

Constitution

As agreed by the Transport for the North Board on 29 September 2021

and updated July 2022 following TfN June Board meeting

and amended under delegated power on 19 July 2023

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PART 1 INTRODUCTION AND ARTICLES

1. Definitions

In this Constitution:

- 1.1 “The Transport for the North Area” means the area consisting of all the areas of the Constituent Authorities.
- 1.2 “The Transport for the North Board” means a meeting of all the Members and Co-opted Members of Transport for the North.
- 1.3 “The Constituent Authorities” mean the following local transport authorities in the North:
- Blackburn with Darwen Borough Council
 - Blackpool Borough Council
 - Cheshire East Council
 - Chester West and Chester Council
 - The Council of the City of York
 - Cumberland Council
 - The Durham, Gateshead, South Tyneside, and Sunderland Combined Authority (North East Combined Authority)
 - Newcastle upon Tyne, North Tyneside, and Northumberland Combined Authority (North of Tyne Combined Authority)
 - The East Riding of Yorkshire Council
 - Greater Manchester Combined Authority
 - Kingston Upon Hull City Council
 - Lancashire County Council
 - Liverpool City Region Combined Authority
 - North East Lincolnshire Council
 - North Lincolnshire Borough Council
 - North Yorkshire Council
 - South Yorkshire Mayoral Combined Authority
 - Tees Valley Combined Authority
 - Warrington Borough Council
 - Westmorland and Furness Council
 - West Yorkshire Combined Authority.
- 1.4 “The Order” means The Sub-National Transport Body (Transport for the North) Regulations 2018 (SI 2018 No. 103) (as amended by the Newcastle Upon Tyne, North Tyneside, and Northumberland Combined Authority (Establishment and Functions) Order 2018, the Cumbria (Structural Changes) Order 2022, the North Yorkshire (Structural Changes) Order 2022 and the Local Government (Structural Changes) (Supplementary Provision and Amendment) Order 2023) and as further amended from time to time).
- 1.5 “The Rail North Area” means the combined areas of Transport for the North and each of the Rail North Authorities.

- 1.6 “The Rail North Authorities” means the following Authorities which were formerly Members of Rail North Limited but are not Constituent Authorities:
- Staffordshire County Council
 - Nottinghamshire County Council
 - Derbyshire County Council
 - Lincolnshire County Council
 - Nottingham City Council
 - Stoke-on Trent City Council.
- 1.7 “Reserved Matters” means the matters set out in Clause 21.8.
- 1.8 “Rail Franchise Matters” means any question about the management of the Northern or TransPennine Express rail franchises.
- 1.9 “Statutory Partner” means Transport for the North’s role as a Statutory Partner to the Secretary of State including but not limited to its functions pursuant to Regulation 5(b) to (e) of the Order. This role includes representing the views of the region, determining the North’s objectives for investment, and working with the Secretary of State to enable northern priorities to be included within national priorities.
- 1.10 “Transport Strategy” means a transport strategy within the meaning of Section 102I of the Local Transport Act 2008 and includes all investment and delivery plans.
- 1.11 This Constitution sets out how Transport for the North operates, how decisions are made and the procedures that are followed to ensure that Transport for the North operates efficiently, effectively and is both transparent and accountable.
- 1.12 The Constitution is made up of seven parts and 14 Appendices.

2. Role and Powers of Transport for the North

2.1 Transport for the North has been established to provide a single voice for the North, to facilitate the development and implementation of transport strategies in the North and with the objective that economic growth in the area would be enhanced by the development and implementation of these strategies.

2.2 Transport for the North was established under section 102E of the Local Transport Act 2008 and pursuant to the Order made on 22nd January 2018 as the Sub-National Transport Body for the Transport for the North Area with the power to exercise the following functions:

2.3 General Functions

- a) To prepare a Transport Strategy for the Transport for the North Area in accordance with section 102I of the Local Transport Act 2008;
- b) To provide advice to the Secretary of State about the exercise of the transport functions in the Transport for the North Area;
- c) To co-ordinate the carrying out of transport functions that are exercisable by its different Constituent Authorities with a view to improving the effectiveness and efficiency of the carrying out of those functions;
- d) If Transport for the North considers that a transport function in relation to its area would more effectively and efficiently be carried out by Transport for the North, to make proposals to the Secretary of State for the transfer of that function to Transport for the North;
- e) To make other proposals to the Secretary of State about the role and functions of Transport for the North.

