;
  - (c) the Chair and Deputy Chair shall refer to the Chair and Vice Chair of the Committee;
  - (d) Members shall refer to members of the Committee; and
  - (e) the Secretary shall refer to the Secretary of the Committee.
83. The provisions of these Standing Orders may apply to Panels (to the extent appropriate) as determined by General Counsel from time to time.
84. 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.
85. 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.
86. Any Member 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 Advisory Panel.

#### **Amendments to Standing Orders**

87. The General Counsel, or any other Officer nominated by the General Counsel, 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**

88. 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.
89. 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.

90. Standing order 90 shall not extend to documents which are held by TfL in its capacity as administrator of TfLPPF.
91. 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.
92. 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.
93. 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 standing order.
94. Any document which is in the possession or under the control of TfL and contains material relating to any business to be transacted at a meeting of TfL or a committee or sub-committee shall subject to standing orders 95 and 96 be open for inspection by any Member.
95. Standing order 94 does not require the document to be open to inspection if it appears to the General Counsel that it discloses exempt information.
96. However standing order 94 does require (despite standing order 95) the document to be open to inspection if the information is information of a description for the time being falling within the exemptions referred to in Part 5A of the Local Government Act 1972.

### **Sealing and execution of documents**

97. 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;
  - (d) General Counsel; or
  - (e) any other Officer with the written consent of the General Counsel.
98. 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;
  - (c) General Counsel; or
  - (d) any other Officer with the written consent of a Chief Officer or General Counsel.

## **PART 2: SCHEME OF DELEGATION**

### **Matter reserved to the Board for determination**

99. The following matters are reserved to the Board for determination.

#### **Strategic guidance**

100. Provision of strategic guidance to the Commissioner to facilitate:

- (a) the implementation of the Mayor's Transport Strategy; and
- (b) the provision of safe, efficient, integrated and economic transport facilities and services to, from and within Greater London.

#### **Approvals**

101. Approval of:

- (a) TfL's Business Plan;
- (b) the TfL Group Budget;
- (c) the Annual Statement of Accounts of the TfL Group;
- (d) the Annual Report for the TfL Group;
- (e) Transactions valued over £100 million except where otherwise specified by this Standing Order;
- (f) budgeted Projects valued over £100 million and unbudgeted Projects valued over £25 million;
- (g) proposals to amend the Standing Orders except for those amendments made in accordance with standing order 87;
- (h) proposals for schemes under the GLA Act for the transfer of any 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; or
  - (ii) key system assets;
- (i) proposals to promote local Bills in Parliament (and approval to obtain the GLA's written consent as required by the GLA Act);
- (j) proposals to make an application for an order under the Transport and Works Act 1992 (and approval to obtain the Mayor's written consent as required by the GLA Act);
- (k) proposals to make, amend or revoke:
  - (i) London cab orders, to the extent they prescribe fares and licence fees for hackney carriages; and
  - (ii) regulations under the Private Hire Vehicles (London) Act 1998, to the extent they prescribe licence fees;

- (l) 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 specifically delegated to other Officers pursuant to standing orders 141 and 142;
- (m) the principle of making a compulsory purchase order (but not the actual making, withdrawing or amending of any specific order, which is delegated to Officers pursuant to standing order 140);
- (n) proposals to enter into arrangements with one or more local authorities for the joint discharge of functions, including approval of the appointment and terms of reference of any joint committee;
- (o) annually, Prudential Indicators (including the authorised limit for borrowing);
- (p) annually, the Treasury Management Strategy; and
- (q) annually, any borrowing and investment (including derivatives) strategies.

### **Appointments and Removals**

#### 102. Appointment and removal of:

- (a) members of the Subordinate Bodies listed in standing order 75 and 76, except where the procedure set out in standing order 84 is used;
- (b) directors of Subsidiary Companies (but not directors of subsidiaries of those companies (see standing order 122)) provided that the Board will only appoint and remove directors of TfL Trustee Company Limited whose appointment is reserved to TfL under the trust deed and rules of TfLPPF;
- (c) 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 (see standing order 122));
- (d) advisers to Subordinate Bodies, upon the recommendation of the Commissioner; and
- (e) the following Officers:
  - (i) the Commissioner;
  - (ii) the Chief Finance Officer;
  - (iii) the General Counsel; and
  - (iv) the Director of Internal Audit.

## **Delegations**

103. Delegation of any of TfL's functions to:

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

## **Subsidiary Companies and Associate or Joint Venture Companies**

104. Formation, dissolution or disposal by TfL or any Subsidiary Company of any:

- (a) Subsidiary Company; or
- (b) Associate or Joint Venture Company.

105. Acquisition or disposal by TfL or any Subsidiary Company of more than 25 per cent of the shareholding of any company.

## **Consideration of reports**

106. Consideration of:

- (a) a statutory report, relevant to TfL, from the GLA Monitoring Officer;
- (b) a statutory report from the Chief Finance Officer;
- (c) public interest reports, advisory notices and prohibition notices issued by TfL's external auditors; and
- (d) reports of the Ombudsman where there has been a finding that injustice has been caused in consequence of maladministration.

## **Specific policy matters**

107. 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.

## **Crossrail Project**

108. The following matters relating to the Crossrail Project:



- (a) Approval of and amendment to the delivery strategy that sets out how CRL intends to deliver the Crossrail Project;
- (b) a review of CRL's implementation of the Crossrail Project at all formal review points and approval of the issuance of a Positive Project Review Notice following each formal review point;
- (c) the provision of any guarantee (or other form of credit support) to CRL that exceeds £100 million;
- (d) approval of any change of or amendment to the Sponsor's Requirements and responding to any change to the Sponsor's Requirements requested by any person, including CRL;
- (e) approval of the final version (prior to their execution) of each of the Principal Project Documents and the fit-out agreement relating to Woolwich station;
- (f) approval of any amendments, variation or modification to or waiver in respect of the Principal Project Documents over £50,000,000;
- (g) any other matter expressly provided for in the Principal Project Documents as requiring the approval of TfL;
- (h) such other matters that are reserved to the Sponsor Board under the Core Agreements or otherwise as TfL and the Secretary of State for Transport agree in writing from time to time;
- (i) whether or not to exercise the TfL put option pursuant to the core agreements;
- (j) 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;
- (k) approval of the appointment of non-executive directors to the CRL Board, including its non-executive Chair, and the Chief Executive Officer of CRL;
- (l) the creation of any encumbrance (such as a mortgage or other security) in respect of any part of CRL's undertaking, property or assets;
- (m) any proposal to wind up CRL (or similar proceedings); and
- (n) any other matter that is a Specified Matter under the Sponsors Agreement and so reserved to the Sponsors, acting through the Sponsor Board.

