

Board

Date: 9 November 2017

Item: TfL Standing Orders

This paper will be considered in public

1 Summary

- 1.1 TfL's primary internal governance document is Standing Orders which set out the role and responsibilities of the Board, the decision-making structure and proceedings of the Board and the delegation of authorities to groups and individuals beneath the Board within TfL.
- 1.2 This paper sets out proposed changes to Standing Orders. The main reasons for the changes are to update Standing Orders to take account of new powers available to TfL, to reflect changes in some of TfL's reporting lines, to clarify the application of Standing Orders to commercial property activities and to refine some of the provisions more generally to add greater clarity.
- 1.3 To enable the Board itself to focus on strategic oversight of TfL in its operations and its plans for investment and development, some matters currently reserved to the Board are proposed to be delegated to its Committees. The combination of the strength and depth of the Committees' members and their focus on specific aspects of TfL's business will enable a better level of scrutiny; it will also enable decisions to be made more quickly where that agility is necessary and reduce the need for ad hoc delegations from the Board. As now, Committee meetings are held in public and any Board member may attend and receive the meeting papers, whether or not they are a member of the Committee concerned.

2 Recommendations

- 2.1 **That the Board note the paper and:**
 - (a) **approve the proposed revised Standing Orders, including revised authorities as set out in Appendix 1 to this paper;**
 - (b) **approve the revised terms of reference of TfL's Committees and Panels as set out in Appendix 2 to this paper; and**
 - (c) **delegate to the Deputy Chair of TfL, in consultation with the Chair and members of the Remuneration Committee, approval of revised terms of reference of the Remuneration Committee,**

3 Background and outline of proposed changes

3.1 The key changes that are proposed are summarised below.

Standing Orders

3.2 Since the last revision of Standing Orders in September 2016, TfL has been given new powers to form limited liability partnerships. Standing Orders currently refer to companies and so the proposal is to widen this to refer to 'entities' or 'corporate entities' to cover other types of corporate vehicles such as limited liability partnerships.

3.3 As TfL's commercial activities evolve, further clarity is needed on the application of Standing Orders to those activities. There are, therefore, proposed changes to a number of definitions, such as 'Land Transaction' and 'Commercial Development' to reflect this and also to clarify the approach to valuing Land Transactions for the purpose of determining who has the correct level of approval authority under Standing Orders. Some of the approaches to governance of Programmes are also proposed to apply to Land Transactions.

Corporate Entities

3.4 Following the establishment of TfL's Property Partnerships Framework, TfL will set up or take interests in an increasing number of corporate entities as part of the joint venture arrangements. To help streamline this process, the proposal is for the Finance Committee, rather than the Board, to approve the formation, acquisition or disposal of corporate entities by TfL in relation to commercial development activities. A similar delegation is proposed for the Programmes and Investment Committee should the matters before that Committee entail new corporate structures. There is also a proposal to delegate authority to the Commissioner to appoint and remove directors of TfL subsidiary, associate or joint venture entities where TfL's approval is required. It is also proposed that the Commissioner is appointed shareholder representative on behalf of TfL in respect of its subsidiary Transport Trading Limited.

Reporting Lines

3.5 Changes in some reporting lines within the TfL structure and the creation of new positions also require consequential amendments in Standing Orders. For example, not all Directorates are headed by a Managing Director as defined in Standing Orders and specific adjustments have been proposed to cater for that structure. The Commissioner has also been added to the list of officers who can give certain permissions, for example the ability to authorise TfL officers who can sign documents and give permissions under Standing Order 129 which implements the Board's general delegation to TfL officers in relation to their day to day responsibilities. The Commissioner may also exercise delegations which are otherwise given to specific Officers. Other new positions have been added where appropriate, for example, Chief Procurement Officer.

Delegations

- 3.6 To enable a comprehensive view to be taken by the Finance Committee and the Programmes and Investment Committee on the matters before them, it is proposed that the £25m cap on their respective delegations to give unbudgeted Financial Authority should be removed. The Programmes and Investment Committee currently has unlimited Programme and Project and Procurement Authority and the Finance Committee has unlimited Land and Procurement Authority. This change will bring Financial Authority within the same arrangements and levels of authority.
- 3.7 Approval of all Transactions over £25m that are not otherwise specifically within the remit of the Finance Committee or the Programmes and Investment Committee will be delegated to the Finance Committee unless, by agreement with the Chair of the Programmes and Investment Committee, a matter should be considered by that committee.
- 3.8 The Chairs of the Programmes and Investment Committee and Finance Committee will continue to report to the Board on all matters considered and approved by the respective Committees. Further, the Deputy Mayor and Chairs of these Committees can refer any matter to the Board for consideration if they consider it appropriate and Board Members who are not members of these Committees can attend but not vote at any meeting if they so wish.
- 3.9 Given that, subject to the approvals requested in this paper, the Finance Committee and Programmes and Investment Committee will consider for approval the majority of Transactions over £100m, it is further proposed to clarify that the existing ability for committees (but not Officers) to sub-delegate their authorities can apply to all matters within their respective remits.
- 3.10 The Commissioner is also proposed to have unlimited authority to approve the receipt of income or other benefits under third party section 106 planning agreements which are not explicitly referred to in current Standing Orders.
- 3.11 Consideration has also been given to the level of authority given to the Commissioner under Standing Orders, in light of the review by the Rt. Hon. Dame Margaret Hodge MP of the Garden Bridge project and the Board has already agreed a number of governance changes in relation to decisions concerning Mayoral Directions following the recommendations made in that review.
- 3.12 The number of decisions made by the Commissioner up to the current level would make any reduction impractical. To strengthen the processes that support those decisions and the transparency and recording of any authority exercised by the Commissioner or the Chief Finance Officer, it is proposed that:
- (a) the internal review processes will require any request to be circulated to the appropriate representatives of all relevant disciplines within TfL, including in all cases the General Counsel and Chief Finance Officer; before any authority is granted;
 - (b) if the authority request is for something not in the Business Plan or Budget, the Chair of the relevant Committee to which the matter relates will also be consulted before any authority is granted; and

- (c) the current standing report to the Programmes and Investment Committee on Project Monitoring – Programme and Project Approvals will be expanded and specifically reference if the authority granted was for an item outside of the Business Plan or Budget. A similar report will be submitted to the Finance Committee in respect of all other matters. The Finance Committee will also receive reports on the implementation of Mayoral Directions (see paragraph 3.22).
- 3.13 Changes to Committee Terms of Reference as a result of the review of the Garden Bridge project are proposed and noted below; this addresses one of the actions set out in a paper on TfL's response to the Hodge Review that was presented to and approved by the Board at its meeting on 19 July, having previously been considered by the Programmes and Investment Committee and the Audit and Assurance Committee. TfL has committed to implementing at officer level the other actions in response to the Hodge Review that were approved by the Board.
- 3.14 Standing Orders currently allow early expenditure to be incurred on feasibility and early design work where the relevant matter will ultimately require Programme and Project Authority. It is proposed that the same principle applies to feasibility expenditure in relation to Land Transactions which will ultimately require Land Authority.
- 3.15 Current Standing Orders do not cover in detail what should be taken into account when valuing a Land Transaction for the purpose of determining who can give the relevant approval. A greater level of detail is now proposed, making it clear that all elements of a Land Transaction must be taken into account in order to assess the overall financial implications for TfL, including matters such as guarantees, indemnities and risk. This means that, for Commercial Development activities, the Finance Committee will be considering financial analysis that is more closely aligned to that considered by the Programmes and Investment Committee in relation to Programmes.
- 3.16 There is also a proposed clarification in Standing Order 182 to ensure that where an activity will generate income, that should be taken into account when determining appropriate levels of authority in addition to the relevant levels of expenditure and not 'netted off'. The definition of 'budgeted funding' for the purposes of approvals under Standing Orders will also be amended to make clear that receipts as well as expenditure require relevant approval.
- 3.17 An amendment is proposed to simplify the delegation for handling decisions on changes to the bus network, London Service Permit applications, the erection of bus shelters and authorised persons to collect penalty fares, so that they may be made by any one director of the relevant company.

Other Changes

- 3.18 There are other proposed amendments which do not make any substantive change to Standing Orders but make certain matters explicit where they were previously implicit, for example, making it clear when Procurement Authority will be included in Land Authority and vice versa and making it clear that the Director of Commercial Development has unlimited authority in relation to compulsory

purchase compensation payments where they are within the overall project approved budget. Some changes have also been made to administrative matters that do not affect the delegations given by the Board, including updates to the Glossary.

