

# Transport for the North Board

**Subject:** Governance Report

**Author:** Deborah Dimock, Solicitor

**Sponsor:** Julie Openshaw, Head of Legal

**Meeting Date:** 29 July 2020

## **1. Purpose of the Report:**

- 1.1 For Transport for the North Board to appoint a Chair and two Vice Chairs for the forthcoming year.
- 1.2 For Members to approve the co-option of new LEP Members to the Board.
- 1.3 For the Board to confirm the membership of Committees for the forthcoming year.
- 1.4 For Transport for the North Board to approve the Constitution for the coming year subject to approval of the following amendments:
  - a) New Procedure Rules and amendments to the Constitution to provide for virtual meetings;
  - b) Amendments to the Terms of Reference of the Rail North Committee;
  - c) Approval of proposed amendment to the Constitution to enable future minor administrative changes to be made by the Monitoring Officer;
  - d) Adoption of a replacement Whistleblowing Policy.
- 1.5 To advise Members that a draft Calendar of Meetings will be presented to Board for consideration and approval at its September meeting.

## **2. Appointment of the Chair and Vice Chairs of the Board**

- 2.1 Under the provision of paragraph 2(1)(a) of the Transport for the North Regulations, Transport for the North is required to appoint a Chair in each year. The Constitution also requires the appointment of two Vice Chairs each year. By convention one of the Vice Chairs is to be appointed from among the majority party the other is to be appointed from among the minority parties.
- 2.2 In the event that there is more than one nomination for an office there will be an election by a named vote in which the votes cast will be

weighted calculated on the basis of population. The person elected will be the one who has the support of Members who between them hold more than 50% of the weighted votes of those present and entitled to vote.

### 2.3 Recommendations

1. That nominations be received for the Chair of the Board and the Chair be elected.
2. That nominations be received for the Majority Vice Chair and the Vice Chair be elected.
3. That nominations be received for the Minority Vice Chair and the Vice Chair be elected.

## 3 **Co-option of LEP Members**

3.1 Under the provisions of Regulation 1(13) of the Transport for the North Regulations the Board may appoint Co-opted Members to the Board provided that they all agree to do so. At its inaugural meeting the Board agreed to appoint the representatives of the 11 LEPs within the TfN area to the Board. In July 2019 an amendment to the Constitution was agreed to enable Members to agree to co-option of the LEP members generally rather than individually.

### 3.2 Recommendation

That Members agree that each new representative of the LEPs when notified to TfN shall be co-opted as a Co-opted Member of the Board without further reference to the Board.

## 4 **Membership of Committees**

4.1 The current membership of Transport for the North's Committees is as follows:

Rail North Committee

<b>Regional Group</b>	<b>Member</b>	<b>Substitute Member</b>
Greater Manchester	Mayor Andy Burnham	
West Yorkshire and the City of York	Cllr Judith Blake	Cllr Susan Hinchcliffe
Sheffield City Region	Mayor Dan Jarvis	Cllr Chris Read
Liverpool City Region	Cllr Liam Robinson	
North East	Cllr Carl Marshall	Cllr Nick Forbes
Lakeland	Cllr Keith Iddon	Cllr Keith Little
Tees Valley	Mayor Ben Houchen	Cllr Heather Scott
North Yorkshire	Cllr Carl Les	Cllr Don McKenzie
Humber	Cllr Rob Waltham	Cllr Richard Hannigan

Cheshire and the Potteries	Cllr Craig Browne	Cllr Karen Shore
East Midlands	Cllr Trevor Ainsworth	Cllr Chris Brewis

### **Audit and Governance Committee**

<b>Member</b>
Chris Melling
Kevin Brady
David Pevalin
Cllr Simon Blackburn
Cllr Keith Little
Cllr Chris Brewis
Cllr Liam Robinson
Cllr Mark Winnington

### **Scrutiny Committee**

<b>Area</b>	<b>Member</b>	<b>Substitute Member</b>
Blackburn with Darwen	Cllr Jim Shorrock	Cllr Jim Casey
Blackpool	Cllr Martin Mitchell	Cllr David O'Hara
Cheshire East	Cllr Laura Crane	Cllr Rod Fletcher
Cheshire West & Chester	Cllr Andrew Cooper	Cllr Richard Beacham
Cumbria	Cllr Neil Hughes	Cllr David Southward MBE
East Riding of Yorkshire	Cllr Mike Stathers	
Greater Manchester	Cllr Roger Jones	Cllr Elsie Wraighte
Hull City Council	Cllr Sean Chaytor	Cllr Haroldo Herrera-Richmond
Lancashire	Cllr Matthew Salter	Cllr Andrew Snowden
Liverpool City Region	Cllr Patrick Mckinley	Cllr Natalie Nicholas
North East Combined Authority	Cllr Michael Mordey	Cllr John McElroy
North East Lincolnshire	Cllr Lia Nici	Cllr David Hasthorpe
North Lincolnshire Council	Cllr John Davison	
North of Tyne Combined Authority	Cllr Carl Johnson	Cllr Bruce Pickard
North Yorkshire	Cllr Paul Haslam	
Sheffield City Region	Cllr Chris Lamb	Cllr Joe Blackham
Tees Valley	Cllr Ashley Waters	
Warrington	Cllr Cathy Mitchell	Cllr Steve Parish
West Yorkshire	Cllr Manisha Kaushik	Cllr Kim Groves
York	Cllr Dave Taylor	Cllr Stephen Fenton

## 4.2 Recommendation

That the Board approves the membership of the Committees of TfN as set out above.

