

Board



Date: 23 May 2018

Item: Board Appointments

This paper will be considered in public

1 Summary

- 1.1 This paper provides an update on the membership of the Board, including the proposed appointment of a new Deputy Chair, proposals to recruit at least one new Member with an operational safety specialism and a request to approve a change to the membership of the Safety, Sustainability and Human Resources Panel.
- 1.2 This paper also provides an update on the membership of the Crossrail Limited Board and seeks approval to appoint two TfL Members as TfL nominated non-executive directors to that Board.

2 Recommendations

2.1 The Board is asked to note the paper and:

- (a) **note the proposed changes to the Membership of TfL from June and September 2018;**
- (b) **appoint Kay Carberry CBE as the Chair of the Safety, Sustainability and Human Resources Panel with immediate effect;**
- (c) **approve a change to the Crossrail Sponsors Agreement and the TfL Shareholder Agreement so that the Crossrail Limited Board shall comprise one independent chair, three executive directors (one of which is the CEO), one independent non-executive director and five sponsor nominated directors (three nominated by TfL and two nominated by the Department for Transport); and**
- (d) **appoint Anne McMeel and Dr Nelson Ogunshakin OBE as additional TfL Sponsor nominated non-executive directors to the Crossrail Limited Board from 1 July 2018 to 1 September 2019.**

3 TfL Board

- 3.1 Under the GLA Act, the Mayor appoints between eight and 17 Members to TfL, with reference to prescribed considerations in relation to the knowledge, skills and expertise of the Board and interests that must be represented.

2016 Appointments

- 3.2 When the Mayor appointed the current Board in 2016, he took into account the requirements of the GLA Act and also addressed the recommendations from an externally led Board Effectiveness Review in 2015. The 2015 review recommendations included: a reduction in the size of the Board, which has provided a clearer focus at meetings and reduced the cost of the Board; far greater diversity, which has led to the appointment of the most diverse Board that we have ever had; and a wider range of knowledge, skills and expertise. The 2017 Board Effectiveness Review demonstrated that knowledge, skills, expertise and diversity of the new Board was adding value to the organisation.
- 3.3 As part of the appointment process in 2016, the Mayor reappointed two existing Members from the previous administration's Board, reflecting their valuable contributions to the work of TfL and to provide continuity: Baroness Grey-Thompson DBE and Michael Liebreich. Both appointments were for two years to allow the Mayor to review whether other skills and experience were required on the Board in light of experience of the operation of the new decision-making structure.

Departures from the Board in 2018

- 3.4 On 8 May 2018, Val Shawcross CBE announced that after 18 years in full-time public service, she would be retiring in summer 2018 from her current roles as Deputy Mayor for Transport and as Deputy Chair of TfL.
- 3.5 Val Shawcross CBE was appointed Deputy Mayor for Transport and joined the TfL Board in May 2016 as its Deputy Chair. During her time as Deputy Mayor and TfL Vice Chair, she oversaw the development and approval of the Mayor's Transport Strategy and TfL's five year Business Plan and has contributed to making the transport network more accessible and affordable, driven the delivery of huge projects such as the Elizabeth line and improved TfL as an organisation.
- 3.6 Baroness Grey-Thompson DBE and Michael Liebreich will leave the Board when their terms of appointment expire on 2 September 2018. Both have made significant contributions to TfL during their periods of office.
- 3.7 Baroness Grey-Thompson DBE joined TfL in 2008. During her 10 years on the Board she has served on almost all of the Committees and Panels, including being the Chair of the former Surface Transport Panel and as the Chair of the Remuneration Committee from 2012 to 2017.
- 3.8 Michael Liebreich joined TfL in 2012. During his six years on the Board he has contributed on matters relating to finance, energy and safety. As Chair of the Safety, Sustainability and Human Resources Panel he provided exemplary leadership following the tram derailment at Sandilands, Croydon in November 2016.