Committees and Panels Terms of Reference

Finance Committee

- 3.19 It is proposed that changes are made to the remit of the Finance Committee in relation to advising the Board on Treasury Management matters, to reflect the approach taken in the Treasury Management Strategy adopted in 2017.
- 3.20 In line with the greater focus that is proposed to be placed on Commercial Development activities in Standing Orders, more detailed provisions are proposed in the Terms of Reference for the Finance Committee for scrutiny of those activities. Specific provision is made for oversight of TfL's activities in consultancy, particularly internationally, as agreed with the Board when considering proposals on TfL International at its meeting on 19 September 2017.
- 3.21 It is proposed that the matters currently reserved to the Board in respect of Taxi Fares and Taxi and Private Hire licence fees and regulation be delegated to the Finance Committee. To avoid duplication, the consideration of these issues should also be removed from the remit of the Customer Service and Operational Performance Panel.

Finance Committee and Programmes and Investment Committee

- 3.22 As part of TfL's response to the Hodge Review of the Garden Bridge project, an action approved by the Board was for the implementation of Mayoral Directions to be kept under review by the Finance Committee where they relate to TfL's statutory powers or TfL's Commercial Development activities and by the Programmes and Investment Committee where they relate to TfL's projects and programmes, including the Investment Programme. This is reflected in the Terms of Reference for those committees.
- 3.23 As outlined above, in order to help streamline the process for dealing with corporate entities associated with joint ventures and other commercial development activities, the proposal is for the Finance Committee and the Programmes and Investment Committee, rather than the Board, to approve the formation, acquisition or disposal of corporate entities by TfL in relation to the matters they are respectively considering.
- 3.24 To avoid the anomaly of non-project/routine matters with a value over £100m being considered by the Board, whereas more complex matters have been delegated to the Finance Committee or the Programmes and Investment Committee, it is proposed that such matters are within the remit of the Finance Committee, regardless of value and whether budgeted or unbudgeted.
- 3.25 There may be Transactions which are not clearly within the remit of either the Finance Committee or the Programmes and Investment Committee. In such cases it is proposed that those Transactions will come within the remit of the

Finance Committee unless the Chair of that Committee agrees otherwise with the Chair of the Programmes and Investment Committee.

- 3.26 Similarly, where there are matters within the remit of either the Finance Committee or the Programmes and Investment Committee but which are considered by the respective Chairs of those committees better handled by the other committee, that can be done by agreement between the Chairs of the respective committees.
- 3.27 The Terms of Reference for both the Programmes and Investment Committee and the Audit and Assurance Committee are proposed to be updated to reflect the revised approach to liaison with the Independent Investment Programmes Advisory Group, as agreed with those committees following the independent review carried out by TC Chew. A Mayoral Direction to reflect this revised approach and the other governance changes agreed following the review is also being progressed.

Remuneration Committee

- 3.28 The Terms of Reference of the Remuneration Committee are proposed to be updated to reflect the recommendations from the Board's review of its effectiveness that the Committee should advise the Commissioner on nominations and recommendations on appointments and salaries for key appointments at the most senior level, including advice to the Mayor on senior salaries and to review TfL's approach to addressing diversity and pay disparity across the organisation. The Board is asked delegate to the Deputy Chair of TfL, in consultation with the Chair and members of the Remuneration Committee, approval of revised terms of reference of the Remuneration Committee.

List of appendices to this report:

Appendix 1 – Proposed revised Standing Orders

Appendix 2 – Proposed revised Terms of Reference for Committees and Panels

List of Background Papers:

TfL Standing Orders and TfL Committees and Panels Terms of Reference

TfL Standing Orders – Board paper 22 September 2016

Garden Bridge – TfL's response to the Hodge Review of the Garden Bridge – Board paper 19 July 2017

TfL International – Board paper 19 September 2017

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Transport for London Standing Orders

From 10 November 2017,

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Summary and explanation

This summary is a guide to the basic principles of how Transport for London (TfL) works and what decisions can be made and by whom.

Establishment and relationship with the Greater London Authority

TfL is the integrated transport authority for London. Its purpose is to keep London moving, working and growing, and to make life in London better.

TfL was created in July 2000 by the Greater London Authority (GLA) Act 1999, which covers the appointment of the Members of the TfL Board and sets out many of TfL's statutory powers and duties.

The GLA is the strategic regional authority for London, with powers over transport, policing, economic development and fire and emergency planning. The GLA consists of an executive Mayor of London and the London Assembly (which has scrutiny powers) and it has functional bodies. TfL is a functional body of the GLA.

The Mayor:

- appoints the TfL Board;
- determines TfL's budget for each financial year, having consulted with the London Assembly; and
- has the power to direct TfL to do certain things.

The London Assembly:

- holds the Mayor to account by publicly examining policies and programmes through committee meetings, plenary sessions, site visits, investigations and at Mayor's Question Time; and
- is consulted by the Mayor before producing statutory strategies and the budget for the GLA Group (including TfL).

Introduction to and structure of Standing Orders

Standing Orders are the primary internal governance document for TfL. They set out the role and responsibilities of the Board, the decision-making structure and proceedings of the Board and the delegation of authorities to groups and individuals within TfL.

Standing Orders are organised into three parts and a glossary. A separate document sets out the membership and terms of reference of the Board's Committees and Panels.

Part 1: Decision-Making Structure and Proceedings

Part 1 explains how the Members of TfL are appointed and the range of knowledge, skills and experience that form the criteria for their selection. Together, the Members constitute the Board.

This part defines how the meetings of the Board and its Committees and Panels operate. This includes how meetings are called, how agendas and papers are issued, who attends the meetings, how Members' interests are dealt with, how Officers report to Members and how documents are sealed and executed.

This part also sets out the rights of Members and the public to access information and attend meetings. TfL is committed to transparency in its decision-making and seeks to keep to a minimum the amount of information that is exempt from publication and the exclusion from the meeting of the public and press for the consideration of exempt information.

Part 2: Scheme of delegation

Part 2 sets out the matters that are reserved to the Board and those that are delegated to its Chair, Committees, Subsidiary Entities and to Officers.

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The Board reserves to itself approval of the most important matters affecting the organisation, including:

- the provision of strategic guidance;
- approval of key decisions, such as TfL's Business Plan, the detailed TfL Group Budget, the Annual Report and Statement of Accounts and strategic issues; and
- the appointment and removal of the Members of Committees and Panels, directors of some of its Subsidiary Entities and associate or joint venture entities, advisers and the Commissioner for Transport and specified other senior staff.

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The Board delegates authority to the following:

- **The Chair of TfL** – in situations of urgency, the Board delegates to the Chair the exercise of any of its functions;
- **Committees** – the Board delegates specific significant matters to its Committees as set out in their terms of reference;
- **Subsidiary Entities** – the Board delegates to its Subsidiary Entities the discharge of functions relevant to each Entity's role and responsibilities, unless reserved to the Board.
- **Officers** – subject to financial limits, the Board delegates the day-to-day management of TfL to the Commissioner, Managing Directors and other Officers. They are responsible for the delivery of the Business

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Plan, as well as operational and budgetary performance. Standing Orders specifies the general delegations to these Officers and in relation to specific activities or parts of the business.

Part 3: Scheme of authorities

Before any Project is embarked upon or any Transaction is entered into on behalf of any member of the TfL Group, the necessary Authorities must have been obtained in accordance with the Scheme of Authorities. This part explains the types of Authority required, sets out a Table of Authorities that relate to authorising bodies and post holders and other requirements relating to the grant of Authorities.

Glossary

The Glossary defines terms used throughout Standing Orders and in the constitution of TfL's Committees and Panels.

Interpretation and Amendment

Interpretation

1. 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 Standing Orders. Advice from the General Counsel on the interpretation of Standing Orders may also take the form of guidance to TfL as a whole.
3. In 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) Where any Programme and Project Authority, Land Authority or Procurement Authority is given by the Board or any of its Committees, that Authority includes authority for any of the Delegated Officers or any relevant Subsidiary Entity of TfL to:
 - (i) finalise the terms of any agreement or other documentation related to the matter for which Authority is given;
 - (ii) authorise the execution (whether by deed or otherwise) of any documentation to be entered into in connection with the completion and implementation of the matter for which Authority is given including (without limitation) all agreements, deeds, guarantees, indemnities, announcements, notices, contracts, certificates, letters or other documents; and
 - (iii) do all such things as they consider necessary or desirable to facilitate the execution and implementation of the documentation relating to the matter for which Authority has been given and any matter referred to in it.
 - (e) In order for any authority, responsibility or a specific right to be validly given, or any constraint to be validly imposed, using the authority of Standing Orders, it must be in writing and in accordance with any applicable financial procedures issued by the Chief Finance Officer.

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- (f) Where Standing Orders require or permit the Chief Finance Officer to issue guidance, that guidance may be general or specific to a particular matter.
- (g) Any amount stated includes all amounts up to and including that stated amount.
- (h) All amounts stated are exclusive of Value Added Tax.
- (i) A document required to be open for inspection in 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.
- (j) Where a document is open to inspection by a person under Standing Orders, the person may:
 - i. make copies of all or part of 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.
- (k) References to Committees in 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.

Deleted: <#>All transactions must be expressed to be governed by English law unless otherwise agreed by the General Counsel or the Director of Legal.