## **Other**

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

## Delegation

### Introduction

110. Subject to any express provision contained in the GLA Act or a subsequent Act, the Board may arrange for any of TfL's functions to be discharged on its behalf by:
- (a) any Committee or Sub-Committee;
  - (b) any wholly owned Subsidiary Company;
  - (c) any Member or Officer; or
  - (d) any body of Members or Officers, or Members and Officers.
111. The exercise of any delegated authority conferred by the Board under this Standing Order or otherwise is subject to:
- (a) any restrictions imposed by or in accordance with law;
  - (b) the Scheme of Authorities and all other provisions of these Standing Orders;
  - (c) any conditions imposed by the Board, the Commissioner, or any Committee with authority to impose conditions;
  - (d) all other applicable policies and procedures.
112. A specific delegation granted by these Standing Orders takes precedence over a general delegation granted by these Standing Orders.
113. Only Subordinate Bodies that are Committees may sub-delegate functions pursuant to these Standing Orders. An Officer exercising delegated functions under these Standing Orders may not sub-delegate those functions to another Officer or body of Officers.
114. Arrangements made pursuant to these Standing Orders by the Board or a Committee to delegate the discharge of any of TfL's functions shall not prevent that body from exercising those functions itself.
115. TfL shall maintain a list:
- (a) specifying those powers of TfL which, for the time being, are exercisable from time to time by officers of TfL in pursuance of arrangements made under the Local Government Act 1972 or any other enactment for their discharge by those officers; and
  - (b) stating the title of the officer by whom each of those powers so specified is for the time being so exercisable but not an officer by whom such a power is exercisable at least partly as a result of sub-delegation by any officer.

## **Chair**

116. In situations of urgency, the Board delegates to the Chair the exercise of any functions of TfL on its behalf provided that, prior to doing so, the Chair shall as far as practicable consult with or arrange for consultation with Members who can be readily contacted. Any Chair's action using the authority of this standing order must be reported to the next ordinary Meeting.

## **Committees and Panels**

117. The Board delegates to each Committee the discharge of any functions of TfL that fall within its terms of reference, except for those functions reserved to the Board.

118. The Board delegates to each Panel the discharge of any functions of TfL that fall within its terms of reference, except for those functions reserved to the Board and with the proviso that the Panels are solely advisory.

119. Where the Board has delegated a function to a Committee, the Committee may delegate the discharge of that function to:

- (a) any Sub-Committee of that Committee;
- (b) any Member or Officer; or
- (c) any body of Members or Officers, or Members and Officers.

120. Where the Board or a Committee delegates the discharge of a function to a Sub-Committee under any express provision contained in the GLA Act, the Sub-Committee may delegate the discharge of that function to:

- (a) any Member or Officer; or
- (b) any body of Members or Officers, or Members and Officers.

## **Subsidiary Companies**

### General

121. The Board delegates to each Subsidiary Company the discharge of any functions of TfL relevant to that Subsidiary Company's role and responsibilities within the TfL Group, except for those functions reserved to the Board.

122. The Board also authorises Subsidiary Companies to appoint and remove the directors of their own subsidiaries and those directors of Associate or Joint Venture Companies within their responsibility.

### LBSL

123. The Board delegates to LBSL the discharge of TfL's functions under:

- (a) sections 181 and 183 of the GLA Act, relating to the determination of the London Bus Network and addition or variation of a network service;
- (b) sections 185 to 190 of the GLA Act, relating to the grant of London Service Permits; and
- (c) section 104 of the London Passenger Transport Act 1934, conferred on TfL by section 301 of the GLA Act, relating to the erection of bus shelters on the public highway.

#### LBSL, LUL, DLR and RfL

124. The Board delegates to LBSL, LUL, DLR and RfL the discharge of TfL's functions under standing order 1(1) of Schedule 17 to the GLA Act, relating to the authorisation of persons to collect penalty fares

#### **Commissioner, Chief Officers and other Officers**

##### General delegation to Commissioner

125. The Board delegates to the Commissioner the discharge of any functions of TfL, except for functions reserved to the Board or specifically delegated to other bodies or Postholders by these Standing Orders or otherwise.

##### General delegation to Chief Officers

126. The Board delegates to each Chief Officer the discharge of any functions of TfL in respect of matters for which that Chief Officer has responsibility:

- (a) across the TfL Group;
- (b) in a managerial position; and/or
- (c) in a professional position;

except for functions reserved to the Board or specifically delegated to other bodies or Postholders by the Standing Orders or otherwise.

127. In the absence of anyone occupying the post of any specific Chief Officer, either on a permanent or temporary basis, the Commissioner may designate one or more other Officers to discharge any functions delegated to that Chief Officer under the Standing Orders. However, this is not intended to limit the effect of standing order 3(c) which would automatically allow a person acting in the post to discharge the functions delegated to that Chief Officer.

128. The authority delegated to Chief Officers pursuant to the above standing orders is concurrent with the authority delegated to the Commissioner and may not be exercised by a Chief Officer in respect of any matter

where the Commissioner has either exercised, or given a written indication of his intention to exercise, his delegated powers.

#### General delegation to other Officers

129. Subject to satisfying the conditions in the following standing order, the Board delegates to each Officer (other than the Commissioner or a Chief Officer) the discharge of any functions of TfL in respect of matters for which that Officer has responsibility:

- (a) across the TfL Group;
- (b) in a managerial position; and/or
- (c) in a professional position;

except for functions reserved to the Board or specifically delegated to other bodies or Postholders by the Standing Orders or otherwise.

