

Board meeting 19 March 2013

Secretariat memorandum

Author: Janet Cooke

Agenda item: 9

LTW429

Drafted: 05.03.13

Governance arrangements from April 2013

1 Purpose of report

- 1.1. To make recommendations to the Board in relation to governance arrangements from April 2013.

2 Recommendation

- 2.1. That members agree the following recommendations:
 - A. That the Consumer Affairs and Transport Services committees be abolished.
 - B. That a Policy committee be established.
 - C. That the Policy committee should meet in public with the option of holding part of the meeting in private as required.
 - D. That there should be a private Chair's meeting to discuss issues relating to the operation of the organisation as well as strategic issues relating to the work of the Board as a whole; that these meetings should take place midway between meetings of the Governance committee, four times a year.
 - E. That the terms of reference of the subsidiary bodies set out in Appendix A be agreed.
 - F. That the revised table of meeting dates attached at Appendix B be agreed.

3 Background and current position

- 3.1. The terms of reference of the Board's subsidiary bodies was last updated at the Board meeting of 1 February 2011. This report which sets out the current terms of reference is attached as Appendix C to this report.
- 3.2. To summarise, the Board currently has two policy-based committees, Transport Services and Consumer Affairs, which both meet four times a year and whose membership comprises the whole Board. In addition there is a Governance committee, which also comprises the whole Board and which exists to exercise general oversight of the operation of the Board and management of the organisation in areas such as governance, conduct, budgets and so on. The policy-based

committees have had their own designated chairs and deputy chairs and the Governance committee has been chaired by the chair of London TravelWatch.

- 3.3. Finally, provision exists for small railway Closure committees to be convened as required, under the terms of specific legislation.
- 3.4. A new chair of London TravelWatch was appointed from December 2012 and six new Board members replaced outgoing members from January 2013. The time commitment the London Assembly expects from the new chair and Board is lower than previously and as such there is a need to streamline the organisation of the committees so as to maximise the value of the contribution the Board can make to the organisation.

4 Committee arrangements

- 4.1. At the meeting of the Board on 29 January 2013 it was agreed that the current Transport Services and Consumer Affairs committees should be merged into a single Policy committee that would better enable members to focus on the needs of the travelling public.
- 4.2. It was also agreed that the Governance committee would continue to meet and that all members of the Board should be members of both committees. It is proposed that the Policy committee should meet four times a year and the Governance committee should also meet four times a year. There is no need to change the arrangements for Closure committees and these will continue to be convened as required.
- 4.3. It is proposed that the Policy committee meets in public. However, it is envisaged that there will also be substantial confidential sessions at the Policy committee in order for members to review incomplete research, draft reports and developing perspectives on policy. It would also provide the opportunity to consider issues that are commercially or politically sensitive or that partners may only be prepared to discuss in confidence, such as matters relating to fares and ticketing.
- 4.4. The Governance committee will continue to meet entirely in private as it deals with issues such as the quarterly accounts, progress against the business plan, performance reports, HR reports, risk assessments and other matters relating to the operation of the organisation. It was agreed at the previous meeting of the Board that the Governance committee would be chaired by the member nominated to be the Deputy Chair.
- 4.5. The Governance committee will continue to produce public notes of decisions taken to be included on the agendas of Board meetings. The minutes of the Policy committee would also record any decisions taken during the confidential session.
- 4.6. In addition to the meetings outlined above, it is proposed that there should be four private meetings a year of senior Board members (the chair of the Board, the deputy chair and the chair of the Policy committee) and senior officers (the Chief Executive, the Director of Policy and Investigation and the Casework Manager) plus other officers as appropriate. These meetings would be known as Chair's meetings and would offer the opportunity to look in more depth at issues relating to the operation of the organisation as well as take an overview of strategic issues relating to the work of the Board as a whole. They would take place midway between meetings of the

Governance committee and notes of any decisions made would be reported to the Governance committee.

- 4.7. Appendix A formally confirms changes to the Terms of Reference of the Board and its subsidiary bodies.
- 4.8. It is proposed that these arrangements be reviewed at the end of 2013 in accordance with the Rules of Procedure.

5 Casework reports

- 5.1. At present, the Consumer Affairs committee considers a report on the performance of the Casework team on a quarterly basis. The report covers two areas: the internal performance of the London TravelWatch's casework team and the performance of transport operators in responding to caseworkers' investigations.
- 5.2. It is proposed that in future the part of the report that monitors the performance of the London TravelWatch caseworker team be scrutinised as part of our general internal performance monitoring and that the part that monitors the response of operators and issues arising from casework be considered by the Policy committee, acting as a successor to the Consumer Affairs committee. Internal performance on casework will continue to be reported twice yearly to the Transport Committee as required.