Amendments to Standing Orders

- 4. With the exception of those matters listed in standing order 5 below, amendments to Standing Orders is a matter reserved to the Board.
- 5. The General Counsel, or any other Officer nominated by the General Counsel, is authorised to make any amendment to Standing Orders necessary to reflect:
 - (a) any change in membership of the Board, Committees or Panels;
 - (b) any change in Postholders or titles or responsibilities of Officers; or
 - (c) any decisions of the Board.

Part 1: Decision-Making Structure and Proceedings

Membership

6. TfL 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 or she shall appoint not less than seven nor more than 16 other Members.
7. 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.
8. 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.
9. A list of Members will be kept by the General Counsel and will be publicly available.
10. 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.
11. 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

12. 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 either case the Mayor must designate a Member to be the Deputy Chair.
13. 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 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

14. 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.
15. The General Counsel is the nominated Officer for receipt of the Mayor's guidance, directions or delegations and will notify such guidance, directions or delegations:
 - (a) to Members at 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.
16. 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.
17. The list maintained under standing order 9, the list maintained under standing order 113 and the summary kept under standing order 16 shall be open for inspection by the public at TfL's Head Office.

Quorum

18. No business may be transacted at a Meeting unless a Quorum is present.
19. The Quorum in relation to any resolution is four Members who are entitled to vote.

20. Members participating in a Meeting by way of telephone or video conferencing facilities count towards the Quorum provided they are entitled to vote.

Attendance by Officers

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

Attendance by the public

23. A Meeting shall be open to the public except to the extent that they are excluded under standing order 24 or by resolution under standing order 25.
24. The public shall be excluded from a Meeting during an item of business whenever it is likely in the opinion of the Chair, that in view of the nature of the business to be transacted or the nature of the proceedings, if members of the public were present during that item, confidential information would be disclosed to them in breach of the obligations of confidence.
25. TfL may by resolution exclude the public from a Meeting during an item of business whenever it is likely, in the opinion of the Chair, that 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.
26. A resolution under standing order 25 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.

27. When a Meeting is open to the public:

- (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 the Meeting;
- (b) TfL shall allow any person to attend the Meeting for the purposes of reporting and allow any persons with the aim of reporting to use any communication methods, including the internet, to publish, post or otherwise share the results of their reporting activities, during or after the meeting; and
- (c) 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.

Meetings held by telephone or video conferencing facilities

28. With the agreement of the Commissioner before the Meeting, or the Chair at the Meeting, 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.

Calling, frequency and notification of Meetings

29. 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.
30. 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.

31. A special Meeting may be called at any time by:
 - (a) the Chair;
 - (b) the Chair of any Committee;
 - (c) the General Counsel, in consultation with the Commissioner; or
 - (d) written requisition in accordance with standing order 32.
32. A special Meeting must be called by the General Counsel after receipt of a written requisition that specifies the item(s) to be considered, submitted to the General Counsel by at least four Members. A written requisition can consist of one or more documents. In the latter case the receipt of a document that brings the total number of Members requisitioning a special Meeting to at least four will trigger the requirement for the General Counsel to call a special Meeting.
33. Subject to standing order 34, 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 is practicable.
34. 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.
35. 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

36. With the agreement of the Commissioner, in consultation with the Chair, any Member may place items on the agenda of an ordinary Meeting by submitting written notice of such items to the General Counsel at least 10 working days before the Meeting.
37. With the agreement of the Commissioner, in consultation with the Chair, any Member may place items on the agenda of a special Meeting by submitting written notice of such items to the General Counsel as soon as practicable after notification of the Meeting. However the Commissioner's agreement is not required for items to be placed on the agenda of a special Meeting called under standing order 32 provided they were specified in the requisition to the General Counsel.
38. 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 43 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.
39. Agenda items which are not considered at a Meeting will be carried forward for consideration at the next ordinary Meeting, unless considered at a special Meeting.

Distribution of papers

- 40. Agendas and papers may be distributed by electronic means where appropriate.
- 41. The agenda and papers for a Meeting, including those provided by electronic means, will be deemed to have been received on the day after they were sent.
- 42. Provided that the agenda and/or papers for a Meeting have been dispatched in accordance with Standing Orders, or by an alternative method specified by the General Counsel, their non-receipt by any Member shall not invalidate the business transacted at that Meeting.

Availability of agendas and papers

- 43. Copies of the agenda or any report for a Meeting (subject to standing order 49) shall be open to inspection by members of the public at TfL's Head Office in accordance with standing order 44.
- 44. Any document which is required by standing order 43 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.

45. 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 Office.
46. 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 the opinion of General Counsel, been relied on to a material extent in preparing the report,but does not include any published works.
47. Where a copy of any background paper 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.
48. Nothing in standing order 47:
 - (a) requires any document which discloses Exempt Information to be included in the list referred to in standing order 45; or
 - (b) requires or authorises the inclusion in the list of any document which, if open to inspection by the public, would disclose Confidential Information.
49. The General Counsel shall exclude from the copies of reports provided under standing order 45, the whole or part of any report which contains Confidential Information and may exclude from the copies of reports provided under standing order 45, the whole or part of any report which, in the opinion of the General Counsel, contains Exempt Information. Any such information shall:
 - (a) be marked 'Not for publication'; and
 - (b) shall explain with reference to the definition of Confidential or Exempt Information why the information is not available to the public.

50. Where a 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 49, of the reports for the Meeting.
51. 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 49, 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

52. 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 a vote is tied.
53. The names and votes of Members voting shall not normally be recorded in the minutes, however:
 - (a) any Member may require that his or her own vote be recorded; and
 - (b) if requested before a vote is taken, 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.

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 Panel Meetings which will be agreed with the relevant Chair. Action lists will be circulated by the General Counsel to Managing Directors 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 either:
- (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. As soon as is reasonably practicable 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:
- (a) the minutes, or a copy of the minutes, of the Meeting, excluding any minutes recording parts of the Meeting which were not open to the public to protect disclosure of Exempt Information;
 - (b) where applicable, a summary under standing order 59;
 - (c) a copy of the agenda for the Meeting; and
 - (d) a copy of any report for the Meeting relating to any item discussed while 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. Subject to standing order 47, 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 paragraph 13(10) of Schedule 10 to the GLA Act and is required to maintain a register of all Interests disclosed by Members. The register will be made available to the public.
62. If a Member has any Interest (including any Interest recorded on the above mentioned 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.
63. No Member will be excluded from any Meeting where a matter in relation to TfL, 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 TfLPF; or
 - (b) that Member's membership of the TfLPF.
64. 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 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 that part of the Meeting is open to the public.
66. Standing order 65 is subject to the Mayor's power under paragraph 13(3) of Schedule 10 to the GLA Act to allow any or all of the affected Members to participate if the number of Members that would be affected is so great a proportion of the whole as to impede the transaction of business.
67. When the Mayor exercises 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 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) Chief Finance Officer;
 - (c) General Counsel;
 - (d) Director of Internal Audit; and
 - (e) external auditors.
69. The Commissioner will submit a report to each ordinary Meeting.

Access to advice and documents by Members, Managing Directors 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) a Committee; and
 - (c) Managing Directors.
71. Where 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 that which 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 Committees, Panels or other 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.

Committees, Panels and other bodies

74. In addition to Subsidiary Entities, the Board may establish Committees, Sub-Committees, Panels and other bodies permitted by Schedule 10 to the GLA Act.
75. The Board has established the following Committees of the Board on a standing basis:
 - (a) Finance Committee
 - (b) Programmes and Investment Committee;
 - (c) Audit and Assurance Committee; and
 - (d) Remuneration Committee.
76. The Board has established the following Panels on a standing basis to advise and support the work of the Board and its Committees:
 - (a) Customer Services and Operational Performance Panel; and
 - (b) Safety, Sustainability and Human Resources Panel.

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77. The Panels referred to in standing order 76 are advisory and are not Committees of the Board or Sub-Committees of any Committee of the Board.
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 Committees, Panels and other bodies are set out in the TfL Committees and Panels Terms of Reference document.
79. Committees may establish further Sub-Committees, Panels or other 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 Committee, Panel or other body it establishes:
 - (a) terms of reference;
 - (b) whether it has 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 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 Standing Orders may apply to Panels (to the extent appropriate) as determined by the 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. Any such appointments 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 when they are provided to Members of the relevant Committee, Sub-Committee or Panel.

Members' rights to inspect documents

87. Subject to standing order 89, and solely for the purposes of exercising his or her functions as a Member, a Member may inspect any document or class of documents in the possession of any part of the TfL Group.
88. A Member wishing to inspect a document or class of documents under standing order 87 must apply to the Commissioner or the General Counsel specifying the reason(s) for wishing to inspect a particular document or class of documents.
89. Standing order 87 shall not extend to documents which are held by TfL in its capacity as administrator of TfL PF.
90. 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 functions 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.
91. 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.