130. An Officer may only exercise delegated authority pursuant to the above standing order in relation to a matter if:

- (a) the Chief Officer to whom the Officer reports has also been delegated authority in relation to that matter; and
- (b) the Officer has obtained the written consent of that Chief Officer (or in the absence of that Chief Officer, the Commissioner) to the exercise of that delegated authority.

131. The authority delegated to Officers pursuant to the above standing orders is concurrent with the authority delegated to the Commissioner and may not be exercised by an Officer in respect of any matter where the Commissioner has either exercised, or given a written indication of his intention to exercise, his delegated powers.

#### Specific delegation to MD Surface Transport

132. The Board delegates to the MD Surface Transport and, with that MD's written consent, to each Officer responsible to that MD, the discharge of any of the following functions, except for functions reserved to the Board or specifically delegated to other bodies or Postholders by the Standing Orders or otherwise:

- (a) any function of TfL as:
  - (i) a highway authority;
  - (ii) a local authority (in respect of matters for which the MD Surface Transport has managerial and/or professional responsibility);
  - (iii) a traffic authority;
  - (iv) a street authority; and

- (v) a charging authority under the GLA Act;
- (b) any function of TfL relevant to the use of the highway, including but not limited to functions under:
  - (i) the Highways Act 1980;
  - (ii) the Road Traffic Regulation Act 1984;
  - (iii) the New Roads and Street Works Act 1991;
  - (iv) section 275 of the GLA Act; and
  - (v) the Traffic Management Act 2004;
- (c) any function of TfL relating to:
  - (i) hackney carriages (pursuant to the GLA Act, section 253 and Schedule 20); and
  - (ii) private hire vehicles (pursuant to the GLA Act, section 254 and Schedule 21).

#### Specific delegation to MD Finance

133. The Board delegates to the MD Finance and, in his or her absence, the Chief Finance Officer, the discharge of any functions of TfL in respect of traffic related agreements (revenue agreements) with train operating companies, bus operating companies and others (including the authority to enter into, amend, revoke and make payments pursuant to, such agreements) except for functions reserved to the Board or specifically delegated to other bodies or Postholders by the Standing Orders or otherwise.

#### Specific delegation to MD Rail and Underground

134. The Board delegates to the MD Rail and Underground the authority to:

- (a) enter into contracts for the procurement of electricity for London Underground's Bulk Supply Points; and
- (b) approve, on the advice of the Head of Commercial, Asset Performance Directorate the price to be paid for blocks of electricity.

#### Specific delegation to Rail and Underground Officers

135. The Board delegates to the Head of Commercial, Asset Performance Directorate and each of the following LUL Officers (acting on the advice of the Head of Commercial, Asset Performance Directorate) the authority to approve the price to be paid for blocks of electricity:

- (a) Director of Strategy and Service Development;
- (b) Director of Finance, Rail and Underground; and

- (c) Commercial Director, Rail and Underground.

Specific delegation relating to Mayor's Opinion

136. The delegations below apply for as long as the function of giving the Mayor's Opinion is delegated to TfL by the Mayor.
137. In respect of any disposal of land, each of the following Officers is authorised to give the Mayor's Opinion:
- (a) Commissioner;
  - (b) MD Finance; and
  - (c) Director of Commercial Development.
138. In respect of temporary disposals of land for up to 15 years where TfL reserves the right to take back the land when it is required by TfL, in addition to the Officers listed in the above standing order, each of the following Officers is authorised to give the Mayor's Opinion:
- (a) any MD (in relation to land for which that MD has managerial and/or professional responsibility); and
  - (b) General Counsel.
139. In respect of disposals of property other than land, Chief Officers and other Officers are authorised to give the Mayor's Opinion for Transactions in respect of which they may grant Disposal Authority in accordance with the Scheme of Authorities in Part 3.

Specific delegation relating to compulsory purchase orders

140. Subject to obtaining in principle approval for the making of a compulsory purchase order in accordance with standing order 102(m), the Board delegates to each of the following Officers the making, withdrawing and/or amending of the compulsory purchase order, including settling the detailed boundaries of the land to be acquired, and doing all things necessary to implement the compulsory purchase order:
- (a) the Commissioner; and
  - (b) any Chief Officer (where the Project or Land Transaction to which the compulsory purchase order relates is within that Chief Officer's managerial and/or professional responsibility).

Specific delegation relating to taxi and private hire vehicle legislation

141. The Board delegates the making, amendment and revocation of the following legislation to the Commissioner or, in his absence, the MD Surface Transport:
- (a) London cab orders, except:

- (i) to the extent they prescribe fares and licence fees for hackney carriages (which is a matter reserved to the Board under standing order 102(k)); and
  - (ii) those delegated to the Director of Taxi and Private Hire under standing order 142.
- (b) Regulations under the Private Hire Vehicles (London) Act 1998, except to the extent they prescribe licence fees (which is a matter reserved to the Board under standing order 102(k)).
142. The Board delegates the making, amendment and revocation of the following legislation to the Director of Taxi and Private Hire:
- (a) London cab orders made pursuant to section 9(1) of the Transport for London Act 2008 (“TfL Act 2008”) designating directional taxi ranks;
  - (b) London cab orders made pursuant to section 10(1) of the TfL Act 2008 designating rest ranks;
  - (c) London cab orders made pursuant to section 10(2) of the TfL Act 2008 prescribing the maximum lengths of time during which a hackney carriage may stand at a rest rank;
  - (d) London taxi sharing scheme orders made pursuant to section 10(4) of the Transport Act 1985 other than those which prescribe fees.
  - (e) London cab orders which modify or suspend the operation of section 2 of the London Cab and Stage Carriage Act 1907 (privileged cab system) in respect of a station;
  - (f) London cab orders which fix the stands of hackney carriages and the persons who may attend at such stands pursuant to section 9(2) of the Metropolitan Public Carriage Act 1869; and
  - (g) orders and regulations made pursuant to section 4 of London Hackney Carriages Act 1850 appointing standings for hackney carriages, the boundaries of such standings, number of carriages to be allowed in the standing, the times at which the standing may be used, enforcement of order at standings and removal of any person from a standing.