2.4 Capital Grants exercisable concurrently with the Constituent Authorities

- a) To pay Capital Grants under section 56(2) of the Transport Act 1968.

2.5 Ticketing Schemes exercisable concurrently with the Constituent Authorities

- a) To make an advanced ticketing scheme under section 134C(1) of the Transport Act 2000;
- b) To make other ticketing schemes under section 135(1) of the Transport Act 2000;
- c) (Sections 134C(9) to (11), 134D to 134G, 135(7) and (8) and sections 136 and 137 are applicable in connection with such ticketing schemes).

2.6 Rail Franchise Agreements exercisable concurrently with the Constituent Authorities

- a) The right under section 13 of the Railways Act 2005 to be consulted over the grant of a rail franchise agreement for passenger services within, to and from the Transport for the North Area and the right to enter into arrangements with the Secretary of State relating to the management of rail franchise agreements.

2.7 Highway Functions exercisable jointly with the Secretary of State

- a) To enter into agreements with local authorities under section 6(5) of the Highways Act 1980 for the construction or improvement of a trunk road;
- b) Functions relating to environmental impact assessments under sections 105A to 105C of the Highways Act 1980;

- c) Functions under 239(1) + (2), 239(3), (4) + (5), 240(1), (2) + (6), 246(1), (2), (2A) and (5) and 250(1) + (2) of the Highways Act 1980 in relation to the acquisition of land and rights over land.

2.8 Highway Functions exercisable concurrently with local authorities by which the functions are exercised within Transport for the North

- a) To enter into agreements under section 8(1) of the Highways Act 1980 with highway authorities and third parties for the construction, improvement, or maintenance of a highway other than a trunk road;
- b) To construct new highways under section 24(2) of the Highways Act 1980;
- c) To acquire land by agreement or compulsorily under sections 239(1), (3), (4) + (5), 240(1), (2) + (6), 246(1), (2), (2A) + (5) and 250(1) + (2) of the Highways Act 1980 in relation to the creation and improvement of highways;
- d) To enter into agreements for the creation of new footpaths under section 25 of the Highways Act 1980 and to create new footpaths compulsorily under section 26 of that Act;
- e) Under the provisions of Regulation 14 of the Order, Transport for the North may not exercise the function in section 24(2) of the Highways Act 1980 unless the manner in which it proposes to exercise the function has been approved by:
 - i. Each Council through whose area the road is to pass;
 - ii. The authority which is to be the highway authority for the road;
 - iii. The highway authority for any highway with which the new road will communicate, and;
 - iv. The Secretary of State
- f) Under the provisions of Regulation 15 of the Order, Transport for the North may not exercise any of the other concurrent highway functions unless the manner in which it proposes to exercise the function has been approved by the local highway authority for the area affected.

2.9 Other Powers

- a) Transport for the North will act as a Statutory Partner to the Secretary of State in both road and rail investment processes and will be responsible for setting the objectives and priorities for strategic road and rail investment in the Transport for the North Area;
- b) Transport for the North has taken over the role and functions of Rail North Limited, and through a Partnership Agreement with the Secretary of State for Transport will exercise management functions in relation to the TransPennine Express and Northern Franchise Agreements;
- c) Transport for the North will exercise its powers and duties in accordance with the law and this Constitution;
- d) This Constitution, and all its Appendices, is the Constitution of Transport for the North.
- e) Transport for the North will review the operation of the Constitution as set out in paragraph 13.5 below.