## 5 **Amendments to the Constitution**

### Virtual Meetings

- 5.1 Following the making of the Local Authorities and Police and Crime Panels (Coronavirus) (Flexibility of Local Authority and Police and Crime Panel Meetings) (England and Wales) Regulations 2020 it is now legally possible for formal Board and Committee Meetings to be held with remote attendance by both Members and members of the public.
- 5.2 This means that where a decision would normally be made at a public meeting, TfN needs to hold a formal meeting but this may now be done remotely through electronic means provided there is the facility for Members to see and hear each other and for the public to see and hear the proceedings.
- 5.3 All other requirements remain in place, so the Agenda and reports need to be published on TfN's website 5 clear days before the meeting and the normal meeting records need to be made. Meetings will also need to comply with the established rules relating to quorum and voting.
- 5.4 Where a meeting is to be held in public, the proceedings will be streamed to the TfN website so that any members of the public who wish to do so may see and hear the proceedings. If the live feed to the website is disrupted at a time when the proceedings are in public and a substantive decision is to be made the meeting may have to be discontinued until such time as the live feed can be restored.
- 5.5 Since this is a new way of conducting proceedings at meetings, a set of procedure rules have been produced based on the guidance of the Lawyers in Local Government Group (LLG) and it is proposed that the Constitution is amended to include these Procedure Rules for Virtual Meetings for as long as virtual attendance at meetings is permitted. It should be appreciated that the Regulations are time limited and will expire in May 2021 unless the changes are made permanent by further legislation.
- 5.6 The procedure rules request Members to:
- (a) Join the meeting promptly to avoid unnecessary interruptions;
  - (b) Mute microphones when not speaking;
  - (c) Indicate a wish to speak by using the chat function;
  - (d) Only speak when invited to by the Chair;
  - (e) Anyone speaking should switch on their camera if possible

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(f) If referring to a specific page or slide, mention the page or slide number.

5.7 The procedure also allows for the Chair (or the facilitator) to:

- (a) Mute someone speaking at any time;
- (b) Mute everyone speaking except themselves at any time;
- (c) Allocate different levels of access to people logging in (based on whether they are a Member, an officer or a member of the public);
- (d) If the meeting resolves to go into private session, the committee administrator will take down the live feed content from the public and just display a holding slide so that Members may continue to hold the meeting on Teams in private. The live stream can then be resumed when needed if the meeting resolves to go back into public session.

5.8 As a practical measure to ensure the smooth running of public virtual meetings a facilitator will assist with the operation of the meeting software to leave the committee administrator free to take the minutes. The facilitator will enable access to the meeting and will be the point of call for any Member unable to access the meeting. They will also be responsible for ensuring that the live feed to the website is activated when the meeting is in public and de-activated whenever the Committee resolves to go into private session.

5.9 The proposed Procedure Rules for Virtual Meetings are set out in Appendix 1.

## **6. Amendments to the Terms of Reference of the Rail North Committee**

6.1 The Blake Jones Review which was carried out following the timetable failures in 2018 has been previously endorsed by the Transport for the North Board and the Action Plan resulting from the Blake Jones Review was approved by the Rail North Committee at its meeting on the 12th March 2020. One of the actions identified by the Review was:

### **Action 4 Implement Revised Rail North Committee Arrangements**

Move to quarterly meetings with a proposed agenda as follows:

- Priorities for future franchisee/services.
- Rail devolution/reform matters.
- Infrastructure priorities.
- Matters for Committee decision from Rail North Partnership Board.
- Update from Officers Reference Group on rail matters affecting constituent authorities (for noting).
- Report on in-life issues (for noting).
- Report on matters reserved to the Secretary of State (for noting)

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- Forward planning and paper commissioning.

- 6.2 As initially set up, the purpose of the Rail North Committee was to replace Rail North Limited and so its remit was limited to rail franchise matters and does not extend to infrastructure matters. To implement the Action Plan the remit of the Rail North Committee will need to be widened to include infrastructure matters and appropriate amendments will need to be made to the Constitution’.
- 6.3 Other amendments are proposed to reflect the fact that the Northern Rail Franchise has been terminated and replaced by contracted services and to strengthen the role of the Officers Reference Group.
- 6.4 The wording of the proposed amendments is set out in Appendix 2.