92. 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.
93. 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 or Panel shall, subject to standing order 94, be open for inspection by any Member.
94. Standing order 93 does not require a document to be open to inspection if the information contained within the document falls within the exemptions referred to in Part 5A of the Local Government Act 1972.

Sealing and execution of documents

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

Part 2: Scheme of Delegation

Matter reserved to the Board for determination

97. The matters within standing orders 98 to 107 are reserved to the Board for determination.

Strategic guidance

98. 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

99. 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) unbudgeted Transactions valued over £25m save for:
 - (i) the receipt of income resulting from Planning Obligations; and
 - (ii) Transactions that are within the remit of the Finance Committee or the Programmes and Investment Committee;
- (f) proposals to amend Standing Orders except for those amendments made in accordance with standing order 5;
- (g) 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 Entities or between its Subsidiary Entities; or
 - (ii) key system assets;
- (h) proposals to promote or oppose local Bills in Parliament (and approval to obtain the GLA's written consent as required by the GLA Act);
- (i) proposals to make an application for or an objection to an order under the Transport and Works Act 1992 (and approval to obtain the Mayor's written consent as required by the GLA Act);
- (j) 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 139);

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<#>in respect of Commercial Development matters that are within the remit of the Finance Committee; and¶
<#>where otherwise specified under standing order 101;¶
unbudgeted Transactions valued over £25m;

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Deleted: <#>proposals to make, amend or revoke: ¶
<#>London cab orders, to the extent they prescribe fares for hackney carriages; ¶
<#>London taxi sharing scheme orders, to the extent that they prescribe fares for hackney carriages, but in relation to a fixed-fare taxi-sharing scheme, only to the extent that they prescribe a fare in excess of £20, but excluding all such schemes operating on a continuous basis; and ¶
<#>regulations under the Private Hire Vehicles (London) Act 1998, to the extent that they prescribe vehicle licence or application fees, driver licence or application fees and operator licence or application fees, but excluding fees for the variation of operator licences;¶
<#>proposals to amend vehicle licence or application fees and driver licence or application fees in relation to hackney carriages, excluding test or examination fees;¶
<#>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 delegated to other Officers pursuant to standing orders 129 and 138;¶

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- (k) 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;
- (l) annually, Prudential Indicators (including the authorised limit for borrowing);
- (m) annually, the Treasury Management Strategy; and
- (n) annually, any borrowing and investment (including derivatives) strategies.

Appointments and Removals

100. Appointment and removal of:

- (a) Members of Committees and Panels listed in standing order 75 and 76, except where the procedure set out in standing orders 84 and 114 is used;
- (b) advisers to Committees, Panels and other bodies, upon the recommendation of the Commissioner; and
- (c) the following Officers:
 - (i) the Commissioner;
 - (ii) the Chief Finance Officer;
 - (iii) the General Counsel; and
 - (iv) the Director of Internal Audit.

Deleted: <#>directors of Subsidiary Companies (but not directors of subsidiaries of those companies (see standing order 119)) 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 TfLPF; ¶
 <#>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 119));¶

Delegations

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

- (a) Committees and other bodies;
- (b) Members;
- (c) Officers; or
- (d) Subsidiary Entities.

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Subsidiary Entities and Associate or Joint Venture Entities

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102. Formation, dissolution or disposal by TfL or any Subsidiary Entity of any:

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

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save in relation to matters that are within the remit of the Finance Committee or the Programmes and Investment Committee.

103. Acquisition or disposal by TfL or any Subsidiary Entity of more than 25 per cent of the ownership of any corporate entity save in relation to the

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matters that are within the remit of the Finance Committee or the Programmes and Investment Committee,

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Consideration of reports

104. 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

105. 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

106. 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) the provision of any guarantee (or other form of credit support) to CRL that exceeds £100m;
- (c) 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;
- (d) approval of any amendments, variation or modification to or waiver in respect of the Principal Project Documents over £50m;
- (e) any other matter expressly provided for in the Principal Project Documents as requiring the approval of TfL;
- (f) 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;

- (g) whether or not to exercise the Tfl put option pursuant to the Core Agreements;
- (h) 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;
- (i) approval of the appointment of non-executive directors to the CRL Board, including its non-executive Chair, and the Chief Executive Officer of CRL;
- (j) the creation of any encumbrance (such as a mortgage or other security) in respect of any part of CRL's undertaking, property or assets;
- (k) any proposal to wind up CRL (or similar proceedings); and
- (l) any other matter that is a Specified Matter under the Sponsors Agreement and so reserved to the Sponsors, acting through the Sponsor Board.

Other

107. Disposal or transfer of the whole or any part of Tfl's or a Subsidiary Entity's Undertakings when the number of staff involved exceeds 100.

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Delegation

Introduction

108. 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 Entity;
- (c) any Member or Officer; or
- (d) any body of Members or Officers, or Members and Officers.

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109. The exercise of any delegated authority conferred by the Board under Standing Orders is subject to:

- (a) any restrictions imposed by or in accordance with law;
- (b) the Scheme of Authorities in Part 3 and all other provisions of Standing Orders;
- (c) any conditions imposed by the Board, the Commissioner, or any Committee with authority to impose conditions; and
- (d) all other applicable policies and procedures.

110. A delegation granted by the Board otherwise than by Standing Orders (for example, a specific express ad hoc delegation made for a particular

purpose) takes precedence over a general delegation granted by Standing Orders and a particular delegation granted by Standing Orders to an individual specified Officer or in respect of a particular matter (namely, those granted by standing orders 131-143) takes precedence over any other general delegation granted by Standing Orders.

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111. Only Committees may sub-delegate functions pursuant to Standing Orders. An Officer exercising delegated functions under Standing Orders may not sub-delegate those functions to another Officer or body of Officers.
112. Arrangements made pursuant to 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.
113. TfL shall maintain a list:
- (a) specifying those powers of TfL which, for the time being, are exercisable from time to time by Officers 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's action

114. In situations of urgency, the Board delegates to each of the Chair and the Chairs of any Committee or Panel the exercise of any functions of TfL on its behalf, including the appointment of Members to Committees and Panels. Members will be informed as soon as practicable following any use of Chair's action using the authority of this standing order and it must be reported to the next ordinary Meeting.

Committees and Panels

115. 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.
116. Where the Board has delegated a function to a Committee, whether specifically or generally, 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.

117. 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 Entities

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General

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

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

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LBSL Directors

120. The Board delegates to the directors of LBSL (each of whom may act alone) 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 Directors

121. The Board delegates to the respective directors of LBSL, LUL, DLR and RfL (each of whom may act alone) the discharge of TfL's functions under paragraph 1(1) of Schedule 17 to the GLA Act, relating to the authorisation of persons to collect penalty fares.

Commissioner, Managing Directors and other Officers

General delegation to Commissioner

122. The Board delegates to the Commissioner the discharge of any functions of TfL, except for functions reserved to the Board or specifically delegated by the Board to another body or Postholder otherwise than by Standing Orders provided that, where functions of TfL are delegated to

Officers under Standing Orders, the Commissioner is not prevented from exercising those functions himself.

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123. The Board delegates to the Commissioner the appointment and removal of:

(a) directors of Subsidiary Entities (but not directors of Subsidiaries of those entities (see standing order 119)) where the approval of TfL is required; and

(b) directors of Associate or Joint Venture Entities where the approval of TfL is required (but not directors of an Associate or Joint Venture Entity within the responsibility of a Subsidiary Entity (see standing order 119)).

124. The Board appoints the Commissioner (or, in his absence, General Counsel) to be the shareholder representative of Transport for London in respect of its subsidiaries Transport Trading Limited and London Transport Insurance (Guernsey) Limited.

General delegation to Managing Directors and specified Officers

125. The Board delegates to each Managing Director, the Director of Commercial Development and the Director of Major Projects the discharge of any functions of TfL in respect of matters for which that Managing Director or 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 delegated to other bodies or Postholders by Standing Orders or otherwise.

126. In the absence of anyone occupying the post of any specific Managing Director or any other officer to whom authorities are specifically delegated under Standing Orders, either on a permanent or temporary basis, the Commissioner may designate one or more other Officers to discharge any functions delegated to that Managing Director or specified Officer under Standing Orders. However, this does not limit the effect of standing order 3(c) which automatically allows a person acting in the post to discharge the functions delegated to that Managing Director.

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127. The authority delegated to Managing Directors or specified Officers pursuant to standing orders 125 and 126, is concurrent with the authority delegated to the Commissioner and may not be exercised by the relevant Managing Director or specified Officer in respect of any matter

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

General delegation to other Officers

128. Subject to satisfying the conditions in standing order ~~129~~, the Board delegates to each Officer (other than the Commissioner, a Managing Director ~~or an Officer specified in standing order 125~~) 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 delegated to other bodies or Postholders by Standing Orders or otherwise.

129. An Officer may only exercise delegated authority pursuant to standing order ~~128~~ in relation to a matter if:

- (a) the Managing Director 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 Managing Director ~~or the Commissioner~~ to the exercise of that delegated authority.

