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**Meeting:** Transport for the North Chief Executive Consultation Call (Board)

**Subject:** Governance Report

**Author:** Deborah Dimock, Julie Openshaw, Gary Rich

**Sponsor:** Dawn Madin, Director of Business Capabilities

**Meeting Date:** Tuesday, 27 July 2021

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**1. Purpose of the Report:**

1.1 The purpose of this report is:

- a) To advise Members on the interim arrangements for the Chair of the TfN Board and Partnership Board
- b) To provide feedback to the Board on the work of the General Purposes Committee Members' Working Group
- c) To update Members on the recruitment of the new Independent Member of the Audit and Governance Committee
- d) To update members on arrangements for the Annual Meeting and future Board Meetings.

**2. Recommendations:**

2.1 That Board notes the interim arrangements for the Chair of the Board and Partnership Board.

2.2 That Board notes the work of the Members' Working Group (MWG) and endorses the recommendations of the MWG in relation to the General Purposes Committee:

- That the General Purposes Committee should be established
- That its remit should be as set out in the Constitution
- That its membership should be on the basis of Regional Groups with the addition of a representative nominated by the Local Enterprise Partnership (LEP) Members
- That there should be a provision to enable other Members of the Board to attend and speak at the invitation of the Chair
- That a separate committee should be established to deal with issues of recruitment, performance and discipline relating to the statutory officers.

2.3 That Board authorises the Director of Business Capabilities, in consultation with the Members' Working Group, to agree the Chief Executive's probationary objectives, for agreement with him.

- 2.4 That the Board indicates its support for the proposed amendments to the Constitution to allow remote participation in meetings.
- 2.5 That the Board notes the proposal for the appointment of a new Independent Member of the Audit and Governance Committee.
- 2.6 That the Board endorses the recommendations of the Member' Working Group in relation to the Annual Meeting and future meetings of the Board.

### **3. General Purposes Committee Working Group**

- 3.1 The General Purposes Committee Members' Working Group is made up of Cllrs Louise Gittins, Susan Hinchcliffe and Liam Robinson and the LEP representative Peter Kennan. The Group has now met twice to consider the matters which the Board has requested it to review.
- 3.2 The remit of the Group was initially to carry out a review of the General Purposes Committee and the function and membership of future decision-making structures of Transport for the North and to make recommendations to the Board. This was then extended to include a review of amendments to the Constitution to enable remote participation in Meetings and oversight of the recruitment of the new TfN Chair and the objectives of the new Chief Executive. For this reason, the working group has also since been styled the Governance Members' Working Group.

### **4. Main Issues:**

- 4.1 The Chair of the Transport for the North Board John Cridland has announced his intention to resign from the Board with effect from the July 2021 Board Meeting and there is therefore a need for TfN to make interim arrangements until such time as new Chair can be appointed.
- 4.2 At the Consultation Call on the 9 June 2021 Board Members indicated their support for the Majority Vice Chair Cllr Louise Gittins to take over this role until such time as the appointment of a new Chair can be made. The Constitution provides that when the Chair is absent the role of the Chair is to be filled by one of the two Vice Chairs and Cllr Gittins will now take over the role of the Chair until such time as a formal appointment can be made by the Board at the Annual Meeting in September 2021.
- 4.3 At the Consultation Call in June the Board Members agreed that the same person should be appointed to Chair both the Board and the Partnership Board and that that person should be an Independent Chair and that the details of the recruitment process should be overseen by the General Purposes Committee Members' Working Group. The Members' Working Group has considered the proposals of the Director of Business Capabilities for the appointment of a new

Chair and a full report on the recruitment of the new Chair will be brought to the meeting on 29 September 2021.

4.4 The Members' Working Group also gave consideration to a set of draft probationary objectives for the incoming Chief Executive, for agreement with him. The Members' Working Group recommends to Board that the Director of Business Capabilities, in consultation with the Members' Working Group, be authorised to finalise these, so that they can be agreed with Martin Tugwell.

4.5 The initial remit of the Members' Working Group was:

To carry out a review of the General Purposes Committee and the function and membership of future decision-making structures of Transport for the North and to make recommendations back to the Board.

