1 PURPOSE AND DECISION REQUIRED

1.1 This paper sets out proposed changes to the scrutiny and review arrangements for TfL’s Investment Programme that are used to provide assurance to the Finance and Policy Committee and TfL Board.

1.2 The Finance and Policy Committee considered a paper at its meeting on 24 November 2009 and recommends to the TfL Board the proposals for the establishment of an independent Investment Programme Advisory Group (IPAG) to strengthen the assurance arrangements for Investment Programme projects.

2 BACKGROUND

The Corporate Gateway Approval Process (CGAP)

2.1 In 2008, a gateway process was established across TfL to ensure adequate and consistent review of projects prior to financial approval. The Corporate Gateway Approval Process (CGAP) linked project review activity to financial approval and broadened the pre-existing scrutiny by the Project Review Group (PRG). PRG is a group consisting of modal finance and project directors, chaired by the Managing Director Finance, which was established with a remit to look at affordability and value for money. This role has been broadened to include deliverability, readiness and strategic fit amongst other criteria at predetermined points in a project’s lifecycle.

2.2 An overview of the CGAP process is set out in Appendix 1. It was designed to reflect industry best practice in project assurance building upon similar processes established in the railway industry (e.g. GRIP) and elsewhere, such as the Office for Government Commerce (OGC) Gateway reviews. The key elements of the CGAP are:

(a) Assurance of the deliverability, affordability and value for money of the project or programme is undertaken at key commitment points (gates) in the project/programme lifecycle.
(b) Projects are reviewed against nine key lines of inquiry (including financial estimation, project governance and technical deliverability) to ensure a robust assessment of the project. Gate workbooks provide details of the lines of inquiry and the expected evidence to be provided at each gate. Prior to submission for approval at a project gate, a gate review is undertaken.

(c) Gate reviews draw together the existing assurance mechanisms in existence within TfL such as External Expert Reviews (formerly Independent Engineer Reviews, conducted by a firm such as Halcrow or Mott McDonald), Internal Audit and modal level reviews to provide an assessment of the project’s readiness to proceed to the next stage of its development.

(d) Approval to proceed to the next stage is only given if it is demonstrated that a project remains deliverable, continues to have a valid business case that confirms it represents value for money, is affordable and has developed to an appropriate level of maturity.

(e) The granting of project authority gives approval to the project to proceed until the next specified corporate gate; and to complete a scope of work, to a given cost (including risk allowance and management contingency) within a given timescale.

2.3 All projects with a total cost of over £5m are subject to review and approval by the PRG (around 60 a year) and these reviews are managed by the Investment Programme Management Office (IPMO) within Group Business Planning and Performance.

2.4 Following review by the PRG, recommendations for approval are made. Depending on the overall cost of the project papers authorisation is sought from the Managing Director, Finance, the Commissioner, Finance and Policy Committee and the TfL Board.

3 REQUIREMENTS FOR ENHANCED INDEPENDENT ASSURANCE PROCESS

Agreement between the Mayor and the Secretary of State for Transport

3.1 Following the administration of the Metronet companies, London Underground has taken on responsibility for the management of the investment programme for the BCV and SSL lines. As a result, London Underground has revised its management structure into broad areas of Delivery, Client and Support to reflect the increased responsibilities.

3.2 In addition, the Mayor and the Secretary of State for Transport have agreed revisions to the governance and assurance of the delivery of the TfL Investment Programme. While these new arrangements were developed in relation to London Underground, it is proposed that they will apply to the entire Investment Programme, including all maintenance, renewal, upgrades and major projects across the modes, but not operations.
3.3 The key proposals for the new arrangements are as follows:

(a) An enhanced project assurance process that provides reporting to the TfL Board, building on the existing gateway approval process, will be established.

(b) A group of independent advisors will be appointed to provide advice and scrutiny on the delivery of the Investment Programme to the Finance and Policy Committee and the Board.

(c) The appointment of advisors will be based on relevant professional qualifications, skills and experience in engineering, project finance, asset maintenance, renewal and whole life asset management, delivery of major infrastructure projects (including those with complex interfaces), management of contracts and large organisations, risk management and project management disciplines.

(d) The Group will oversee the existing system of gateway reviews for each project and may review and report on any aspect of project delivery including cost and programme deliverability.

