

Meeting: Transport for the North Board

Subject: Governance Report

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Meeting Date: Wednesday 24 November 2021

1. Purpose of the Report:

- 1.1 For Board to make the remaining Committee appointments outstanding from the Board meeting of 29 September 2021;
- 1.2 To consider the future arrangements for Board meetings;
- 1.3 To make minor updating changes to the Constitution as set out in the report;
- 1.4 To consider the request from the four Leaders of the Humber authorities with regard to representation on the Rail North Committee and, if necessary, to delegate authority to the Monitoring Officer, having consulted with the Chief Executive, to make any consequential changes to the Constitution.

2. Recommendations:

- 2.1 That the nominees for the General Purposes Committee as set out in Appendix 1 be appointed and Board considers nominees for the vacancy on the Audit and Governance Committee;
- 2.2 The Board cancels the waiver of the Terms of Reference in respect of the Chair of the Partnership Board and replaces Appendix 12 of the Constitution;
- 2.3 That subject to compliance with health and safety considerations, the Board agrees in principle to hold 4 meetings per annum: one in person at a Manchester venue, one in person at a Leeds venue, with the other two meetings held as Chief Executive Consultation calls;
- 2.4 That the Board considers the request from the four Leaders of the Humber authorities and agrees a way forward and if necessary, delegates authority to the Monitoring Officer, having consulted with the Chief Executive, to make any consequential changes to the Constitution.

3. Main Issues:

Appointment to Committees

- 3.1 At the TfN Board meeting on 29 September, two of the 11 seats on the General Purposes Committee were filled so that 9 remained vacant. Whilst one vacancy for a Constituent Authority member on the Audit & Governance Committee was filled, a further vacancy remains. Board needs to appoint to these vacancies. The nominations set out in Appendix 1 have been received for General Purposes Committee; where vacancies are still shown, nominations for these are invited at the meeting. Nominations are also invited for the remaining vacant Constituent Authority member seat on Audit & Governance Committee.

Amendments to the Constitution

- 3.2 The Constitution provides that non-elected members of TfN must adhere to the Code of Conduct published by the Cabinet Office and this is set out in the Constitution within paragraph 38.3 with the Code itself appended as Appendix 12. In November 2019, the Cabinet Office published a revision of the Code. Whilst the Constitution at 38.3 is clear that the Cabinet Office published version is the applicable version, Appendix 12 needs to be formally updated to reflect the current version. The current and amended versions are appended to this report in Appendix 2 and Appendix 3.
- 3.3 On 29 September 2021, Board agreed to suspend, until further notice, the provision of the Terms of Reference of the Partnership Board (Appendix 5 of the Constitution) which normally requires the Chair of Partnership Board to be the Independent Chair. This allowed the Partnership Board to be chaired by a Constituent Authority Member (Councillor Gittins) during the recruitment process for a new Independent Chair was complete and an appointment made. A separate report on this agenda now makes recommendations as to the appointment of a new Independent Chair. Board is therefore recommended to cancel the waiver of the Terms of Reference of the Partnership Board with effect from the taking up of office of the new Independent Chair.
- 3.4 Board has over recent months considered a series of reports relating to its meeting arrangements and has indicated a wish to develop the opportunity to have "hybrid" meetings when face-to-face meetings are held, allowing Members to dial-in "virtually", which would enable contribution from a remote location, albeit their presence could not legally be counted for quorum purposes, and in the event of a formal vote, they would be unable to cast a formal vote. The Constitution has already been updated to accommodate the principle of such meetings. Hybrid arrangements involve considerable technological complexity, and involve additional resource and therefore cost, but logistically would be simpler to plan for if the location of Board meetings was more firmly agreed in advance.
- 3.5 To plan the programme of TfN Board meetings for the year ahead it is proposed that there be 4 meetings in total: one in person at a Manchester venue, one in person at a Leeds venue, with the other two meetings held as Chief Executive Consultation calls. Additional meetings would be convened if required by circumstances.
- 3.6 Other TfN committees have been consulted on their own meeting arrangements. A report was presented to Scrutiny Committee on 4 November dealing with the Scrutiny review, and meeting arrangements for Scrutiny. At the request of the Scrutiny Chair, the report was deferred until the next scheduled meeting, with a small member working group set up meantime to further discuss future arrangements for Scrutiny meetings and presentation of the next report to Scrutiny on this topic.

Membership of Rail North Committee

- 3.7 Following the Board meeting of 29 September 2021, the four leaders of the Humber authorities (Hull City Council, East Riding Council, North East Lincolnshire Council and North Lincolnshire Council) have written to the Monitoring Officer requesting that the issue of representation for that Region be considered by the Board. The letter is at Appendix 4.
- 3.8 Under the Constitution the four Humber Authorities have a combined representation on the Rail North Committee as a sub-regional grouping. Historically, the nominated RNC members (both the main and substitute members), have been from a single authority, North Lincolnshire, but now the

four authorities agree that different geographies, different populations and being serviced by two parts of the rail network merit having separate representation for the north and south bank of the Humber at RNC.

- 3.9 By way of background, when Rail North Limited was set up as a limited company in around 2014 an exercise was carried out in order to ensure representation on the interests of all Local Transport Authorities whilst having a Board that was manageable in number. As a result of that exercise the (then) 29 Local Transport Authorities were combined into 11 sub-regional groupings.

After TfN became a statutory body on 1 April 2018, Rail North Limited's role was subsumed into TfN, as the Rail North Committee, and its membership matrix was transferred to TfN and included into its Constitution with member numbers remaining at 11.

- 3.10 Any alteration to representation on Rail North Committee would be for full Board to agree upon as it would require a change to the Constitution. The options are as follows:

1. Make no change to the Constitution but highlight that any Board member, whether or not also an RNC member, can attend RNC and speak and contribute to the Committee's debate with the Chair's agreement albeit this would not be as a member of the Committee;
2. Allow the Humber sub-region (for the purposes of RNC) two representatives, one North and one South: in this scenario if there was ever a formal vote the northern representative could cast the votes currently attributable to Hull and East Riding combined, and the southern representative could cast the votes currently attributable to North Lincolnshire and North East Lincolnshire.

- 3.11 Board is asked to note that there will be a need to review the governance and working arrangements for the Rail North Committee in the long term as a consequence of the implementation of the rail reforms outlined in the Williams-Shapps Plan for Rail.

4. Corporate Considerations

Financial Implications

- 4.1 There are no additional financial implications for 2021/22 as a result of this report. The financial implications for 2022/23 will be captured as part of the budget process for that year.

Resource Implications

- 4.2 No additional resource implications other than those raised in previous reports.

Legal Implications

- 4.3 Legal Implications are included within the report.

Risk Management and Key Issues

- 4.4 There are no additional risks associated with the content of this report.

Environmental Implications

- 4.5 This report does not constitute or influence a plan or programme which sets the framework for future development consents of projects listed in the EIA Directive and therefore does stimulate the need for SEA or EIA.

Equality and Diversity

- 4.6 A full impact assessment has not been carried out as it is not required for this report

Consultations

- 4.7 No formal consultations are required.

5. Background Papers

- 5.1 There are no background papers.

6. Appendices

Appendix 1 – Nominees for General Purposes Committee

Appendix 2 – Current Appendix 12 of the Constitution

Appendix 3 – Revised Appendix 12 of the Constitution

Appendix 4 – Letter from Humber Leaders

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

TfN – Transport for the North

EIA – Environmental Impact Assessment

SEA – Strategic Environmental Assessment