3 Members of Transport for the North

- 3.1 Each of the 21 Constituent Authorities shall appoint one of its elected Members to be a Member of the Transport for the North Board. The Member appointed must be in the case of a Constituent Authority that has an elected Mayor, the Mayor or the elected Member with responsibility for transport and in any other case the Leader, the Chair or the elected Member with responsibility for transport.
- 3.2 In addition, each Constituent Authority will appoint another of its elected members to act as a Member of the Transport for the North Board (the Substitute Member) in the absence of the Member appointed under paragraph 3.1 above.
- 3.3 The Members and Substitute Members appointed to the Transport for the North Board by the Constituent Authorities are the voting Members of Transport for the North.
- 3.4 Each of the six Rail North Authorities are entitled under the Transport for the North Regulations to appoint a Member and Substitute Member as Co-opted Members of the Transport for the North Board. The Transport for the North Board has agreed to give these Members voting rights in relation to Rail Franchise Matters only.
- 3.5 The voting Members of Transport for the North may co-opt Members as non-voting Members of Transport for the North if they all agree.
- 3.6 The voting Members of Transport for the North have all agreed to co-opt a representative and substitute of each of the Local Enterprise Partnerships (LEPs) within the Transport for the North area and a representative of each of the transport agencies: Network Rail, National Highways and HS2 as non-voting Co-opted Members of the Transport for the North Board.
- 3.7 The provisions relating to the appointment of Members are set out fully in Part 5 Procedure Rules.

4 Chairing the Transport for the North Board

- 4.1 The Transport for the North Board must appoint a Chair of the Transport for the North Board and the two Vice Chairs from among the Members and Co-opted Members of the Transport for the North Board.
- 4.2 The process for the appointment of the Chair and any Vice-Chair is set out in the Transport for the North Procedure Rules in Part 5 of this Constitution.

5 Meetings and Procedure

- 5.1 The Transport for the North Board will meet four times per year, but additional meetings may take place should the need arise.
- 5.2 There are three types of meeting of Transport for the North:
- 5.2.1 The Annual Meeting;
 - 5.2.2 Ordinary meetings;
 - 5.2.3 Extraordinary meetings.
- 5.3 These will be conducted in accordance with the Procedure Rules set out in Part 5 of this Constitution.
- 5.4 All Members will be entitled to attend meetings of the Transport for the North Board, and if they are unable to attend, their nominated Substitute Member may attend in their place, but attendance shall be in person unless Regulations allow virtual attendance.
- 5.5 A representative of the Secretary of State shall be entitled to attend meetings of the Transport for the North Board in the role of an observer. They will be entitled to speak when invited to do so but shall have no vote.
- 5.6 The following functions are reserved for decision by the Transport for the North Board and may not be delegated to a Committee or officer of Transport for the North:
- 5.6.1 Adopting and changing the Constitution (with the exception of the authority granted in paragraph 13.5 to the Monitoring Officer to make administrative amendments);
 - 5.6.2 The adoption, approval, amendment, modification, revision, variation, withdrawal or revocation of a Transport Strategy under section 102H of the Local Transport Act 2008;
 - 5.6.3 The approval or revision of the business plan and budget;
 - 5.6.4 The approval of the report of the Chief Executive setting out proposals for the co-ordination of Transport for the North's functions, the numbers and grades of staff required and the organisation, appointment and management of staff;
 - 5.6.5 The determination of collective terms and conditions of staff;
 - 5.6.6 The designation of officers as the Head of Paid Service, Monitoring Officer and Finance Director;
 - 5.6.7 The approval of payments to officers in excess of £150,000.
- 5.7 Transport for the North is a Local Authority for the purposes of Section 101 of Local Government Act 1972 and has power to delegate the discharge of Transport for the North's functions which are not reserved to the Transport for the North Board to committees, sub-committees, officers, joint committees, or other local authorities, pursuant to section 101 of the Local Government Act 1972.
- 5.8 Transport for the North has delegated authority for the discharge of Transport for the North's functions which are not reserved to the Transport for the North Board, to committees and officers in accordance with the scheme of delegation contained

in Part 3 of this Constitution.

- 5.9 Transport for the North will review its scheme of delegation at intervals as recommended by the Monitoring Officer.