6 Delegated authority to sign off monthly accounts

- 6.1. Under the existing arrangements, members have met monthly as the Governance committee to sign off the monthly accounts. The proposed new structure would include quarterly oversight of the accounts. This report therefore recommends that the Board delegates authority to the chair or deputy chair and the Chief Executive to sign off the monthly accounts, with accounts going to the Governance committee on a quarterly basis along with all the internal performance reports

7 Meeting dates

- 7.1. Members have previously received a table of dates for meetings scheduled to take place in 2013. In light of the proposed changes above, and, as far as possible, taking members' availability into account, a new table of dates is set out overleaf for approval.

8 Equalities and inclusion implications

- 8.1. No implications of this nature arise directly from this report.

9 Legal powers

- 9.1. London TravelWatch is constituted (as the London Transport Users Committee) under the provisions of the Greater London Authority Act 1999. Paragraph 11 of Schedule 18 of the Act requires the Board to meet at least twice a year and whenever convened by the Chairman. Paragraph 12 of Schedule 18 of the Act

empowers that body to delegate the exercise and performance of any of its functions to such sub-committees as it sees fit.

10 Financial implications

10.1. No implications of this nature arise directly from this report.

Appendix A: Proposed terms of reference of subsidiary bodies

1 General

- 1.1. These terms of reference should be read in conjunction with the Board's rules of procedure. If a conflict is found between the two documents, the rules of procedure shall take precedence.
- 1.2. In accordance with the rules of procedure, all members of the Board have a duty to consider the implications for minority interests prior to reaching a decision on any matter.
- 1.3. The subsidiary bodies (including the Governance Committee) shall have delegated authority to act on behalf of the Board. A committee may refer a matter to the Board if it is felt that the issue is of such importance that the full weight of a Board decision is required.
- 1.4. The committees must have the Chief Executive or her nominated representative in attendance when operating as a committee, other than in exceptional circumstances.
- 1.5. The Board or a committee may set up a task force or task forces to consider any matter that falls within its remit. The appointing body shall determine the membership and terms of reference of such task force(s). (A) task force(s) shall report back to the body that set it/them up with reports containing findings/recommendations as appropriate and within the time frame set by the appointing body.
- 1.6. Meeting dates for committees for the following calendar year shall normally be approved by the Board in July each year. Recognising the difficulties caused to members when dates are changed, no committee meeting date shall be changed without the approval of the Chair of the Board and then only for exceptional reasons.
- 1.7. In addition to the chair of a subsidiary body, the Chief Executive shall be invited to participate in the agenda setting of meetings. The non-availability of the Chief Executive or her representative shall not prevent an agenda being agreed.
- 1.8. Subsidiary bodies will no longer elect deputy chairs and in the absence of the chair of that body the meeting will be chaired by another member of the Chair's group and will be considered not quorate if none of these are present.
- 1.9. The working papers of the Governance Committee shall remain confidential to members of the committee and designated senior staff who attend its meetings (exceptions to this shall be at the discretion of the Chair), but minutes of those meetings and of other subsidiary bodies shall be available, so long as they are not designated 'confidential', to the press and public.
- 1.10. The chair (pro tem) of meetings of the committees, at his/her sole discretion, may invite members of the public to participate in discussions on a specific item or specific items on the agenda of meetings.
- 1.11. A committee may recommend to the Chair of the Board any public statements that it believes would be appropriate on any issue that it has considered.

- 1.12. Individual committees may recommend that research be commissioned on any matter to assist it in their work. The chair of the committee should then recommend to the Governance Committee that this research be included in the organisation's programme, subject to resourcing implications and existing commitments.
- 1.13. A committee may agree that any research undertaken in fulfilment of its remit may be undertaken jointly with other agencies.

2 Policy Committee

- 2.1. The remit of the Committee is exercise a general oversight of the organisation's research programme and matters arising from or relating to casework, and to consider matters affecting the journey experience of transport users in greater detail than would be appropriate at a Board meeting, with particular reference to:
 - Proposed changes to fares and the structure of fares and charges affecting transport services in the London TravelWatch area;
 - Proposed changes to the availability, validity and retailing of tickets for transport services operating in the London TravelWatch area;
 - Major changes to route patterns, timetables and transport user information provision;
 - Reports on the performance of Transport for London services and National Rail services in the London TravelWatch area
- 2.2. The committee shall regard a decision of the Board as precedent for the consideration of any related proposals, but it may invite the Board to review its decision provided that it offers a reason to justify a change in policy perspective.
- 2.3. The committee shall normally meet four times a year.