(e) The current arrangements will be retained whereby reviews are undertaken at pre-determined points and conducted by an independent firm of engineering or project management consultants, with an aspiration to use a single firm for large/long-term projects for the duration of the project where practical.

(f) The Group will consider the reviews produced by the consultants and provide its comments and advice to the Finance and Policy Committee.

(g) The Group will share the reviews, and any additional comments or advice and any other reports it provides to the Finance and Policy Committee, with the Department for Transport (DfT) in parallel on a confidential basis, save where, in the opinion of DfT, relevant information has to be shared with the European Commission.

Key activities of the Investment Programme Advisory Group (IPAG)

3.4 It is proposed to establish an Investment Programme Advisory Group (IPAG) to fulfil these commitments. The Group will act in an advisory capacity to both the Finance and Policy Committee and TfL Board, building on the existing process of gateway reviews and external expert reviews to provide additional experienced independent input into project design, execution and delivery of the TfL Investment Programme.

3.5 Each year, the IPAG will propose a workplan for the year to the Finance and Policy Committee for its agreement. The plan will cover both the Group’s involvement in the review of specific projects and its activities to form a broader assessment of the delivery of the Investment Programme. The workplan will be kept under review by the Group, and changes will be proposed to the Finance and Policy Committee as required.
3.6 The intention will be for the IPAG to develop a strong understanding of the projects on which it will pass comment and the methodologies used for their delivery. These projects by their nature and size are the most complex within the Investment Programme both in terms of technical and commercial complexity.

3.7 For each review of a major project it is proposed that a minimum of two members of the IPAG will be nominated by the Group’s Chair (see below) to lead the Group’s involvement in the process and provide comment on the findings of the review. This will involve:

(a) Overseeing the selection of consultants for the reviews of major projects;
(b) Agreeing the scope of work for the consultants for each review;
(c) Commenting on the conclusions of consultants to be submitted alongside project approval papers presented to the Finance and Policy Committee;
(d) Reviewing progress on projects between gate as they determine; and
(e) Commission (through the IPMO) other reviews as they or the TfL Finance and Policy Committee or Board may consider appropriate, reporting to the Finance and Policy Committee of TfL Board as appropriate.

The Group members nominated to lead on any one project review may wish to seek additional input from other group members with relevant expertise. The overall outputs of the Group will be overseen by the appointed Chair.

3.8 The IPAG will also give an overall view on the delivery of the Investment Programme at portfolio level. The IPAG will therefore:

(a) Review delivery of the Investment Programme, including management and organisational capability and the efficiency, effectiveness and economy of delivery of the Investment Programme, reporting to the Finance and Policy Committee as appropriate; the Group may examine any aspect of the investment programme, including individual project delivery outside the formal gate reviews; and
(b) Publish an annual report on TfL’s overall delivery of its Investment Programme drawing out any common themes and lessons learnt from the work of the Group.

3.9 In practical terms, the output of the Group will accompany the existing project approval papers to the Finance and Policy Committee, and relevant members of the IPAG will attend Finance and Policy Committee meetings for discussion of issues as appropriate. Papers presented for approval will be accompanied by appropriate TfL management responses to recommendations made by the Group.

3.10 The IPMO will provide the support required for the effective operation of the Group.
Proposals for Group Membership

3.11 The IPAG will need a membership with a broad mix of professional qualifications, skills and experience required for the successful delivery of major transportation projects. These include engineering, project finance, asset maintenance, renewal and whole life asset management, delivery of major infrastructure projects (including those with complex interfaces), management of contracts and large organisations, risk management and project management disciplines.

3.12 It is proposed that the Group should have six to eight members, each member appointed for a period of two years. Appointments to the Group, including nominating one member as Chair, will be undertaken by the Mayor as Chairman of TfL and applicants will be assessed against the role specification set out in Appendix 3. The shortlist for Group members and the associated appointment process will be agreed with the Secretary of State for Transport.

3.13 There will need to be careful control of potential conflicts of interest of Group members in both the advice given and the information made available as part of the scrutiny process. The process to manage conflicts will be detailed in conditions of appointment of Group members and each member will be required to maintain an up to date list of any other work activity that may be considered a conflict in the provision of advice to the TfL Board and its Committees.