130. The authority delegated to Officers pursuant to standing order ~~128~~ 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.

General delegation to MD Surface Transport

131. 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 delegated to other bodies or Postholders by 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;

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- (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);
- (d) the making, amendment and revocation of the following legislation:
 - (i) London cab orders made pursuant to section 9(1) of the Transport for London Act 2008 (“TfL Act 2008”) designating directional taxi ranks;
 - (ii) London cab orders made pursuant to section 10(1) of the TfL Act 2008 designating rest ranks;
 - (iii) 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;
 - (iv) London taxi sharing scheme orders made pursuant to section 10(4) of the Transport Act 1985 other than those which prescribe fees, but including the making of such an order that prescribes a fee of up to and including 20 pounds for a fixed-fare taxi-sharing scheme, excluding such schemes operating on a continuous basis;
 - (v) 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;
 - (vi) 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
 - (vii) 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.

General delegation to Chief Finance Officer

132. The Board delegates to the Chief Finance Officer and, in his or her absence, the Acting 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 delegated to other bodies or Postholders by Standing Orders or otherwise.

General delegation to Managing Directors for electricity

133. The Board delegates to each of the MD London Underground and the MD Surface Transport the authority to:

- (a) enter into contracts for the procurement of electricity for London Underground's Bulk Supply Points and for Bulk Supply Points elsewhere on TfL's network; and
- (b) approve, on the advice of the Chief Procurement Officer, the price to be paid for blocks of electricity.

General delegation to London Underground Officers

134. The Board delegates to the Chief Procurement Officer and each of the following LUL Officers (acting on the advice of the Chief Procurement Officer) the authority to approve the price to be paid for blocks of electricity:

- (a) Director of Strategy and ~~Network~~ Development; and
- (b) Director of Finance, London Underground.

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General delegation relating to Mayor's Opinion

135. The delegations in standing orders ~~136~~ to ~~138~~ apply for as long as the function of giving the Mayor's Opinion is delegated to TfL by the Mayor.

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136. In respect of any disposal of land, each of the following Officers is authorised to give the Mayor's Opinion:

- (a) Commissioner;
- (b) Chief Finance Officer; and
- (c) Director of Commercial Development.

137. 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 standing order ~~136~~, each of the following Officers is authorised to give the Mayor's Opinion:

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- (a) any MD (in relation to land for which that MD has managerial and/or professional responsibility); and
- (b) General Counsel.

138. In respect of disposals of property other than land, Managing Directors and other Officers are authorised to give the Mayor's Opinion for Transactions in respect of which they may grant Land Authority in accordance with the Scheme of Authorities in Part 3.

General delegation relating to compulsory purchase orders

139. Subject to obtaining in principle approval for the making of a compulsory purchase order in accordance with standing order ~~99(i)~~, the Board delegates to each of the following Officers the making, withdrawing and/or amending of a 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:

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- (a) the Commissioner;
- ~~(b) any Managing Director (where the Project or Land Transaction to which the compulsory purchase order relates is within that Managing Director's managerial and/or professional responsibility);~~
~~and~~
- (c) ~~the Director of Commercial Development where the compulsory purchase order in question related to Commercial Development activities.~~

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General delegation relating to taxi and private hire vehicle legislation

140. 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 those delegated to the MD Surface Transport under standing order 131; and~~
- ~~(b) Regulations under the Private Hire Vehicles (London) Act 1998 provided that when any proposals require approval by the Finance Committee under its terms of reference such approval has been granted.~~

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<#>to the extent they prescribe fares for hackney carriages (which is a matter reserved to the Board under standing order 99(k)); and¶

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Deleted: , except to the extent they prescribe those licence or application fees reserved to the Board under standing order 99(k)), but including fees for the variation of private hire vehicle operator licences.

General delegation relating to the Crossrail project

141. 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.
142. The Commissioner or the Sponsor representative is authorised to approve any matter which is not reserved to the TfL Board in standing orders 106(a) to (d) and 106(g) to (k) above where such matter for approval has a monetary value of £50m or less.
143. 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 £50m; 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 £50m.

Part 3: Scheme of Authorities

Introduction

144. Notwithstanding the delegations contained in Standing Orders, before any Transaction, Project or any part of a Programme is entered into on behalf of any member of the TfL Group the necessary Authorities must have been obtained in accordance with this Scheme of Authorities.

145. However, this Scheme of Authorities does not apply to the following Subsidiary Entities (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).

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Types of Authorities

146. All Transactions, Programmes and Projects require Financial Authority.

147. The other Authorities that may be required before proceeding with a Transaction, Programme or Project are:

- (a) Programme and Project Authority;
- (b) Land Authority; and
- (c) Procurement Authority.

148. Authorities are required in relation to income, as well as expenditure, as described under the specified Authority headings below.

Financial Authority

149. 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.

150. Financial Authority will be automatically granted to the extent that an activity or Programme or Project is 'budgeted' (see standing order 152 below).

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151. To the extent that an activity, Programme or Project is 'unbudgeted' (see standing order 152, below), Financial Authority must be obtained as follows:

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(a) in respect of a Programme, Project or Transaction, Financial Authority must be obtained from a body or Postholder authorised to grant Financial Authority for unbudgeted Transactions (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);

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(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 Chief Finance Officer; and

(d) in relation to the receipt of income resulting from Planning Obligations that is unbudgeted, Financial Authority must be obtained from a Postholder authorised to grant Financial Authority for unbudgeted Transactions (see Table of Authorities below) save that the Commissioner's authority to grant such Financial Authority is unlimited.

152. An activity is 'budgeted' if funding (income or expenditure) for that specific activity is included 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. A Programme or 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, Programme 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.

153. 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 Standing Orders, financial standards and instructions issued by the Chief Finance Officer and all other relevant TfL policies and procedures.

Programme and Project Authority

154. Programme and Project Authority is the authority to do the following in respect of a Programme, or any part of it, or any other 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.
155. Programme and Project Authority must be granted by a body or Postholder authorised to grant Programme and Project Authority (see the Table of Authorities below).
156. Expenditure may be incurred in respect of any matter for which Programme and Project Authority will be required before obtaining such Authority to the extent necessary to determine the feasibility of that matter, which will not extend beyond developing a concept design for that matter.
157. Where a Programme entails any Land Transaction or the disposal of assets, Land Authority is incorporated into any Programme and Project Authority given, without the need for separate Land Authority, provided the value of the Land Transaction or disposal concerned has been included in the Programme and Project Authority given.
158. A report will be submitted to each ordinary meeting of the Programmes and Investment Committee summarising any Programme and Project Authority given by the Commissioner or the Chief Finance Officer since the last Committee Meeting.

Land Authority

159. Land Authority is the authority to engage in a Land Transaction or to dispose of any assets.
160. Land Authority must be granted by a body or Postholder authorised to grant Land Authority (see the Table of Authorities [and standing orders 171 and 172](#) below).
161. In the case of a Land Transaction or disposal of assets for which authority is not provided within a Programme and Project Authority but

for which Procurement Authority is required, that Procurement Authority required will automatically be granted when Land Authority is granted.

162. In addition to obtaining Land Authority (whether or not incorporated within a Programme and Project 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.
164. Expenditure may be incurred in respect of any matter for which Land Authority will be required before obtaining such Authority to the extent necessary to determine the feasibility of that matter.

Procurement Authority

165. 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.
166. 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.
167. Procurement Authority must be granted by a body or Postholder authorised to grant Procurement Authority (see the Table of Authorities below).
168. In respect of Land Transactions, Procurement Authority will automatically be granted when Land Authority is granted. Where a Land Transaction includes ancillary works or services for any member of the TfL Group, Procurement Authority will automatically be granted when Land Authority is granted. Where a Land Transaction is an ancillary part of a commitment which requires Procurement Authority, Land Authority will automatically be granted when Procurement Authority is granted.
169. 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 exercised orally (and subsequently properly recorded by the person giving that authority) 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.

Authorising Bodies and Postholders

Table of Authorities

170. 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 169) which set out restrictions and other requirements relating to the grant of Authorities and subject to the exception in standing order 151(d).