Specific delegation relating to the Crossrail project

143. The Commissioner is authorised to appoint (and replace) from time to time one or more TfL Officers to act on behalf of TfL as Sponsor representative (or an alternate in the absence of a Sponsor representative) in relation to TfL’s membership of the Sponsor Board.



144. The Commissioner or the Sponsor representative is authorised to approve any matter which is not reserved to the TfL Board in standing orders 108(a) to (f) and 108(i) to (m) above where such matter for approval has a monetary value of £50,000,000 or less.
145. The Sponsor representative has delegated authority to give:
- (a) approval of any change to the Crossrail Project including any change or amendment to the Sponsor's Requirements with a maximum monetary value of £50,000,000; and
  - (b) approval of any amendments, variation or modification to or waiver in respect of the Principal Project Documents with a maximum monetary value of £50,000,000.

## **PART 3: SCHEME OF AUTHORITIES**

### **Introduction**

146. Notwithstanding the delegations contained in these Standing Orders, before any Transaction or Project is entered into on behalf of the TfL Group the necessary Authorities must have been obtained in accordance with this Scheme of Authorities.
147. However, this Scheme of Authorities does not apply to the following Subsidiary Companies (which have their own schemes for authorising activities undertaken on their behalf):
- (a) London Transport Museum Limited;
  - (b) London Transport Museum (Trading) Limited;
  - (c) London Transport Insurance (Guernsey) Limited; and
  - (d) TfL Trustee Company Limited (as trustee for TfLPPF).

### **Types of Authorities**

148. All Transactions and Projects require Financial Authority.
149. The other Authorities potentially required before proceeding with a Transaction or Project are:
- (a) Project Authority;
  - (b) Land Authority;
  - (c) Procurement Authority; and
  - (d) Disposal Authority.

### **Financial Authority**

150. Financial Authority is the authority to:
- (a) spend money;
  - (b) receive income;
  - (c) incur a financial liability (that is, a legal obligation to pay money to another party if specific, predetermined circumstances arise); or
  - (d) redistribute funds to relevant third parties in respect of their respective allocated budgets.
151. Financial Authority will be automatically granted to the extent that an activity or Project is 'budgeted' (see standing order 154 below).
152. To the extent that an activity or Project is 'unbudgeted' (see standing order 153 below), Financial Authority must be obtained as follows:

- (a) in respect of a Project, Financial Authority must be obtained from a body or Postholder authorised to grant Financial Authority for unbudgeted Projects (see Table of Authorities below);
- (b) in respect of a Land Transaction, Financial Authority must be obtained from a body or Postholder authorised to grant Financial Authority for unbudgeted Land Transactions (see Table of Authorities below); and
- (c) in relation to any other activity, written approval must be obtained from those authorised to enter into unbudgeted expenditure, or those authorised to approve virement of expenditure (that is, the transfer of resources from one budget area to another), in accordance with applicable financial procedures as issued by the MD Finance.

153. An activity is 'budgeted' if funding for that specific activity is included in the TfL Group Budget, as approved by the Board and amended by any approved variations. A Project is 'budgeted' when there is full funding in the TfL Group Budget for the current financial year and future years of the TfL Business Plan, as approved by the Board and amended by any approved variations. Where the cost of an activity or Project is greater than the budgeted sum, the size of the 'unbudgeted' element determines the level of Financial Authority required. Details of approved TfL Group Budgets and TfL Business Plans are as advised by Group Finance.

154. The exercise of any Financial Authority granted is subject to:
- (a) securing any specific approval required;
  - (b) compliance with any restrictions included in the TfL Business Plan; and
  - (c) compliance with the Standing Orders, financial standards and instructions issued by the MD Finance and all other relevant TfL policies and procedures.

### **Project Authority**

155. Project Authority is the authority to do the following in respect of a Project:
- (a) spend money;
  - (b) receive income;
  - (c) incur a financial liability (that is, a legal obligation to pay money to another party if specific, predetermined circumstances arise); or
  - (d) redistribute funds to relevant third parties in respect of their respective allocated budgets.

156. Project Authority must be granted by a body or Postholder authorised to grant Project Authority (see the Table of Authorities below).
157. At the time Project Authority is granted, the authorising body or Postholder will set a percentage tolerance level, which may be zero, by which a Project may exceed its approved value without the need for further authorisation. Guidance on setting the appropriate level will be provided from time to time by the MD Finance. The additional amount within the tolerance level must not cause the level of Project Authority to exceed the maximum level that the relevant authorising body or Postholder may grant. Any Variation in excess of the tolerance limit must be authorised in accordance with standing orders 185 to 188.
158. A report will be submitted to each ordinary meeting of the Finance and Policy Committee summarising any Project Authority given by the Commissioner or the MD Finance since the last Committee meeting.

### **Land Authority**

159. Land Authority is the authority to engage in a Land Transaction.
160. Land Authority must be granted by a body or Postholder authorised to grant Land Authority (see the Table of Authorities below).
161. Procurement Authority and any Disposal Authority required will automatically be granted when Land Authority is granted unless the body or Postholder granting Land Authority requires any of those authorities to be separately obtained.
162. In addition to obtaining Land Authority and all other Authorities required, consultation must take place with the Director of Commercial Development in respect of all terms and the method of acquisition or disposal before the Land Transaction is completed.
163. If the Mayor's Opinion and/or the Secretary of State's consent is required, the Land Transaction cannot be completed unless and until the opinion and/or consent has been obtained.

### **Procurement Authority**

164. Procurement Authority is the authority to make a binding or contractual commitment with a supplier for the purchase of goods, services, land or works or to receive income arising from TfL group activities in the areas of goods, services land or works. Procurement Authority extends to any action required within any existing contracts or relationships (e.g. unsatisfactory performance deductions or giving notice and termination of contracts), except where actions relating to contract performance are

in accordance with a pre-determined formula or process included in the contract.