Scope of the IPAG

3.14 The Investment Programme contains 34 projects/programmes with a total cost over £50m. The expenditure on these projects/programmes to 2017/18 accounts for approximately 73 per cent of the total investment programme directly managed expenditure.

3.15 The corporate gateway process operates on all projects with an estimated final cost greater than £5 million. The IPAG is expected to focus on reviews of projects over £50 million, unless it is considered that certain lower value projects should be included in the annual work plan, for example where these are particularly high risk or illustrate any systemic issues which the Group may have identified.

3.16 The role of the IPAG will extend over the entire Investment Programme, including all maintenance, renewal, upgrades and major projects across the modes, but not operations. The IPAG will not have remit over the Tube Lines PPP contract, which is subject to review by the Arbiter.

3.17 It is intended that as a minimum benchmarking cost data and other relevant information shared by London Underground with the PPP Arbiter will also be made available to the Group, to reduce any potential duplication and ensure common data sets for review. The Secretary of State will want to consult with the Arbiter on the best working arrangements between the Arbiter and the Group.
3.18 As a result of the (prospective) delegations from TfL Standing Orders to reflect Crossrail’s separate governance and assurance arrangements, the Crossrail project has established arrangements for project assurance to the TfL and the DfT joint Sponsor Board through an independent Project Representative. It is therefore not intended that Crossrail will be subject to scrutiny by the IPAG although this will be reviewed with the DfT.

4 RELATIONSHIP WITH THE AUDIT COMMITTEE

4.1 One of the roles of the Audit Committee is ‘to review the effectiveness of internal controls in place throughout the TfL Group, on the basis of reports from TfL management, Internal Audit and External Auditors. Internal control is not restricted to financial control but includes, inter alia, the arrangements that management has put in place for oversight and assurance of the Investment Programme’.

4.2 A primary source of assurance for the Audit Committee that risks to the delivery of projects are recognised and adequately managed is the work of Internal Audit. Wherever possible, Internal Audit relies on assurance work carried out by others as part of the gateway process and will restrict its work to determining whether the identified source of assurance can be relied upon. Internal Audit will continue to place reliance on the audit of the Investment Programme assurance process and, where necessary, will carry out assurance which is designed to supplement the work of the IPAG and to provide assurance on its role in the gateway and approvals processes.

4.3 Where additional detailed audit work on specific risk areas is considered necessary and is not covered by other assurance providers as part of the gateway process, the audit activity, as in the past, will be coordinated with the activities of the IPMO and the IPAG to ensure disruption to project delivery is kept to a minimum.

4.4 Where assurance activity undertaken by Internal Audit is related to the delivery of the Investment Programme the information will be provided to the IPAG to support its formation of overall conclusions on the delivery of the Investment Programme.

5 COSTS OF NEW APPROACH

5.1 There are three principal areas of cost associated with the proposed approach.

Remuneration for members of the IPAG

5.2 It is anticipated that the IPAG members will need to commit around 10 to 15 days annually. This is based on the assumption that each Group member will be involved in the review of a number of projects each year with a total input of one and a half days per review. Additionally the IPAG members will commit a further five days or more for evaluation of systemic issues impacting the delivery of the Investment Programme and preparation of the annual report.
5.3 The level of input for the IPAG members will be confirmed in the final agreement of the arrangements with the DfT and will be informed by testing the market to determine the right balance between the need to dedicate an appropriate amount of time to the required activities and the time availability of suitably skilled individuals.

5.4 Each Group member will receive a fixed annual remuneration, which will be subject to review annually. The actual remuneration will be determined prior to advertisement following more detailed evaluation of the potential workload.

Support costs from TfL

5.5 Management of the gateway process and provision of information to the Group would be undertaken by the IPMO. In the first instance, the IPMO would look to absorb the additional workload within the current resources, although this will be reviewed once the new arrangements are in place.

5.6 The IPMO will facilitate access of the IPAG to relevant information on delivery of the Investment Programme and where requested by the members of the IPAG will arrange meetings with TfL Officers and Suppliers.

Costs for external consultancy support for reviews

5.7 The gateway process currently uses external technical advisors in a highly targeted way. The scope of the reviews and the individual terms of reference will be reviewed with the IPAG members to determine whether the review activity should become broader in future.