6 Voting Arrangements

- 6.1 The Transport for the North Board will endeavour to reach decisions by consensus. However, where a formal decision is required, voting will be on the basis of a weighted vote in which the number of votes to be cast by a member appointed by a Constituent Authority is determined by dividing the total resident population of the area of that Constituent Authority at the relevant date by 200,000 and if the resulting number is not a whole number rounding it up to the nearest whole number. The relevant date is the 30th June in the Financial Year which began 2 years before the Financial Year in which the vote takes place (the current weighted votes are as set out in the Voting Matrix at Appendix 2).
- 6.2 Decisions on the following matters:
- a) the approval or revision of the Transport Strategy;
 - b) the approval or revision of the Annual Budget, and
 - c) the adoption of and any changes to the Constitution.
- may be decided only if agreed by both:
- a) the members who together hold at least 75% of the vote in a weighted vote, and
 - b) a simple majority of the members.
- 6.3 The Chair of the Transport for the North Board will not have a second or casting vote and in the event of an equality of votes the vote is deemed not to have been carried.
- 6.4 In relation to Rail Franchise Matters, voting will be on the basis of a weighted vote and the number of votes cast by a Member appointed by a Constituent Authority shall be determined by multiplying the percentage of the passenger miles on the Northern and TransPennine Express franchises that are in the area of the Constituent Authority by 10 and if the result is not a whole number rounding to the nearest whole number. (The current weighted votes are as set out in the Voting Matrix at Appendix 2).
- 6.5 The Voting Matrix shall be re-calculated if agreed by the Transport for the North Board but not more frequently than once in every three years. The re-calculation shall be based on the passenger miles for each Constituent Authority during the year ending on the 31st March in the preceding financial year.
- 6.6 In the Scrutiny Committee and the Audit & Governance Committee, voting shall be on the basis of one member, one vote.

7 Financial Contributions

- 7.1 Transport for the North is currently funded by grant from the Department for Transport and although future funding decisions will remain the responsibility of the Government at the time, establishing Transport for the North as a Statutory Body ensures it has the stability and permanence to be confident of long-term central Government support.
- 7.2 Transport for the North shall be entitled to accept voluntary contributions towards its costs from any of the Constituent Authorities.
- 7.3 The Constituent Authorities may all be required to contribute to the reasonably incurred costs of Transport for the North but a decision to require such contributions and a decision as to the amount of such contributions shall require a unanimous decision of the Constituent Authorities and may only be taken after written consent to the proposal has been received from each of the Constituent Authorities.
- 7.4 Unless unanimously agreed otherwise, the apportionment of any financial contributions should be determined on the basis of the resident populations of each of the Constituent Authorities as estimated by the Statistics Board at the 30th June in the financial year which commenced 2 years previously.
- 7.5 Each of the Constituent Authorities and each of the Rail North Authorities shall make the Rail North Support Payments and, where appropriate, the Rail North Supplemental Payments set out in Appendix 3.
- 7.6 None of the Rail North Authorities will be required to make an increased contribution to the budget of Transport for the North towards the cost of rail franchise management without the prior written agreement of each Authority.

8 Committees of Transport for the North

- 8.1 Transport for the North has established an Audit and Governance Committee to discharge the roles and functions set out in Part 4 of this Constitution.
- 8.2 Transport for the North has established a Scrutiny Committee to discharge the function of scrutiny as set out in Part 4 of this Constitution.
- 8.3 Transport for the North has established a Rail North Committee to discharge its functions in relation to all rail franchise matters as set out in Part 4 of this Constitution.
- 8.4 Transport for the North has established a General Purposes Committee to provide direction in relation to any matter other than rail franchise matters which is not reserved to the Transport for the North Board.
- 8.5 Transport for the North may establish such other committees as it thinks fit to discharge its functions.