## **7. Minor Amendments to the Constitution**

- 7.1 Following the Board’s decision to widen the membership of the Partnership Board a number of minor amendments are needed to the Constitution to reflect this decision. In order to provide flexibility for the future without the need for a change to the Constitution the proposed amendment includes a provision to cover such members of the Partnership Board as the Transport for the North Board shall appoint from time to time. The wording of these amendments is included in the Schedule of Amendments in Appendix 2.
- 7.2 It is also proposed that an amendment should be made to the Constitution to include a provision to enable the Monitoring Officer to make minor amendments to the Authority’s Constitution such as to give effect to changes to job titles, reflect legislative changes and to improve layout or correct typographical errors without first seeking Board approval. This would enable minor alterations to be made without the need for a report to the Board. This is a common provision in many Constitutions and obviates the need to take up the time of the Board with matters of little significance. All other proposed amendments would continue to be referred to the Board for consideration. The wording of the proposed amendment is in Appendix 2. The Legal Officers of the Constituent Authorities have been consulted on this proposed amendment and have not raised any objection.

## **8. Whistleblowing Policy**

- 8.1 It has been identified that the current whistleblowing policy requires updating and a review has been undertaken of best practice elsewhere. The Whistleblowing Policy has now been revised in line with that best practice and to ensure full compliance with existing legislation.
- 8.2 Since the Whistleblowing Policy forms part of the Constitution the revised Policy needs to be approved by the Board A copy of the Policy is attached at Appendix 3 for approval.

### **8.3 Recommendations**

That the Board to approve the Constitution for the coming year subject to approval of the following amendments:

- a) New Procedure Rules and amendments to the Constitution to provide for virtual meetings;
- b) Amendments to the Terms of Reference of the Rail North Committee;
- c) Approval of proposed amendment to the Constitution to enable future minor administrative changes to be made by the Monitoring Officer.
- d) Adoption of a replacement Whistleblowing Policy.

## **9. Calendar of Meetings**

9.1 A draft Calendar of Meetings for TfN covering Board and all Committees for the forthcoming year is being compiled and will be presented to Board for consideration and approval at its September meeting.

## **10. Recommendations**

- 10.1
  - a) That nominations be received for the Chair of the Board and the Chair be elected.
  - b) That nominations be received for the Majority Vice Chair and the Vice Chair be elected.
  - c) That nominations be received for the Minority Vice Chair and the Vice Chair be elected.
- 10.2 That Members agree that each new representative of the LEPs when notified to TfN shall be co-opted as a Co-opted Member of the Board without further reference to the Board.
- 10.3 That the Board approves the membership of the Committees of TfN as set out in the report.
- 10.4 That the Board approve the proposed New Procedure Rules and amendments to the Constitution to provide for virtual meetings.
- 10.5 That the Board approve the proposed amendments to the Terms of Reference of the Rail North Committee.
- 10.6 That the Board approve the proposed amendments to the Constitution to enable future minor administrative changes to be made by the Monitoring Officer.
- 10.7 That the Board approve the adoption of a replacement Whistleblowing Policy.

- 10.8 That the Board approve the Calendar of Meetings for the forthcoming year.

**11. Appendices**

- 11.1 Appendix 1 – Procedure Rules for Virtual Meetings
- 11.2 Appendix 2 – Schedule of Amendments to the Constitution
- 11.3 Appendix 3 – Whistleblowing Policy



## List of Background Documents:

The Constitution

## Required Considerations Equalities:

Age		No
Disability		No
Gender Reassignment		No
Pregnancy and Maternity		No
Race		No
Religion or Belief		No
Sex		No
Sexual Orientation		No

Consideration	Comment	Responsible Officer	Director
Equalities	A full Impact assessment has not been carried out because it is not required for this report	Julie Openshaw	Dawn Madin

## Environment and Sustainability

	No
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Consideration	Comment	Responsible Officer	Director
Sustainability / Environment	A full impact assessment has not been carried out because it is not required for this report.	Julie Openshaw	Dawn Madin

## Legal

Yes	
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Consideration	Comment	Responsible Officer	Director
Legal	The legal implications have been considered and are included in the report.	Julie Openshaw	Dawn Madin

## Finance

	No
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<b>Consideration</b>	<b>Comment</b>	<b>Responsible Officer</b>	<b>Director</b>
Finance	There are no financial implications.	Paul Jones	Iain Craven

### Resource

Yes	
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<b>Consideration</b>	<b>Comment</b>	<b>Responsible Officer</b>	<b>Director</b>
Resource	The resource implications have been considered and are included in the report.	Stephen Hipwell	Dawn Madin

### Risk

	No
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<b>Consideration</b>	<b>Comment</b>	<b>Responsible Officer</b>	<b>Director</b>
Risk	There are no risks associated with the content of this report.	Haddy Njie	Iain Craven

### Consultation

Yes	No
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<b>Consideration</b>	<b>Comment</b>	<b>Responsible Officer</b>	<b>Director</b>
Consultation	A consultation has not been carried out because it is not necessary for this report.	Julie Openshaw	Dawn Madin