6 CONCLUSION AND NEXT STEPS

6.1 It is proposed to establish an Investment Programme Advisory Group that will report to the Finance and Policy Committee and TfL Board on TfL’s delivery of the Investment Programme, supporting and building on the existing Gateway process to provide additional scrutiny of high risk/value projects as well as reviewing delivery of the Investment Programme at portfolio level.

6.2 Appointments to the Group, including the appointment of the Chair, will be made by the Mayor as Chairman of TfL. The criteria for appointment and shortlist of candidates will also be agreed with the Secretary of State for Transport.

6.3 The IPAG will provide additional support to the Finance and Policy Committee and TfL Board when making project approval decisions and will provide a coherent independent perspective on progress of delivery of the Investment Programme, including all maintenance, renewal, upgrades and major projects across the modes, but not operations.

6.4 The intention is to establish the IPAG during the final quarter of 2009/10 in order to move into full operation early in the 2010/11 financial year.
7 RECOMMENDATION

7.1 The Board is asked to:

(a) APPROVE in principle the proposed arrangements for the establishment of the Investment Programme Advisory Group; and

(b) DELEGATE to the MD Finance authority to finalise these arrangements.

8 CONTACT

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Appendix 1

Gateway Process Overview

The key stages of the gateway process are set out below.

Overview of Gateway process

There are 5 Corporate Gates that apply at the following stages of a project’s lifecycle:

- **Corp A**: Project commencement
- **Corp B**: Single option selection
- **Corp C**: Pre-tender approval
- **Corp D**: Contract award
- **Corp E**: Project close

To pass each gate the project must demonstrate it meets a defined set of criteria based on nine lines of inquiry. An overview of the key criteria to pass each gate is shown below.

The outcome of a corporate gate review is a recommendation to the Project Review Group (PRG), chaired by MD Finance, as to whether a project or programme should proceed to the next stage in its lifecycle.

The granting of project authority gives approval to the relevant project to:

a) Proceed until the next **specified corporate gate**; and

b) Complete a **scope of work**, to a **given cost** (including risk allowance and management contingency) within a **given timescale**.

Where the levels of authority required are greater than those delegated to the MD Finance under Standing Order No 2, the decision, informed by the gateway approval process, is whether or not to recommend the project for approval to the relevant authorising body (i.e. the Commissioner or TfL Board).

A table setting out the key criteria required to pass each gate is set out below:
### Key criteria to pass each gate

<table>
<thead>
<tr>
<th>Gate</th>
<th>Principal confirmation required</th>
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| **Project commencement** | • The problem to be addressed is adequately defined and is understood  
                               • The project is aligned with strategic objectives  
                               • The project is affordable (development funding in Budget and implementation funding identified in Business plan) and provides good value for money |
| **Single option selection** | • Project requirements have been developed and are clear  
                               • An adequate range of options has been examined  
                               • The single option chosen provides the best value for money and aligns with strategic objectives  
                               • Funding has been allocated in Business plan/Budget for development and implementation |
| **Pre-tender** | • The procurement strategy is appropriate for the project  
                               • Legal and procurement policy requirements have been followed eg OJEU  
                               • Market testing has been undertaken and there is an appetite for the project that will lead to competitive pricing  
                               • Consents have been achieved or the contract takes account of consent requirements |
| **Contract award** | • Arrangements are in place for managing suppliers post-contract award  
                               • Legal and procurement policy requirements have been followed  
                               • Supplier chosen demonstrates best value for money |
| **Project close** | • Benefits achieved are identified and reported  
                               • The project has been successfully transferred to operations  
                               • All funding issues have been closed out  
                               • Statutory obligations have been complied with |
| **Programme gate** | • The programme is aligned with TfL’s strategic objectives  
                               • The programme is affordable (funding allocated in Business plan) and provides good value for money  
                               • The programme has delivered against its business case and plan in the previous year  
                               • Delivery plans are in place for the following years |

Each gate has a corresponding gate workbook setting out full details of the key challenges against each line of inquiry and the evidence that is expected from the project to demonstrate the project is suitably developed to pass through the gate.
Appendix 2

Agreement between the Mayor and the Secretary of State for Transport

MANAGEMENT OF TfL INVESTMENT PROGRAMME

Summary
This note sets out strengthened arrangements for the management, governance and assurance of the TfL Investment Programme. It responds to the increased size of the London Underground investment programme following the transfer of responsibilities from the former Metronet companies but covers all of the TfL Investment Programme, including all maintenance, renewal, upgrades and major projects, but not operations. It includes:

- A clearer structure for the management of investment under the new Managing Director, London Underground
- More visibility within that structure of LU Directors with responsibility for Investment Programme delivery
- A clear separation of client and delivery functions within LU
- Agreement of delivery strategies for major investment projects
- Focused use of external delivery partners
- TfL Board and Committee oversight of investment programme delivery
- An enhanced independent assurance process reporting to the TfL Board and the Mayor (as Chair), drawing on the expertise of engineering consultancies and overseen by a panel of independent expert advisers appointed by the Mayor of London from a shortlist agreed with the Secretary of State for Transport
- Continuous independent review of major projects
- Transparent reporting of performance
- Continuing external audit of value for money

Background
Following the administration of the Metronet companies, LU has had to take on responsibility for the management of the investment programme previously undertaken by them (most notably the Sub-Surface Lines upgrade and the Victoria Line Upgrade, but also track and civils renewals and completion of station enhancement and refurbishment projects). This is alongside the substantial investment programme which had not been undertaken by the Infracos, including major station capacity relief projects (eg Victoria), power upgrades (in part undertaken by EdF Powerlink under a modified PFI structure) and tunnel cooling projects. It is appropriate to consider therefore how these works are undertaken and the systems of governance and assurance on their delivery.
Management of the Investment Programme
LU has revised its management structure to reflect these increased responsibilities into broad areas of Delivery, Client and Support. In respect of the Investment Programme, the Delivery function is split between a Director of Line Upgrades and a Director of Projects (responsible for projects other than the Line Upgrades and the management of the Tube Lines PPP contract); in due course these directorates may be combined into one. The Director of Strategy and Service Development (S&SD) provides the Client function for the Investment Programme, specifying the outputs to be delivered by projects. There is a clear change procedure managed by S&SD and changes to scope cannot be made without their agreement.

With these revisions to the management structure of LU, and under the appointment of a new Managing Director, there will be more visibility of senior LU staff to meetings of the TfL Board and its Committees and Panels and more transparency of decision-making within LU as a result.

After the failure of Metronet, LU inherited a number of its sub-contracts:
- On the Victoria Line Upgrade, Bombardier is the principal supplier, manufacturing the rolling stock, sub-contracting the signalling upgrade to Westinghouse and taking overall responsibility for systems integration
- On the Sub-Surface Lines upgrade, Bombardier is again manufacturing the rolling stock but the signalling supply sub-contract was terminated. A new signalling contract is expected to be let early in 2010. LU has built an integrated programme management and systems integration team with support from Parsons Brinckerhoff and Booz Allen.
- On track, the contract with Balfour Beatty was amended and runs until March 2011, at which point it will be re-competited.
- Renewals of civils and station works are managed through frameworks of suppliers.

Delivery Strategies
For each major project, LU has produced a Delivery Strategy which sets out how the project will be procured and managed. These will include the form of contracts, use of outside partners and risk management. Approval of the Delivery Strategies is a key part of the project governance discussed below. Delivery strategies for major projects will be shared with DfT and, in support of his continuing role in respect of the Tube Lines PPP contract, with the Office of the PPP Arbiter.

Overall LU governance
LU is subject to TfL’s systems of governance through its Standing Orders. Projects with a value of over £50m require the approval of TfL’s Finance Committee and those with a value of over £100m require the approval of the TfL Board. The Rail and Underground Panel, a sub-committee of the TfL Board chaired by Christopher Garnett, undertakes scrutiny of LU’s operations and investments but does not approve projects. The Board and its Committees benefit from several members with significant experience of capital investment.

Enhanced independent assurance process: Panel of independent expert advisers
There will be an enhanced governance process reporting to the TfL Board, building on an existing Gateway approval process. The Mayor will appoint a panel of independent advisers to the TfL Board to provide assurance on the delivery of the Investment Programme.
The Secretary of State and Mayor will agree the terms of reference of the panel, including the criteria for appointment of the independent advisers, which will be based on relevant experience in a range of disciplines including engineering and project management - as a whole the panel will need to be in a position to offer expert advice on all of the areas within its terms of reference. The Mayor will draw up a shortlist for appointments to the panel which will then be agreed with the Secretary of State. The Mayor will make appointments from the agreed shortlist.