- 165. No Procurement Authority is required to make a contractual commitment to give financial assistance to London local authorities under section 159 of the GLA Act.
- 166. Procurement Authority must be granted by a body or Postholder authorised to grant Procurement Authority (see the Table of Authorities below).
- 167. In respect of Land Transactions, Procurement Authority will automatically be granted when Land Authority is granted unless the body or Postholder granting Land Authority requires Procurement Authority to be separately obtained.
- 168. Procurement Authority is exercised by release of an order or instruction from TfL's electronic contract systems or by entering into a contract. In emergency situations, Procurement Authority may be granted orally but must be confirmed (by the release of an order or instruction from TfL's electronic contract systems or signature of a contract document) as soon as reasonably practicable.

### **Disposal Authority**

- 169. Disposal Authority is the authority to dispose of any assets.
- 170. Disposal Authority must be granted by a body or Postholder authorised to grant Disposal Authority (see the Table of Authorities below).
- 171. In respect of Land Transactions, Disposal Authority will automatically be granted when Land Authority is granted unless the body or Postholder granting Land Authority requires Disposal Authority to be separately obtained.

### **Authorising Bodies and Postholders**

#### **Table of Authorities**

- 172. The table below sets out the maximum monetary value in respect of which bodies or Postholders can grant Authorities, subject to the standing orders following the table (from standing order 173) which set out restrictions and other requirements relating to the grant of Authorities.

AUTHORISING BODY/ POSTHOLDER	FINANCIAL AUTHORITY FOR UNBUDGETED VALUE OF PROJECTS	FINANCIAL AUTHORITY FOR UNBUDGETED VALUE OF LAND TRANSACTIONS	PROJECT AUTHORITY	LAND AUTHORITY	PROCUREMENT AUTHORITY/ DISPOSAL AUTHORITY
BOARD	UNLIMITED	UNLIMITED	UNLIMITED	UNLIMITED	UNLIMITED

AUTHORISING BODY/ POSTHOLDER	FINANCIAL AUTHORITY FOR UNBUDGETED VALUE OF PROJECTS	FINANCIAL AUTHORITY FOR UNBUDGETED VALUE OF LAND TRANSACTIONS	PROJECT AUTHORITY	LAND AUTHORITY	PROCUREMENT AUTHORITY/ DISPOSAL AUTHORITY
FINANCE AND POLICY COMMITTEE			£100,000,000		
COMMISSIONER (ACTING COMMISSIONER IN HIS/HER ABSENCE; MD FINANCE IN ABSENCE OF BOTH)	£25,000,000	£25,000,000	£50,000,000	£100,000,000	£100,000,000
COMMISSIONER AND WITH THE COMMISSIONER'S CONSENT, FINANCE DIRECTOR, SURFACE TRANSPORT					TRANSACTIONS FOR THE PROVISION OF BUS SERVICES: £100,000,000
TUBE LINES (HOLDINGS) LIMITED	£25,000,000	£25,000,000	£50,000,000	£100,000,000	£100,000,000
MD FINANCE	£10,000,000 (ACTING MD FINANCE IN HIS/HER ABSENCE; CHIEF FINANCE OFFICER IN ABSENCE OF BOTH)	£10,000,000 (ACTING MD FINANCE IN HIS/HER ABSENCE; CHIEF FINANCE OFFICER IN ABSENCE OF BOTH)	£25,000,000 (ACTING MD FINANCE IN HIS/HER ABSENCE; CHIEF FINANCE OFFICER IN ABSENCE OF BOTH)	CROSSRAIL PROJECT: £50,000,000 (ACTING MD FINANCE IN HIS/HER ABSENCE; CHIEF FINANCE OFFICER IN ABSENCE OF BOTH)  OTHERWISE: £25,000,000 (ACTING MD FINANCE IN HIS/HER ABSENCE; CHIEF FINANCE OFFICER IN ABSENCE OF BOTH)	£25,000,000 (ACTING MD FINANCE IN HIS/HER ABSENCE; CHIEF FINANCE OFFICER IN ABSENCE OF BOTH)
ALL OTHER CHIEF OFFICERS (SUBJECT TO THE EXCEPTIONS BELOW)	£2,000,000	£2,000,000	£5,000,000	£5,000,000	£25,000,000
CHIEF EXECUTIVE OFFICER OF TUBE LINES LIMITED	£2,000,000	£2,000,000	£5,000,000	£5,000,000	£25,000,000
CHIEF EXECUTIVE OF CRL				CROSSRAIL PROJECT: £25,000,000 (FINANCE DIRECTOR OF CRL IN HIS/HER ABSENCE)	TRANSACTIONS ENTERED INTO IN CONNECTION WITH THE IMPLEMENTATION OF THE CROSSRAIL DELIVERY STRATEGY: AMOUNTS IN ACCORDANCE WITH CRL SCHEME OF AUTHORITIES AS APPROVED BY CRL
MD SURFACE TRANSPORT					TRANSACTIONS FOR THE PROVISION OF BUS SERVICES: £100,000,000
MD RAIL AND UNDERGROUND					TRANSACTIONS FOR POWER SUPPLIES: £100,000,000