3 Governance Committee

- 3.1. The remit of the Committee is to exercise general oversight of the operation of the organisation, with particular reference to :
 - governance;
 - the role and responsibilities of members (insofar as this is an London TravelWatch and not a London Assembly responsibility);
 - preparing budgets and monitoring expenditure;
 - staff (including their general terms and conditions of appointment and salaries);
 - the overall performance of the organisation; and

- the conduct of Board meetings.

3.2. The Committee shall keep under review London TravelWatch's rules of procedure and the terms of reference of its subsidiary bodies, and propose changes to the Board when appropriate.

3.3. The Committee shall normally meet four times a year.

4 Chair's Group

4.1. The remit of the Group is to exercise a general oversight of the operation of the Board and its subsidiary bodies and to look in more depth at issues relating to the operation of the organisation.

4.2. The Group shall normally meet four times a year.

4.3. Any substantive decisions made by the Group will be reported to the Governance Committee formally

4.4. General matters discussed by the Group will, as appropriate, be informally reported to the Governance Committee by the Chair.

5 Closures Committee

5.1. A Closures Committee shall be established when required to consider, and to determine policy and/or make recommendations (as appropriate) in respect of, any proposal for the total closure of a station and/or line in the London TravelWatch area under the relevant provisions of the Railways Act 2005 or any subsequent legislation.

Meetings 2013

2013	Board meeting	Governance committee	Policy committee
March	19.03.13	12.03.13	
April			23.04.13
May	07.05.13	21.05.13	
June			11.06.13
July	23.07.13	23.07.13 (after Board)	
August			
September			10.09.12
October	15.10.13	29.10.13	
November	26.11.13		
December			10.12.13

Please note:

Meetings will begin at 9.30 am and should conclude by lunchtime (with the exception of the Governance committee on 23 July, which will take place in the afternoon following the Board meeting). There will be an informal joint event with the staff following the Policy committee on 10 December.

Please could members hold the afternoons of the Board meetings for possible external visits.

Please could members hold the following dates for other possible events, such as training, visits, or report launches etc: 25 June;
16 July



Agreed at Board meeting 01.02.11

London TravelWatch governance arrangements

1 General

- 1.1. These terms of reference should be read in conjunction with the Board's rules of procedure. If a conflict is found between the two documents, the rules of procedure shall take precedence.
- 1.2. In accordance with the rules of procedure, all members of the Board have a duty to consider the implications for minority interests prior to reaching a decision on any matter.
- 1.3. The committees (including the Governance Committee) shall have delegated authority to act on behalf of the Board. A committee may refer a matter to the Board if it is felt that the issue is of such importance that the full weight of a Board decision is required.
- 1.4. The committees must have the Chief Executive or her nominated representative in attendance when operating as a committee, other than in exceptional circumstances.
- 1.5. The Board or a committee may set up a task force or task forces to consider any matter that falls within its remit. The appointing body shall determine the membership and terms of reference of such task force(s). (A) task force(s) shall report back to the body that set it/them up with reports containing findings/recommendations as appropriate.
- 1.6. Meeting dates for committees for the following calendar year shall normally be approved by the Board in July each year. Recognising the difficulties caused to members when dates are changed, no committee meeting date shall be changed (unless all non-ex-officio members of the committee agree) without the approval of the Chair of the Board and then only for exceptional reasons.
- 1.7. In addition to the chair of a subsidiary body, the Chief Executive and the vice-chair of that subsidiary body shall be invited to participate in the agenda setting of meetings. The non-availability of the Chief Executive and/or the vice-chair shall not prevent an agenda being agreed.
- 1.8. The working papers of the Governance Committee shall remain confidential to members of the Group and designated senior staff who attend its meetings (exceptions to this shall be at the discretion of the Chair), but minutes of those

meetings and of other subsidiary bodies shall be available, so long as they are not designated 'confidential', to the press and public.

- 1.9. The chair (pro tem) of meetings of the committees, at his/her sole discretion, may invite members of the public to participate in discussions on a specific item or specific items on the agenda of meetings.
- 1.10. A committee may recommend to the Chair of the Board any public statements that it believes would be appropriate on any issue that it has considered.
- 1.11. Individual committees may recommend that research be commissioned on any matter to assist it in their work. The chair of the committee should then recommend to the Executive Group that this research be included in the organisation's programme, subject to resourcing implications and existing commitments.
- 1.12. A committee may agree that any research undertaken in fulfilment of its remit may be undertaken jointly with other agencies.