Authorising body/postholder	Financial Authority for unbudgeted Transactions <u>(except Land Transactions)</u>	Financial Authority for unbudgeted value of Land Transactions	Programme and Project Authority <u>(budgeted)</u>	Land Authority <u>(budgeted)</u>	Procurement Authority <u>(budgeted)</u>
Board	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited
Finance Committee	<u>Unlimited in relation to Transactions and Commercial Development opportunities</u>	Unlimited in relation to <u>Transactions and Commercial Development opportunities</u>		Unlimited in relation to <u>Transactions and Commercial Development opportunities</u>	Unlimited in relation to <u>Transactions and Commercial Development opportunities</u>
Programmes and Investment Committee	<u>Unlimited in relation to Programmes and Projects</u>	Unlimited in relation to Programmes and Projects	Unlimited in relation to Programmes and Projects	Unlimited in relation to Programmes and Projects	Unlimited in relation to Programmes and Projects
Commissioner (Acting Commissioner in his/her absence; Chief Finance Officer in absence of both)	£25,000,000 <u>(save for Planning Obligations, which is unlimited)</u>	£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
Chief Finance Officer (Acting Chief Finance Officer in his/her absence)	£10,000,000	£10,000,000	£25,000,000	Crossrail Project: £50,000,000 Otherwise: £25,000,000	£25,000,000
All other Managing Directors (subject to the exceptions below)	£2,000,000	£2,000,000	£5,000,000	£5,000,000	£25,000,000

Authorising body/postholder	Financial Authority for unbudgeted Transactions <u>(except Land Transactions)</u>	Financial Authority for unbudgeted value of Land Transactions	Programme and Project Authority <u>(budgeted)</u>	Land Authority <u>(budgeted)</u>	Procurement Authority <u>(budgeted)</u>
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 London Underground					Transactions for power supplies: £100,000,000
Director of Commercial Development (or payband 5 or equivalent with the written authority of the Director of Commercial Development)		£2,000,000		Income generating <u>Land Transactions</u> : £10,000,000 Land compensation claims (including compulsory purchase settlements): <u>unlimited</u> where the compensation is within the overall approved budget 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	

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Authorising body/postholder	Financial Authority for unbudgeted Transactions <u>(except Land Transactions)</u>	Financial Authority for unbudgeted value of Land Transactions	Programme and Project Authority <u>(budgeted)</u>	Land Authority <u>(budgeted)</u>	Procurement Authority <u>(budgeted)</u>
Following London Underground Officers: • Chief Procurement Officer; • Director of Strategy and <u>Network</u> , Development; and • Director of Finance, London Underground					Transactions for power supplies: £25,000,000
Following London Underground Officers: • Head of Commercial LU Operations; 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 <u>171</u>)	£1,000,000	£500,000	£2,000,000	£1,000,000	£5,000,000

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Requirements relating to the grant of authorities

Approving Officers

171. Authorities may be granted by Officers other than those specifically identified in the Table of Authorities above, provided that the Officer granting Authority has been given permission in writing to do so in accordance with guidance which will be issued by the Chief Finance Officer and subject to the maximum level set out in the Table of Authorities, except where a higher level of permission has been granted in accordance with standing order 172.

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172. The Commissioner or the Chief Finance Officer may give written permission for an Officer to grant Authorities above that Officer's

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payband level subject to the maximum amount set out in the Table of Authorities against the Officer giving permission for the Authority concerned.

173. Officers giving approval must ensure that the correct level of authorisation is recorded in SAP for those Officers they have approved to grant Authorities.

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174. 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 and this will be reported to the next meeting of the Programmes and Investment Committee:

- (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 Chief Finance Officer; or
- (d) in the absence of all the above persons, the Managing Director with operational responsibility for the matter concerned.

Valuation

175. 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; or
- (b) compliance with UK procurement regulations.

176. 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.

177. In calculating the value of a Land Transaction for the purposes of determining the appropriate level of Land Authority:

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- (a) the total aggregated potential financial commitment (both income and expenditure but excluding any statutory interest payable or receivable and excluding any returns estimated to be made after the Land Transaction has been entered into) for all components of the Land Transaction must be taken into account. This includes, for example, the value of any land to be disposed of or acquired, fees, taxes such as Stamp Duty Land Tax and irrecoverable VAT, the cost of any associated works, indemnities, guarantees, the amount of any investment together with any tolerances for risk and/or

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contingency as may be required under guidance that may be issued by the Chief Finance Officer;

(b) where any sums are unknown at the time that Land Authority is requested (for example the amount of any investment) Land Authority may be sought basing the valuation on information know at that time (including any contingency). Further Land Authority may be required at a later date when the true amount is known (if higher) and the level of Land Authority required for the subsequent element should be determined by aggregation that subsequent element with the initial value of the Land Transaction; and

(c) the value of any guarantee to be given by any member of the TFL Group as part of a Land Transaction shall not be taken into account where the primary obligation itself has been included in the value of the Land Transaction.

178. In calculating the cost of a Programme for the purposes of determining the appropriate level of Programme and Project Authority, the total gross amount estimated to be incurred on all components of the Programme must be used, including payments to external suppliers and to third parties and internal costs specifically charged to the Programme together with any tolerances for risk and/or contingency as may be required under guidance issued by the Chief Finance Officer. That guidance will also describe the parameters within which component parts of a Programme (such as budget, scope and timing of delivery) may be varied within an existing approval from the Programmes and Investment Committee.

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179. In calculating the cost of a Project for determining the appropriate level of Programme and Project Authority, the total gross amount estimated to be incurred must be used, including payments to external suppliers and to third parties and internal costs specifically charged to the Project for all tasks (including unbudgeted maintenance obligations) procured solely to deliver the full Project scope. Where the Chief Finance Officer gives guidance on the amounts to be allocated for risk and contingency, they must be included.

180. In determining the appropriate level of Procurement Authority, (including the value of any ancillary Land Transaction) the total value of the contract should be used, plus the value of identified risk items relevant to that contract. Subject to standing order 175, where several related contracts are to be entered into, whether or not they form part of a Programme, they should be valued on a contract by contract basis for Authority purposes.

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181. 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.

182. Where any Programme, Project, Land Transaction or other Transaction is anticipated to receive income as well as incur expenditure, an estimate of that income should be added to the estimated expenditure for Authority valuation purposes, not deducted from it.

Variations

183. Variations resulting in a change to the approved amount of any Authority must be approved in accordance with the table in standing order 170 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.

184. Subject to standing order 185, 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).

185. The body or Postholder approving a Variation can require that all or some specified subsequent Variations be authorised at a higher level of Authority.

186. The calculation for the purposes of standing order 184 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

187. Except as set out in standing order 188, 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

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(b) the sale or other disposal of surplus assets.

188. 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 Chief Procurement Officer, the relevant Managing Director or relevant Head of Commercial;
- (b) Land Transactions; and
- (c) any other Transactions prescribed by procurement procedures issued by the Chief Procurement Officer and/or local procurement procedures issued by the relevant Managing Director or relevant Head of Commercial.

189. Notwithstanding any other authority given by this sstanding oder, 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 Chief Finance Officer 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 Chief Finance Officer (or such person as he or she may nominate from time to time) if he or she so requires. Where the Chief Finance Officer 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).

190. All transactions must be expressed to be governed by English Law unless otherwise agreed by the General Counsel or the Director of Legal.

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Appendix: Glossary

Associate or Joint Venture Entity means a corporate entity 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.

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Authority means each of the following:

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

Commercial Development means the commercial utilisation of TfL's assets (including intellectual property) other than for fares revenue; examples include advertising on TfL's estate, asset sponsorship, property developments and disposals (whether by sale or rental) and the provision of consultancy services for a commercial return.

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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 Reading 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.

Delegated Officer means any of: the Commissioner; the Chief Finance Officer; the General Counsel; and any other relevant Managing Director; and in the case of commitments to be entered into by a Subsidiary Entity of TfL, any director of that entity,

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

Director means an Officer reporting directly to the Commissioner (other than a Managing Director) or an Officer reporting directly to a Managing Director, except for those Officers with an administrative role and/or a position title beginning with "Head of".

DLR means Docklands Light Railway Limited.

Electronic means means by email or via access to a website

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,

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GLA means the Greater London Authority.

GLA Act means the Greater London Authority Act 1999 (as amended).

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 160,

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Land Transaction means the following activities in respect of land and buildings;

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- (a) the purchase, sale or exchange of freehold or leasehold land and buildings;
- (b) the purchase, grant, assignment, surrender, release or variation of leases, covenants, easements and licences;
- (c) any other acquisition or disposal of land and buildings, or interests in, or rights over, land and buildings;
- (d) the settlement of compensation claims relating to land and buildings or interests in, or rights over, land and buildings;
- (e) Commercial Development including entering into any joint venture arrangements in connection with property development, investing in such property developments, giving guarantees and indemnities and the carrying out of any other activity relating to property development; and
- (f) any other activity relating to the acquisition, disposal, development, ownership or management of land and buildings.

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but does not include any of the above activities undertaken for or in connection with the following purposes:

- (i) the protection of any part of any undertaking of any part of the TfL Group;
- (ii) any of the matters listed in (b) insofar as they are entered into pursuant to or of a type contemplated by a PFI Contract.

LBSL means London Bus Services Limited.

LUL means London Underground Limited.

Managing Director (MD) means any of the Officers appointed as MD of the TfL directorates of Customers, Communication & Technology, Crossrail 2, London Underground, Planning and Surface Transport, the Chief Finance Officer, the General Counsel and the Chief Executive of Crossrail Limited.

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 in the TfL Committees and Panels Terms of Reference document or elsewhere.

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 Managing Director, or an authorised Officer, to whom they ultimately report.

Other body means a body established in accordance with Standing Orders which is:

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

Panel means each panel listed in standing order 76.