AUTHORISING BODY/ POSTHOLDER	FINANCIAL AUTHORITY FOR UNBUDGETED VALUE OF PROJECTS	FINANCIAL AUTHORITY FOR UNBUDGETED VALUE OF LAND TRANSACTIONS	PROJECT AUTHORITY	LAND AUTHORITY	PROCUREMENT AUTHORITY/ DISPOSAL AUTHORITY
DIRECTOR OF COMMERCIAL DEVELOPMENT		£2,000,000		INCOME GENERATING LAND TRANSACTIONS: £10,000,000  LAND COMPENSATION CLAIMS (INCLUDING COMPULSORY PURCHASE SETTLEMENTS): £10,000,000  OTHERWISE: £2,000,000	CHANGES TO BASE LINE COSTS FOR CROSSRAIL PROJECT OVER-STATION DEVELOPMENTS: £10,000,000
FINANCE DIRECTOR OF CRL				CROSSRAIL PROJECT: £10,000,000	
FOLLOWING RAIL AND UNDERGROUND OFFICERS: • COMMERCIAL DIRECTOR, RAIL AND UNDERGROUND; AND • DIRECTOR OF FINANCE, RAIL AND UNDERGROUND					TRANSACTIONS FOR POWER SUPPLIES: £25,000,000
FOLLOWING RAIL AND UNDERGROUND OFFICERS: • HEAD OF HEAD OF COMMERCIAL – ASSET PERFORMANCE DIRECTORATE; AND • HEAD OF COMMERCIAL – INFRASTRUCTURE					TRANSACTIONS FOR POWER SUPPLIES: £5,000,000
MAXIMUM FOR ANY OFFICER OTHER THAN THOSE SPECIFICALLY IDENTIFIED ABOVE (SEE STANDING ORDER 173)	£1,000,000	£500,000	£2,000,000	£1,000,000	£5,000,000
DIRECTOR	£1,000,000	£500,000	£2,000,000	£1,000,000	£5,000,000
PAYBAND 5 OR EQUIVALENT	£1,000,000		£2,000,000	£1,000,000	£1,000,000
PAYBAND 4 OR EQUIVALENT				£1,000,000	£1,000,000
PAYBAND 3 OR EQUIVALENT				£250,000	£250,000
PAYBAND 2 OR EQUIVALENT				£50,000	£50,000
PAYBAND 1 OR EQUIVALENT				£5,000	£5,000

## **Requirements relating to the grant of authorities**

### Approving Officers

173. The Commissioner and Chief Officers may appoint (by written permission) any other Officer to grant authorities under this Standing Order at or below his or her payband (an "Approving Officer"). Approving Officers can in turn appoint (by written permission) other Approving Officers from within any payband equal to or lower than their own and to a financial level equal to or lower than their own.
174. For Procurement Authority, only the Commissioner, a Chief Officer, a Director with operational responsibility for procurement or the relevant Head of Commercial may appoint Approving Officers.
175. The Commissioner, a Chief Officer, a Director (who is an Approving Officer) may give written permission for an Officer to grant Authorities above that Officer's payband level subject to the maximum amount set out in the Table of Authorities against the Officer giving permission for the Authority concerned.
176. Approving Officers must ensure that the correct level of authorisation is recorded in SAP for those Officers they have approved to grant Authorities.
177. In an emergency the following Officers may approve unbudgeted expenditure in excess of their respective levels of Financial Authority for urgent activities required to safeguard the operation, and/or protect the assets, of any part of the TfL Group:
- (a) the Commissioner;
  - (b) in the absence of the Commissioner, the Acting Commissioner;
  - (c) in the absence of the Commissioner and the Acting Commissioner, the MD Finance; or
  - (d) in the absence of all the above persons, the Chief Officer with operational responsibility for the matter concerned.

### Valuation

178. Requests for any type of Authority must not be broken down in such a manner that, as a result, a lower monetary value level of Authority is required, so as to avoid:
- (a) a requirement for seeking authority at a higher level;
  - (b) compliance with UK procurement regulations; or
  - (c) EU procurement directives.



179. In determining the appropriate level of any Authority in relation to the Crossrail Project, the value of an individual transaction forming part of the Crossrail Project is to be taken as the relevant value and not amalgamated with the overall value of the Crossrail Project.
180. In calculating the level of an Authority required for a Land Transaction, the total potential financial commitment must be taken into account, but any statutory interest which will be payable or receivable in any event should be excluded.
181. In calculating the cost of a Project for the purposes of determining the appropriate level of Project Authority, the total gross amount estimated to be paid must be used. This includes payments to external suppliers and to third parties and internal costs specifically charged to the Project and will be the total amount that will extinguish all outstanding liabilities for supplies, services and works procured solely to deliver the full Project scope and achieve the Project.
182. In determining the appropriate level of Procurement Authority, the total value of the contract or contracts should be used, plus the value of identified risk items relevant to that contract.
183. Where Procurement Authority has been granted in respect of any expenditure over £100,000,000 and this proves to be insufficient, the Managing Director Finance may increase the Procurement Authority in so far as it relates to a Project and provided the estimated final cost of the contract is within the Project Authority already granted. Where such additional Procurement Authority can not given by the Managing Director, Finance or is insufficient, the applicable value at which further Procurement Authority (and Project Authority as applicable) should be sought is the aggregate value of the original authority plus the additional authority required.
184. Where a Transaction is of an indefinite duration the estimated value for the purposes of the Authorities is the total gross amount of the consideration that is expected to be paid in the first four years. In relation to Land Transactions, specific valuation guidance should be sought from the Director of Commercial Development.

### Variations

185. Variations resulting in a change to the approved amount of any Authority must be approved in accordance with the table in standing order 32 and regard must be given as to the impact of any increase in value on:
  - (a) any applicable procurement procedures;
  - (b) UK procurement regulations; and

- (c) EU procurement directives.
186. Subject to standing order 187 below, the level of Authority required for a proposed Variation is based on the total of:
- (a) the original value of the Authority;
  - (b) the value of the current proposed Variation; and
  - (c) the aggregate value of all previous Variations (if any).
187. The body or Postholder approving a Variation can require that all or some specified subsequent Variations be authorised at a higher level of Authority. In that case, any calculation of the level of Authority required for any subsequent Variation should start the aggregation of Variations anew.
188. The calculation for the purposes of standing order 187 for any specific Variation in respect of PPP or PFI activities shall not include:
- (a) the value of the original Authority to establish a PPP or PFI; or
  - (b) the aggregated total value of any previous Variations to that original PPP or PFI Authority.