The panel will be directly accountable to the TfL Board. The panel will oversee the system of Gateway reviews for each project. At pre-determined points in a project’s lifecycle, a review will be undertaken on all aspects of project delivery including cost, programme deliverability, and compliance with domestic and EU procurement rules. The review will be conducted by an independent firm of engineering or project management consultants. For large and long term projects, such as LU line upgrades, TfL would seek to use one firm of consultants to report on the project for its duration. The panel will oversee the selection of the consultants, agree their scope of work and offer commentary on their conclusions. The TfL Board will ensure, as part of its annual approvals of TfL’s Business Plan and Budget, that these reviews are adequately resourced and that the remuneration of the panel members is sufficient to attract advisers with the requisite experience.

The reviews will be submitted to the Board and its relevant committees, as part of the approval of the relevant Gateway. Reviews will be accompanied by a TfL management response setting out how the issues raised in the review have been or will be dealt with.

In addition, the panel will be able to review progress on projects between Gateway reviews, and review delivery of the investment programme at a portfolio level, including management and organisational capability and the efficiency, effectiveness and economy of delivery of the investment programme. The panel’s remit covers the entirety of TfL’s investment programme, including all maintenance, renewal, upgrades and major projects, but not operations. The panel will commission other reviews as it or the TfL Board consider appropriate.

For projects larger than £5m but lower than £50m, and so not requiring Board or Committee approval, the Gateway review process will be conducted in the same way but with the reviews presented to TfL senior management and approvals reported to the Finance Committee.

The panel will share the reviews, and any additional commentary provided by the panel when it submits them to the Board, with DfT officials on a confidential basis, save where, in the view of DfT, relevant information has to be shared with the European Commission.

The panel will be under a duty to report to the TfL Board at least annually, drawing overall conclusions on the delivery of the Investment Programme. The annual report will be published.
LUL Reporting
We are now publishing four-weekly performance reports on our website on the activities taken over from the former Metronet companies. We will send these reports direct to Government. In addition, LU is continuing to make information fully available to the PPP Arbiter and will continue to publish the Annual PPP Report which will now cover its own performance in these areas as well as that of Tube Lines.

Quarterly Investment Reports are provided to the TfL Finance Committee and Board alongside Operational and Financial Reports. These are publicly available as part of the TfL Board papers.

Assurance
The project governance arrangements above are a key part of TfL’s assurance on delivery of the investment programme. In addition, since LU is a company regulated under the Companies Act, external audit is undertaken, currently by KPMG. The Audit Commission appoints an external auditor to undertake value for money audit of TfL and its subsidiaries, including LU. We have a policy of using the same external auditor for the audit of our subsidiaries as appointed by the Audit Commission to ensure that they have a comprehensive overview.

Conclusion
It is important that the systems of governance and assurance recognise the devolution of responsibility to the Mayor under the GLA Act. Thus, whilst Government retains a strong interest in the delivery of LU investment from its continued grant support, it is ultimately for the Mayor and the Board to decide which projects proceed and to manage their delivery.

All systems of governance and assurance have a cost and it is important therefore that we do not establish parallel systems but build on existing systems to provide the assurance required by all parties. The proposals suggested above have been developed with that principle in mind.
Appendix 3

Construct of the IPAG and outline person specification

Investment Programme Advisory Group

The Group will consist of six to eight members to advise the Finance and Policy Committee and TfL Board. Building on TfL’s existing gateway review process, its primary role will be to provide advice in relation to decisions on major Investment Programme projects and other aspects of the TfL Investment Programme as it or the Finance and Policy Committee see fit.

The TfL Investment Programme Management Office (IPMO) will provide the support required for effective operation of the Group.

Members of the Group will be appointed for a period of two years.

Person Specification

Demonstrable direct experience of leading the delivery of major infrastructure projects, ideally transportation related

Chartered member of relevant institution

Holder of senior role in project delivery or project client organisation

Visible figure in the project management, commercial or engineering community

Technical or commercial background

Experience of working at Board level in a large organisation

Detailed understanding of project appraisal methodologies

Demonstrable experience in delivering complex projects to time and budget

Able to contribute 10 to 15 days annually including occasional travel to London