Planning Obligations means any planning obligation made under section 106 of the Town and Country Planning Act 1990 or equivalent planning mitigation arrangements.

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

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Deleted: ¶ 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

Deleted: 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.

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 [165](#).

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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 for new or replacement assets or services within defined time, cost and performance parameters as specified in the business case and which does not form part of a Programme. 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.

Where these activities involve the re-procurement of existing services, without material capital expenditure or material change in the methodology for delivery of any services, they will not be a Project for which Programme and Procurement Authority is required.

Programme means a series of related Projects and/or Transactions for which Programme and Project Authority is required from the Programmes and Investment Committee.

Programme and Project Authority has the meaning given to it by standing order [154](#).

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

Reporting means filming, photographing or audio recording of proceedings; using any other means for enabling persons not present to see or hear proceedings of a meeting as it takes place or later; and reporting or providing commentary on proceedings of a meeting, orally or in writing.

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.

Subsidiary Entity means a "subsidiary" (as defined by section 1159(4) of the Companies Act 2006 (as may be replaced from time to time)) and which may include any company or Limited Liability Partnership of TfL. That is, a corporate entity is a Subsidiary Entity of TfL if TfL:

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

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

TfL means Transport for London.

TfL Group means TfL and its Subsidiary Entities.

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

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

TfL Trustee Company Limited is the Corporate Trustee for TfLPF.

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;

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- (f) any Land Transaction;
- (g) any other Commercial Development activity not included in the definition of Land Transaction, including the provision of consultancy services for a commercial return; and

Deleted: 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

(h) the settlement of compensation claims relating to land and buildings; but does not include the process of obtaining tenders (formal or informal), proposals or quotations for supplies, services and works provided they are obtained in accordance with applicable procurement procedures as issued by the TfL Chief Procurement Officer and/or local procurement procedures issued by the relevant Managing Director or the relevant Head of Commercial from time to time.

TTL means Transport Trading Limited.

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.

Where the change proposed does not lead to a change in the value of the contract or to a material reduction in the obligations or liabilities of the contractor, that change is not a variation for which additional Authority is required.

Vice Chair means the person appointed as vice chair of a Committee, Panel or other body.

Working days are Monday to Friday, excluding bank holidays.

TfL Committees and Panels

From 10 November 2017,

Deleted: 23 September 2016

Introduction

1. The TfL Board may establish committees, sub-committees, advisory panels and other bodies as permitted by Schedule 10 to the Greater London Authority Act 1999 (as amended) (the GLA Act).
2. The TfL Board has established the following Committees of the Board on a standing basis:
 - (a) Finance Committee;
 - (b) Programmes and Investment Committee;
 - (c) Audit and Assurance Committee; and
 - (d) Remuneration Committee.
3. Committees and Sub-Committees may establish further 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 Advisory Panels on a standing basis:
 - (a) Customer Service and Operational Performance Panel; and
 - (b) Safety, Sustainability and Human Resources 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 Committees, Panels and any other bodies established by the Board under Schedule 10 of the GLA Act.
 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 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 Ron Kalifa

Vice Chair Ben Story

Other Members [Prof Greg Clark CBE](#)

Michael Liebreich

Anne McMeel

Val Shawcross CBE

Dr Nina Skorupska CBE

In attendance 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 including income generation and, in particular, provide advice in relation to the following matters reserved to the Board for determination:
 - (a) TfL's Business Plan;
 - (b) the TfL Group Budget;

- (c) annually, Prudential Indicators (including the authorised limit for borrowing);
- (d) annually, the Treasury Management Strategy (including the borrowing and investment strategies); and
- (e) Treasury Management Policies;
- (f) policies regarding the exercise of power to issue guarantees and indemnities associated with guarantees;
- (g) policies regarding the exercise of power to give financial assistance;
- (h) policies regarding the exercise of power to enter into derivative investments; and
- (i) the disposal or transfer of the whole or any part of TfL's or a Subsidiary Entity's Undertaking when the number of staff involved exceeds 100.

Deleted: <#>proposals to make, amend or revoke:¶
<#>London cab orders, to the extent they prescribe fares and licence fees for hackney carriages; and¶
<#>regulations under the Private Hire Vehicles (London) Act 1998, to the extent they prescribe licence fees;¶

Deleted: <#>annually, any borrowing and investment (including derivatives) strategies.¶
a

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Treasury Management Strategy

- 3. The Committee will monitor the implementation of the annual Treasury Management Strategy and may approve, notwithstanding the value of any transaction, the implementation of any liability management exercise exceeding delegated authorities of Officers as may be required by the annual Treasury Management Strategy and/or Treasury Management Policy Statement.

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Deleted: borrowing and investments as permitted

Deleted: or any Board approved borrowing and investment strategies. This authority is concurrent with the authority of the Commissioner and/or Chief Finance Officer 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, notwithstanding the value of any transaction, proposals for individual and/or any programme of 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) recommend for approval by the Board as part of the annual Treasury Management Strategy, exposure limits relating to counterparties to derivative investments.

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Commercial Development

- 5. The Committee is authorised by Standing Orders to review and grant Authorities, in relation to Commercial Development opportunities at the financial values set out in Standing Orders. It will receive advice from the Commercial Development Advisory Group (CDAG) on any Commercial Development approvals sought from the Committee.

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6. The Committee will receive an annual report on property development, which will include details of the number of development projects where framework partners were engaged and the CDAG's view on TfL's approach.
7. Notwithstanding the authorisation at paragraph 6 above, the Committee is authorised to review and approve from time to time the terms of reference for any steering group which has oversight of Commercial Development activity related to the provision of consultancy services for a commercial return.

Taxi Fares and Taxi and Private Hire Licence Fees and Regulations

8. The Committee is authorised to approve
- (a) proposals to make, amend or revoke:
 - (i) London cab orders, to the extent they prescribe fares for hackney carriages;
 - (ii) London taxi sharing scheme orders, to the extent that they prescribe fares for hackney carriages, but in relation to a fixed-fare taxi-sharing scheme, only to the extent that they prescribe a fare in excess of £20, but excluding all such schemes operating on a continuous basis; and
 - (iii) regulations under the Private Hire Vehicles (London) Act 1998, to the extent that they prescribe vehicle licence or application fees, driver licence or application fees and operator licence or application fees, but excluding fees for the variation of operator licences;
 - (b) proposals to amend vehicle licence or application fees and driver licence or application fees in relation to hackney carriages, excluding test or examination fees;
 - (c) 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 delegated to other Officers pursuant to standing orders 131 and 140;

Transactions

9. The Committee is authorised by Standing Orders to review and grant Authorities, whether or not budgeted, in respect of any Transactions valued over £100m save for Transactions the Authorities for which are otherwise within the remit of the Programmes and Investment Committee or otherwise specified under standing order 101.

10. The Committee is authorised by Standing Orders to approve any of the following in relation to Commercial Development opportunities or Transactions under its consideration:
- (a) formation, dissolution or disposal by TfL or any Subsidiary Entity of any:
 - (i) Subsidiary Entity; or
 - (ii) Associate or Joint Venture Entity; and
 - (b) acquisition or disposal by TfL or any Subsidiary Entity of more than 25 per cent of the ownership of any corporate entity.

Relationship with the Programmes and Investment Committee

11. Where the nature of the Authorities sought for any Commercial Development opportunity are agreed by the Chairs of the Finance Committee and the Programmes and Investment Committee better to be considered by the Programmes and Investment Committee, they shall be within the remit of the Programmes and Investment Committee and not the Finance Committee.
12. Where it is agreed by the Chairs of the Finance Committee and the Programmes and Investment Committee that any Authorities ordinarily within the remit of the Programmes and Investment Committee are better to be considered by the Finance Committee (as permitted under the Terms of Reference for the Programmes and Investment Committee), they shall be within the remit of the Finance Committee; and the Finance Committee is authorised by Standing Orders in respect of such matters to review and grant any Authorities.
13. Where Authorities for any Transaction are not clearly within the remit of either the Finance Committee or the Programmes and Investment Committee, they shall be within the remit of the Finance Committee unless agreed otherwise between the respective Chairs of the Finance Committee and Programmes and Investment Committee; and the Finance Committee is authorised by Standing Orders in respect of such Transactions to review and grant any Authorities.

Mayoral Directions

14. The Committee will consider at each meeting a report on the implementation of any applicable Direction from the Mayor relating to TfL's statutory powers from a technical perspective or relating to TfL's Commercial Development activities.