Appointment of Deputy Chair of TfL

- 3.9 The Mayor proposes to appoint Heidi Alexander as his new Deputy Mayor for Transport and as the Deputy Chair of TfL. Heidi Alexander has resigned her seat in the House of Commons to take on these roles, which are also subject to a London Assembly confirmation hearing.
- 3.10 Heidi Alexander was a local councillor for six years, including a period as the Deputy Mayor of Lewisham and a member of London Councils' Transport and Environment Committee, before eight years as the MP for Lewisham East from 2010, including a period as the Shadow Secretary for Health.

Recruitment of a Member with Operational Safety Expertise

- 3.11 While safety has always been a priority, TfL has recently had a renewed focus on safety. To support that safety focus, the Mayor considers that at least one Member of the Board should have operational safety expertise.
- 3.12 A recruitment process will therefore take place in the summer to appoint by early September 2018 at least one Member with a background/specialism in operational safety. Up to two new Members may be appointed, depending upon the strength of the candidates and the impact on the skills mix and diversity of the Board.

Change to the membership of the Safety, Sustainability and Human Resources Panel

- 3.13 The departure of Michael Liebreich from the Board will necessitate the appointment of a new Chair of the Safety, Sustainability and Human Resources Panel. It is proposed that Kay Carberry CBE be appointed as the Chair of the Panel with immediate effect to enable a smooth transition.
- 3.14 Further changes will be proposed to the membership of the Committees and Panels as necessary following the confirmation of Heidi Alexander's appointment as Deputy Chair of TfL, the recruitment exercise in the summer and potentially following the Board Effectiveness Review 2018.

4 Crossrail Limited Board

- 4.1 Crossrail Limited (CRL) is a subsidiary of TfL, created to deliver the construction and upgrading of the railway infrastructure which we will operate and maintain as the Elizabeth line, as set out in the Crossrail Project Development Agreement.
- 4.2 The Sponsors Agreement between TfL and the Department for Transport (DfT), and the Shareholders Agreement between TfL, Transport Trading Limited and CRL each set out the requirement for an independent board until the Operations Commencement Date, which is planned for December 2019. The CRL Board currently meets four weekly. It reviews the Crossrail budget and Business Plan and receives updates on transition activities. The CRL

Board is supported by an Audit Committee, a Finance Committee and a Remuneration Committee.

- 4.3 As the Crossrail project draws to a close, a programme of work is underway to support Crossrail transition governance arrangements. This programme is overseeing the transfer of functions, activities and accountabilities from Crossrail; updates on the programme have been provided to recent meetings of the TfL Audit and Assurance Committee.

Appointments to the Crossrail Limited Board

- 4.4 The CRL Board currently has seven non-executive directors, comprising its Chairman, four independent non-executive directors (appointed by the CRL Board, with the consent of both Sponsors), one Sponsor non-executive director nominated by TfL (Mark Wild) and one Sponsor non-executive director nominated by the DfT.
- 4.5 The terms of office of three of the four independent non-executive directors will expire on 30 June 2018. As part of the transition arrangements, the approval of the TfL Board and of the Secretary of State for Transport is being sought for the provisions of both the Sponsors Agreement and the Shareholders Agreement to be amended such that the number of independent non-executive directors to be appointed to the CRL Board is reduced from four to one; the number of Sponsor non-executive directors that may be appointed by TfL is increased from one to three; and the number of Sponsor non-executive directors that may be appointed by the Secretary of State for Transport is increased from one to two. All other provisions of the Sponsors Agreement and the Shareholders Agreement remain unchanged. The approval of the TfL Board is required for these changes.
- 4.6 Following discussion with the Mayor, the Board is asked to appoint Anne McMeel and Dr Nelson Ogunshakin OBE as TfL Sponsor non-executive directors to the CRL Board from 1 July until 1 September 2019.

Appendices to this paper

None

Background Papers

Papers to the Board in July, September and November 2016 on appointments to the Board

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