#### Procurement activities

189. Except as set out in the standing order below, the following Transactions must only be entered into following a competition conducted through a tender process or by competitive quotation:
- (a) any activity either orally or in writing which commits, or may be taken to commit, the TfL Group to any contractual relationship, including the issue of letters of intent; or
  - (b) the sale or other disposal of surplus assets.
190. The following Transactions may proceed other than through competitive tender, subject always to meeting the requirements of the EU procurement directives and UK procurement regulations:
- (a) Transactions of small monetary value as defined in local procurement procedures issued by the relevant Chief Officer or relevant Head of Commercial;
  - (b) Land Transactions; and
  - (c) any other Transactions prescribed by procurement procedures issued by the Director of Group Procurement and/or local procurement procedures issued by the relevant Chief Officer or relevant Head of Commercial.
191. Notwithstanding any other authority given by this Standing Order, where it is proposed that a Transaction (other than a Land Transaction) over

the value of £500,000 be entered into other than through a competitive process, the MD Finance must give approval before any agreement is made with or instructions given to a supplier. Such a Transaction may be subject to review by the MD Finance (or such person as he or she may nominate from time to time) if he or she so requires. Where the MD Finance has been directly involved in the transaction, the Commissioner must give approval and the Transaction may be reviewed by the Commissioner (or such person as the Commissioner may nominate from time to time).

## APPENDIX: 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.

**Authority** means each of the following:

- (a) Financial Authority;
- (b) Project Authority;
- (c) Land Authority;
- (d) Procurement Authority; and
- (e) Disposal Authority.

**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.

**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 standing order 75.

**Confidential information** has the meaning given to it by Part 5A of the Local Government Act 1972.

**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.

**Crossrail Project Development Agreement** means the agreement between the Secretary of State for Transport (1) and TfL (2) and CRL (3) dated 3 December 2008.

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

**Disposal Authority** has the meaning given to it by standing order 169.

**Director** means an Officer reporting directly to a Chief Officer, except for those Officers with an administrative role and/or a position title beginning with “Head of”.

**DLR** means Docklands Light Railway Limited.

**Exempt information** has the meaning given to it by Part 5A of the Local Government Act 1972.

**Financial Authority** has the meaning given to it by standing order 150.

**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.

**Land Authority** has the meaning given to it by standing order 159.

**Land Transaction** means the following activities in respect of land and buildings, or interests in, or rights over, land and buildings:

- (a) the purchase, sale or exchange of freehold or leasehold land;
- (b) the purchase, grant, assignment, surrender, release or variation of leases, tenancies, covenants, easements and licences;
- (c) any other acquisition or disposal of land and buildings, or interests in, or rights over, land and buildings; and
- (d) the settlement of compensation claims related to land and buildings or interests in, or rights over, land and buildings;

but does not include any of the above activities undertaken by a Subsidiary Company for or in connection with the following:

- (i) protection of the Subsidiary Company's undertaking;
- (ii) the grant of permission to undertake works to, on, adjacent to or over any operational land, structure or asset (or any part thereof) comprised in any Subsidiary Company's undertaking or receipt of permission to undertake works for operational purposes with respect to any land, structure or asset owned by a third party; or
- (iii) any of the matters listed at (b) above insofar as they are entered into pursuant to or of a type contemplated by a PPP or PFI contract.

**LBSL** means London Bus Services Limited.

**LUL** means London Underground Limited.

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

**Mayor's Opinion** means the opinion of the Mayor (or of the person to whom the Mayor has delegated the power to give such opinion) which is required pursuant to paragraph 12(1) of Schedule 11 to the GLA Act in relation to the disposal (whether absolutely or for a term of years) by TfL of any part of its Undertaking or property which is not required for the purposes of the discharge by TfL of any of its functions.

**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.

**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 standing order 76.

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

**Principal Project Documents** means the Crossrail Project documents listed in Schedule 1 to the Crossrail Project Development Agreement.

**Procurement Authority** has the meaning given to it by standing order 164.

**Project** means a unique set of co-ordinated activities, with definite starting and finishing points, undertaken by an individual or team to meet specific objectives within defined time, cost and performance parameters as specified in the business case. It has the following characteristics:

- (a) a finite and defined lifespan;
- (b) defined and measurable business products (that is, deliverables and/or outcomes to meet specific business objectives);
- (c) a corresponding set of activities to achieve the business products;
- (d) a defined amount of resources; and
- (e) an organisational structure, with defined responsibilities, to manage the activities.

**Project Authority** has the meaning given to it by standing order 155.

**Quorum** means the number of members whose presence is required for the Board or a Committee to conduct business.

**RfL** means Rail for London Limited.

**Secretary** means the Secretary of the Board.

**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.

**Sponsor Board** means the Board which governs the relationship between TfL and the Department for Transport and CRL in relation to the Crossrail Project.

**Sponsor representative** means the Officer or Officers appointed by the Commissioner to act on behalf of TfL in relation to TfL's membership on the Sponsor Board.

**Sponsor's Requirements** means the specifications and requirements for the Crossrail Project as specified in Schedule 2 to the Project Development Agreement.

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

**Subordinate Body** means a body established in accordance with these Standing Orders 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 by 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.

**TfL's Head Office** means Windsor House, 42-50 Victoria Street, London, SW1H 0TL.

**TfLPPF** means Transport for London Pension Fund, the trustee of which is TfL Trustee Company Limited.

**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) the sale or other disposal of surplus material and assets;
- (c) variations to contracts;
- (d) the settlement of any claim for additional payment by the TfL Group not expressly covered by an existing Authority or an existing contract or arrangement;
- (e) 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;
- (f) 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
- (g) 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 as issued by the TfL Director of Commercial and/or local procurement procedures issued by the relevant Chief Officer or the relevant Head of Commercial from time to time.

**TTL** means Transport Trading Ltd.

**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.

**Variation** means a change:

- (a) in the work originally awarded, resulting in a change in the specification and/or deliverables and/or timing that results in either an increase in the financial cost and/or an increase in risk or liability;



- (b) in monetary value of the contract originally awarded due to, for example, an annual negotiated price review, a cost change as result of legislation or other external circumstances;
- (c) of name or other administrative arrangements; or
- (d) which results in the value for money of the subject matter decreasing.