Reporting to the Board

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

Programmes and Investment 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 Prof Greg Clark CBE

Vice Chair Dr Nelson Ogunshakin OBE

Other Members Ron Kalifa

Dr Alice Maynard CBE

Deleted: Bronwen Handyside

Dr Nina Skorupska CBE

Dr Lynn Sloman

Ben Story

In attendance 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 TfL's overall Investment Programme matters and, in particular, provide advice in relation to the following matters reserved to the Board for determination:
 - (a) 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 Entities or between its Subsidiary Entities; and

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- (ii) key system assets;
- (b) 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 Entities or between its Subsidiary Entities; and
 - (ii) key system assets;
- (c) in relation to the Crossrail Project
 - (i) the provision of any guarantee (or other form of credit support) to CRL that exceeds £100m;
 - (ii) approval of any change to the Crossrail Project where the value of such change exceeds £100m;
 - (iii) whether or not to exercise the TfL Put Option pursuant to the Sponsors Agreement;
 - (iv) 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;
 - (v) the appointment of non-executive directors to the CRL Board which require the consent of TfL;
 - (vi) 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
 - (vii) any proposal to wind up CRL (or similar proceedings).
- (d) Disposal or transfer in connection with the delivery of TfL's Investment Programme of the whole or any part of TfL's or a Subsidiary Entity's Undertaking when the number of staff involved exceeds 100.

Deleted: <#>proposals for Transactions valued over £100m, except where otherwise specified by the Standing Orders;¶

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Approval of Programmes

3. The Committee is authorised by Standing Orders to review and grant any Authorities in relation to Programmes and Projects at the financial values set out in the Standing Orders. Programmes will be reviewed annually and, at such annual review, Authorities may be adjusted or confirmed.

Deleted: (save for unbudgeted Financial Authority in excess of £25m)

Deleted: without further reference to the Board

4. The Committee is authorised by Standing Orders to approve any of the following in relation to any Programme or Project or Transactions under its consideration:

- (a) formation, dissolution or disposal by TfL or any Subsidiary Entity of any:
 - (i) Subsidiary Entity; or

- (ii) Associate or Joint Venture Entity; and
(b) acquisition or disposal by TfL or any Subsidiary Entity of more than 25 per cent of the ownership of any corporate entity.

5. The Committee will:
- (a) monitor the delivery of the TfL overall Investment Programme, including progress and significant variances within each Programme,
 - (b) consider the forward programme of Investment Programmes approvals, including when decisions on procurement strategies are required, and indicate if the Committee requires further information or input;
 - (c) monitor a summary of any authority exercised by the Commissioner or the Chief Finance Officer under Standing Orders since the last meeting;
 - (d) monitor the approach to the scrutiny of programmes and projects;
 - (e) 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
 - (f) consider reports on proposals for long term transport planning issues and studies.

Specific issues relating to the Crossrail Project

6. The Committee will receive regular update reports on the progress of the Crossrail Project.
7. The Committee is authorised by the Board to approve the delivery strategy that sets out how CRL intends to deliver the Crossrail Project.

Relationship with the Independent Investment Programme Advisory Group (IIPAG)

8. At least twice each year, the Committee will review:
- (a) the content of the annual workplan and budget for the IIPAG and make recommendations to the Audit and Assurance Committee, as appropriate; and
 - (b) the activities of the IIPAG in implementing that workplan (as it may have been amended with the approval of the Audit and Assurance Committee).
9. The Committee will review the quarterly reports of the IIPAG and the management response to those reports.
10. The Committee will receive project and programme level advice from the IIPAG on any approvals sought from the Committee or the Board.

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Relationship with Finance Committee

11. Where the nature of the Authorities sought for any Programme are agreed by the Chairs of the Finance Committee and the Programmes and Investment Committee better to be considered by the Finance Committee, they shall be within the remit of the Finance Committee and not the Programmes and Investment Committee.
12. Where it is agreed by the Chairs of the Finance Committee and the Programmes and Investment Committee that any Authorities ordinarily within the remit of the Finance Committee are better to be considered by the Programmes and Investment Committee (as permitted under the Terms of Reference for the Finance Committee), they shall be within the remit of the Programmes and Investment Committee; and the Programmes and Investment Committee is authorised by Standing Orders in respect of such matters to review and grant any Authorities.
13. Where Authorities for any Transaction are not clearly within the remit of either the Finance Committee or the Programmes and Investment Committee and, in accordance with the Terms of Reference for the Finance Committee, it is agreed between the respective Chairs of the Finance Committee and the Programmes and Investment Committee that a Transaction should fall within the remit of the Programmes and Investment Committee, the Programmes and Investment Committee is, in respect of such Transactions, authorised by Standing Orders to review and grant any Authorities.

Mayoral Directions

14. The Committee will consider at each meeting a report on the implementation of any applicable Direction from the Mayor relating to TfL's Programmes and Projects.

Reporting to the Board

15. 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 Anne McMeel

Vice Chair Dr Lynn Sloman

Other Members Kay Carberry CBE
Dr Mee Ling Ng OBE
Dr Nelson Ogunshakin OBE

In attendance 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 Chief Finance Officer;
 - (b) the Director of Internal Audit;
 - (c) the Director of Health, Safety and Environment; or
 - (d) 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 separately with each of the Director of Internal Audit, the Chief Finance Officer and the chair of the Independent Investment Programme Advisory Group (IIPAG) 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 agree external audit fees.
10. 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.
11. To maintain an overview of the Standing Orders in respect of contract procedure rules, financial regulation and codes of conduct and behaviour.
12. To recommend the adoption of the Annual Governance Statement.

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13. To review the appropriateness of the response to reports under 'whistleblowing' procedures.
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 Managing Director 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.

Relationship with the Independent Investment Programme Advisory Group

28. At least twice each year, the Committee will review:

- (a) the content of the annual workplan and budget for the IIPAG, considering any recommendations made by the Programmes and Investment Committee and, where the Committee considers changes to the workplan and/or budget are appropriate, it may approve those changes; and
- (b) the activities of the IIPAG in implementing that workplan (as it may have been amended).

29. The Committee will review the quarterly reports of the IIPAG and the management response to those reports.

TfL Scorecard

30. Annually to review and agree the outcome of the TfL Group Scorecard.

Reporting

31. 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

[Ben Story](#)

Deleted: Baroness Grey-Thompson DBE

Vice Chair

Kay Carberry CBE

Other Members

[Baroness Grey-Thompson DBE](#)

Ron Kalifa

[Val Shawcross CBE](#)

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Ben Story

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. Annually to review and agree the TfL Group Scorecard.
3. To review the remuneration of the Commissioner and Managing Directors (except the Chairman of Crossrail Limited) and the Chief Executive of Crossrail Limited.

Reporting

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

Customer Service and Operational Performance 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. The Panel will operate as if sections 100A to 100E and their interpretive provisions within Part 5A of the Local Government Act 1972 did apply.

Membership

Chair Dr Mee Ling Ng OBE

Vice Chair Dr Alice Maynard CBE

Other Members ~~Baroness Grey-Thompson DBE~~

Bronwen Handyside

Anne McMeel

Dr Nelson Ogunshakin OBE

Dr Lynn Sloman

In attendance A representative from London Underground, Surface Transport and the Specialist Services

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 all matters relating to TfL's customer service and operational performance, in particular:
 - (a) non-financial operational performance across all TfL services and other customer service performance indicators;

Deleted: Prof Greg Clark CBE

- (b) TfL's Customer Strategy and Action Plan;
- (c) TfL's Transparency Strategy;
- (d) fares and ticketing technology and data;
- (e) accessible transport, including step free access and assisted travel; and
- (f) enforcement activity relating to Taxis and Private Hire.

Procedure

- 3. The Panel will report any meeting to the Board at the next ordinary Meeting.
- 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 either the Finance Committee or Programmes and Investment Committee as appropriate. Similar reports will also be provided to the Audit and Assurance Committee where a matter of relevance to that Committee is considered.

Deleted: <#>The Panel may specifically advise on and assist the Board in relation to the approval of business-as-usual non-capital expenditure matters reserved to the Board for determination that are not assigned to a Programme and are not Commercial Development opportunities.¶
<#>The Panel will specifically advise on and assist the Board in relation to the approval of Taxi Fares and Taxi and Private Hire Fees and regulations reserved to the Board for determination.¶

Safety, Sustainability and Human Resources 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. The Panel will operate as if sections 100A to 100E and their interpretive provisions within Part 5A of the Local Government Act 1972 did apply.

Membership

Chair Michael Liebreich

Vice Chair Dr Nina Skorupska CBE

Members Kay Carberry CBE
Baroness Grey-Thompson DBE
Dr Mee Ling Ng OBE

In attendance General Counsel

A representative from London Underground, Surface Transport, Crossrail Limited and the Specialist Services
Director of Health, Safety and Environment
HR Director

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 all matters relating to safety, sustainability and Human Resources, in particular:
 - (a) health, safety and environment (HSE) matters including compliance and assurance;

- (b) resilience;
- (c) human resource issues across TfL, including equality and diversity and apprenticeship and graduate programmes; and
- (d) responsible procurement.

Procedure

3. The Panel will report any meeting to the Board at the next ordinary Meeting.
4. 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 either the Finance Committee or Programme and Investment Committee as appropriate. Similar reports will also be provided to the Audit and Assurance Committee where a matter of relevance to that Committee is considered.