2 Consumer Affairs committee

- 2.1. The remit of the committee shall be to:
 - oversee the handling of casework by the secretariat;
 - set and monitor targets for the handling of casework;
 - discuss their complaints handling with transport operators;
 - determine how best to progress matters where individual cases give rise to broader policy issues;
 - review cases where the complainant is dissatisfied with the secretariat's response;
 - consider changes to passengers' charters, bye-laws and other consumer law issues;
 - consider the results of any general surveys of passenger opinion commissioned by London TravelWatch;
 - consider proposed changes to fares and the structure of fares affecting transport services in the London TravelWatch area;
 - consider proposed changes to the availability, validity and retailing of tickets for to transport services operating in the London TravelWatch area;
 - consider any matter of fares and/or ticketing policy that it believes should, in the interests of transport users, be investigated;

- have regard for value for money for fare- and tax-payers in making its decisions; and
 - receive for information reports from the secretariat relating to action it has taken on behalf of the committee under delegated authority approved by the Board.
- 2.2. There shall be no further opportunity for appeal within London TravelWatch from any decisions of the committee relating to individual cases, but every complainant whose case has been closed by the organisation shall be advised of their right of appeal to the Local Government Ombudsman if they believe that maladministration has occurred. In addition, London TravelWatch will maintain an internal complaints procedure for responding to complaints made about the organisation.
- 2.3. The committee shall refer matters to the Board for further consideration when the issues raised involve the establishment of (or a potential change to any) agreed perspectives by London TravelWatch on substantive issues of transport policy.
- 2.4. The committee may refer unresolved cases relating to the National Rail network to the Department for Transport under Section 252C(3) of the GLA Act 1999 (as amended), or any equivalent legislation that may supersede this.
- 2.5. The committee may arrange for London TravelWatch to consider appeals relating to the National Rail network jointly with Passenger Focus. Such joint working may include the formation of a joint committee of members of both London TravelWatch and Passenger Focus. But any referrals under paragraph 5.1.3 above, relating to issues arising solely in the London TravelWatch area (i.e. the London railway area as defined in Section 252A(2) of the Greater London Authority Act 1999, as amended) shall remain the responsibility of London TravelWatch members alone.
- 2.6. The committee shall regard a decision of the Board as precedent for the determination of similar complaints received at a later date, but it may invite the Board to review its decision provided that it offers a reason to justify a change in a policy perspective.
- 2.7. The committee shall not be chaired by a member who is either the chair of the Board or the chair of the Transport Services committee.
- 2.8. The committee shall normally meet four times a year.

3 Transport Services committee

- 3.1. The remit of the committee shall be to:
- consider any matter affecting the journey experience of transport users including (but not limited to):
 - actions to improve the end-to-end journey experience,

- information provision,
- enhancing the design and operation of stations, stops and transport interchanges,
- the design of rolling stock, buses, taxis, etc.,
- access to healthcare facilities,
- community safety and personal security,
- social inclusion, and
- affordability;
- consider specifically the transport provided for and the needs of passengers with disabilities, including the convening, from time to time, of meetings of the Public Transport Design Panel; and
- consider matters affecting the provision of transport services as they affect passengers, including (but not limited to):
 - major changes to route patterns and timetables,
 - operational and performance reports,
 - standards of service delivery,
 - major changes to transport service contracts and rail franchises, and
 - transport infrastructure projects;
- receive for information reports from the secretariat relating to action it has taken on behalf of the committee under delegated authority approved by the Board.

3.2. The committee shall regard a decision of the Board as precedent for the consideration of any related proposals, but it may invite the Board to review its decision provided that it offers a reason to justify a change in a policy perspective.

3.3. The committee shall not be chaired by a member who is either the chair of the Board or the chair of the Consumer Affairs committee.

3.4. The committee shall normally meet four times a year.

4 Closures Committee

4.1. A Closures Committee shall be established when required to consider, and to determine policy and/or make recommendations (as appropriate) in respect of,

any proposal for the total closure of a station and/or line in the London TravelWatch area under the relevant provisions of the Railways Act 2005 or any subsequent legislation.

5 Governance Committee

5.1. The remit of the Committee is to exercise general oversight of the operation of the Board, with particular reference to :

- governance;
- the role and responsibilities of members (insofar as this is an London TravelWatch and not a London Assembly responsibility);
- preparing budgets and monitoring expenditure;
- staff (including their general terms and conditions of appointment and salaries);
- the overall performance of the organisation; and
- the conduct of Board meetings.

5.2. The Group shall keep under review London TravelWatch's rules of procedure and the terms of reference of its subsidiary bodies, and propose changes to the Board when appropriate.

5.3. The Group shall normally meet ten times a year.