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

**Working days** are Monday to Friday, excluding bank holidays.

## **SUBORDINATE BODIES OF TFL**

### **INTRODUCTION**

1. Subordinate Bodies are committees, sub-committees, advisory panels and other bodies established by the TfL Board and permitted by Schedule 10 to the GLA Act.
2. The TfL Board has established the following Subordinate Bodies as Committees of the Board on a standing basis:
  - (a) Finance and Policy Committee;
  - (b) Audit and Assurance Committee; and
  - (c) Remuneration Committee.
3. Committees and Sub-Committees may establish further Subordinate 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 Subordinate Bodies as Advisory Panels on a standing basis:
  - (a) Projects and Planning Panel;
  - (b) Safety and Sustainability Panel;
  - (c) Rail and Underground Panel; and
  - (d) Surface Transport Panel.
6. Advisory 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 paragraph 2 and each Advisory Panel in paragraph 5:
  - (a) terms of reference;
  - (b) whether of an executive or advisory status;
  - (c) its status for the purposes of Part 5A of the Local Government Act 1972;
  - (d) membership;

- (e) the Chair;
  - (f) quorum;
  - (g) frequency of meetings;
  - (h) procedural or reporting arrangements; and
  - (i) secretarial arrangements.
8. Part 1 of TfL Standing Orders will apply to proceedings of the Subordinate Bodies.
  9. All Members of TfL may attend any Committee or Advisory Panel meeting but they may only vote at a Committee meeting if they are members of the relevant Committee.
  10. 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 Advisory 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 Advisory Panel.

## **FINANCE AND POLICY COMMITTEE**

### **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**

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

#### **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**

### **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 Statement of Accounts of the TfL Group;
- (d) proposals for Transactions valued over £100 million except where otherwise specified by the Standing Orders;
- (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 and licence fees 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. 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).

### 2.3. 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.

### 2.4. 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).

## 2.5. 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 the Standing Orders 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, the MD Finance or Tube Lines (Holdings) Limited, 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.



## **AUDIT AND ASSURANCE COMMITTEE**

**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** Keith Williams

**Vice Chair** Patrick O’Keeffe

**Other Members** Charles Belcher  
Baroness Grey-Thompson  
Tony West  
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 General Counsel by any of the following:
  - (a) the MD Finance;
  - (b) the Chief Finance Officer;
  - (c) the Director of Internal Audit;

- (d) the Director of Health, Safety and Environment; or
  - (e) the External Auditors.
3. Special meetings will be held within 10 working days of receipt of the requisition by the General Counsel.

### **Terms of Reference**

4. 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.
5. 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.
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 and assurance 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. 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.
15. To review the integrated assurance framework.
16. To approve the integrated assurance plan.
17. To have oversight of strategic risk.
18. 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.
19. 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.

#### **Relationship with Internal Audit**

20. 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.
21. The Committee will review and discuss audit findings and monitor management responses to these findings to ensure appropriate follow-up measures are taken.
22. Upon resignation the Director of Internal Audit will report to the Committee as to the reasons for resignation.

### **Relationship with External Audit**

23. 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.
24. 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.
25. Following the completion of each statutory audit, the Committee will review the effectiveness of the External Auditor's performance and its independence and objectivity.
26. At least annually the members of the Committee shall meet with the External Auditors without any Officer being present.
27. The Committee will develop and implement policy on the engagement of the external auditors to supply non-audit services.

### **Reporting**

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

## **REMUNERATION COMMITTEE**

**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** Baroness Grey-Thompson

**Vice 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.

## **PROJECTS AND PLANNING PANEL**

### **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.

### **Membership**

#### **Chair**

Daniel Moylan

#### **Vice Chair**

Claudia Arney

#### **Other Members**

Isabel Dedring

Christopher Garnett

Baroness Grey-Thompson

Sir Mike Hodgkinson

Judith Hunt

Steven Norris

Patrick O’Keeffe

#### **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 projects and planning and, in particular, undertake the following activities:
  - (a) monitor the delivery of the TfL Investment Programme;
  - (b) monitor the Project Management Office’s approach to the scrutiny of projects;
  - (c) review the findings of the Corporate Gateway Approval Process in relation to projects that require project or procurement authority from the Finance and Policy Committee or Board;

- (d) 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
- (e) consider reports on proposals for long term transport planning issues and studies.

### **Procedure**

4. 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 the Finance and Policy Committee. Similar reports will also be provided to the Audit and Assurance Committee where a matter of relevance to that Committee is considered.

## **SAFETY AND SUSTAINABILITY PANEL**

### **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.

### **Membership**

#### **Chair**

Tony West

#### **Vice Chair**

Judith Hunt

#### **Members**

Claudia Arney

Charles Belcher

Baroness Grey-Thompson

Bob Oddy

Patrick O'Keeffe

#### **Advisers**

Shaun McCarthy

Gordon Sellers

#### **In attendance**

General Counsel

A representative from London Underground, Surface Transport, London Rail, Crossrail and the Corporate Directorates

Director of Health, Safety and Environment

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. To advise on issues relating to safety and sustainability matters, in particular:



- (a) 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;
- (b) 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;
- (c) annual reviews of TfL health and safety and environmental performance, prior to their submission to the Audit and Assurance Committee and/or the Board;
- (d) relevant Mayoral Strategies and contributing fully to Mayoral initiatives on sustainability that are transport related;
- (e) policies and processes to ensure that the TfL Group 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; and
- (f) monitor the implementation of Equalities and Inclusion initiatives.

### **Procedure**

3. 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 the Finance and Policy Committee. Similar reports will also be provided to the Audit and Assurance Committee where a matter of relevance to that Committee is considered.

## **RAIL AND UNDERGROUND PANEL**

### **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.

### **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 comments or recommendations (if any) will be provided to the Commissioner and the Finance and Policy Committee. Similar reports will also be provided to the Audit and Assurance Committee, where a matter of relevance to that Committee is considered.

## **SURFACE TRANSPORT PANEL**

### **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.

### **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 comments or recommendations (if any) will be provided to the Commissioner and the Finance and Policy Committee. Similar reports will also be provided to the Audit and Assurance Committee where a matter of relevance to that Committee is considered.