4.6 The Members' Working Group have carried out this review and at its meeting on 14/07/21 the Members Working Group agreed the following recommendations:

- a) That the General Purposes Committee should be established
- b) That its remit should be as set out in the Constitution
- c) That its membership should be on the basis of Regional Groups with the addition of a representative nominated by the LEP Members
- d) That there should be a provision to enable other Members of the Board to attend and speak at the invitation of the Chair
- e) That a separate committee should be established to deal with issues of recruitment, performance and discipline relating to the statutory officers.

## **5. Amendment of the Constitution**

5.1 Following the expiry of the special measures introduced during the pandemic, all formal Board and Committee Meetings now need to be in person and need to comply with the provisions of the Local Government Act 1972.

5.2 The holding of virtual meetings has reduced the time commitment required by both Members and officers in physically attending meetings due to the lack of travelling time. It is likely that some Members will wish to continue to attend virtually. However the legislation does not allow for remote attendance and there is no provision in the Constitution which would allow Members not present at a meeting to take part virtually. At present, the Transport for the North Constitution requires Members to be present at meetings and does not allow for anyone not present in the meeting to join the meeting virtually or to speak at meetings.

5.3 The MWG considered a proposed amendment to the Constitution which would enable Members not present at the Meeting to participate remotely and to speak with the agreement of the Chair albeit they would not legally be able to vote or to be counted as present for the purposes of quorum.

5.4 At the Board Consultation Call on the 9 June 2021 it was also requested that Members should be able to put forward representations in respect of items on the Agenda when they were unable to be present at the meeting. This was also considered at the meeting and also considered by the MWG and the MWG recommended that the appropriate amendments should be made.

## **6. Independent Member of the Audit and Governance Committee**

6.1 At its meeting in March 2021 the Board approved the appointment of a fourth Independent Member of the Audit and Governance Committee. A public recruitment exercise has now been carried out, and a preferred candidate has been selected. It is intended that a recommendation for appointment of the successful candidate will be put before the next formal Board meeting on 29 September 2021. The Constitution provides that Independent Members of the Audit and Governance Committee shall be co-opted as Members of the Audit and Governance Committee and therefore this decision will require the unanimous agreement of the voting Members of the Board.

## **7. Arrangements for the Annual Meeting**

7.1 The Board Meeting scheduled for 29 September 2021 will be the Annual Meeting and as such will be held as an in-person, face to face meeting in Manchester Town Hall.

7.2 Although the indications from the Government are that all legally imposed Covid restrictions will have been lifted by that date, it is of course open to TfN as the holder of the meeting to set out its own requirements for this meeting and for future physical meetings. If it is the wish of Members to continue to require a level of social distancing within the venue that can be accommodated and arrangements for future meetings can take this into account. Similarly, if the Board Members wish to request Members and officers to wear a mask or other face covering when inside the venue unless they are speaking to the meeting that request can be made. It is however unlikely that a member of the public could be refused admittance to the meeting for not wearing a mask or other face covering once the legal requirement has been lifted. The MWG recommended that a Health and Safety assessment for the venue should be made at the time of the meeting and the measures indicated by the assessment put in place.

7.3 The MWG considered the arrangements to be made for future meetings and endorsed the proposal that public buildings should be used if possible and that a principle should be adopted of at least two

of the four Board Meetings each year being held in a central location with the other two meetings being held around the TfN area if Members expressed a wish for this.

## **8. Corporate Considerations:**

### ***Financial and Resource Implications***

8.1 TfN Finance have confirmed there are no financial implications arising from this report.

The TfN HR Team have confirmed that the resourcing considerations are fully set out within the report.

### ***Legal Implications***

8.2 The TfN Legal Team has considered the report and the legal implications for TfN are included in the report.

### ***Risk Management and Key Issues***

8.3 A risk assessment is not required for this paper.

### ***Environmental Implications***

8.4 There are no new environmental implications as a result of this report.

### ***Equality and Diversity***

8.5 There are no specific implications.

### ***Consultations***

8.6 Members have been consulted on the role and Membership of the General Purposes Committee as set out in the report.

## **9. Background Papers**

9.1 There are no background papers.

## **10. Appendices**

10.1 There are no appendices.

**Glossary of terms, abbreviations and acronyms used (*if applicable*)**

LEP – Local Enterprise Partnership  
MWG – Members' Working Group