9 Co-opted Members

- 9.1 Transport for the North may appoint any person not being an elected Member of one of the Constituent Authorities as a non-voting Co-opted Member of Transport for the North. No person may be appointed as a Co-opted Member unless all the voting Members of Transport for the North agree to do so.
- 9.2 The person appointed as the Chair of the Partnership Board shall be appointed as a Co-opted Member of Transport for the North. Transport for the North has decided that the Chair of the TfN Board shall be the same person as the Chair of the Partnership Board, unless it decides to the contrary.
- 9.3 Each of the Rail North Authorities is to appoint one of their elected Members to be appointed as a Co-opted Member of Transport for the North. The person appointed should be that Authority's Elected Mayor, Leader or Chair, provided that if responsibility for transport has been formally delegated to another member of the Authority that member may be appointed. Each Rail North Authority shall also appoint one of their elected Members to be a Substitute Co-opted Member of Transport for the North.
- 9.4 The Chair of the Partnership Board shall cease to be a Co-opted Member of Transport for the North Board (and Chair of the TfN Board) if he or she ceases to be the Chair of the Partnership Board.
- 9.5 A person co-opted to be a Member of Transport for the North as the representative of a Rail North Authority, or any other organisation invited to appoint a representative to Transport for the North shall cease to be a Co-opted Member of Transport for the North if they cease to be an elected Member of the Rail North Authority or a member of the organisation they represent.
- 9.6 The members of the public appointed by Transport for the North to sit on the Audit and Governance Committee as independent members shall be co-opted as members of the Audit and Governance Committee.
- 9.7 The provisions relating to Co-opted Members are set out fully in Part 5 Procedure Rules.
- 9.8 Pursuant to section 102G(5) of the Local Transport Act 2008 Transport for the North may resolve that Co-opted Members shall be entitled to vote. Transport for the North has exercised this power to give voting rights to Co-opted Members representing the Rail North Authorities. Such voting rights shall be limited to Rail Franchise Matters and shall be in accordance with the Matrix set out in Appendix 2.
- 9.9 Transport for the North shall also exercise this power to give ordinary voting rights of one member one vote to any Members co-opted to sit on the Scrutiny Committee and to the Independent Members co-opted to sit on the Audit and Governance Committee.
- 9.10 All Members will:
- a) Collectively be the ultimate policy makers of Transport for the North;
 - b) Bring the views of their communities into Transport for the North's decision-

making process;

- c) Maintain the highest standards of conduct and ethics;
- d) In carrying out the business of Transport for the North, will observe the Code of Conduct for Members adopted by their appointing Authority, or where they are co-opted and have no appointing Authority, the Code of Conduct for Board Members of Public Bodies as issued by the Cabinet Office and currently in force as reproduced at Appendix 13.

9.11 As a point of clarification a member of Transport for the North shall not be considered to have an interest in any matter of business of Transport for the North by virtue of being a Member of a Constituent Authority or a Rail North Authority.

10 Joint and Partnership Arrangements

10.1 Enabling Powers Under section 101 Local Government Act 1972:

Transport for the North has power pursuant to Section 101(5) of the Local Government Act 1972 to make arrangements with other local authorities to discharge their functions jointly. Such arrangements may involve the discharge of those functions by a joint committee of such authorities or by an officer of one of them.

10.2 The Partnership Agreement between TfN and DfT:

Transport for the North has been established to act as a single voice on transport for the North. Transport for the North has entered into a Partnership Agreement with the Secretary of State setting out how it will fulfil this function. A copy of this Agreement is contained in this Constitution at Appendix 4.

10.3 The Partnership Board:

In accordance with the provisions of Regulation 4 of the Sub-national Transport Body (Transport for the North) Regulations 2018 as amended from time to time, Transport for the North has established a Partnership Board bringing together Transport for the North, the Secretary of State for Transport, other National Agencies, and representatives of all the Local Enterprise Partnerships (LEPs) within the area of Transport for the North. The Partnership Board consists of a representative from each of the 21 current Constituent Authorities, the representatives of the Rail North Authorities, a representative from each of the 11 Local Enterprise Partnerships, and a representative of HS2 Ltd, Network Rail, National Highways, and the Department for Transport. New members now include the northern representatives of the TUC, and a representative of each of The Committee on Climate Change, Disability Rights UK, Transport Focus, the Directors of Public Health of the Constituent Authorities, and the Northern Chambers of Commerce. The Partnership Board shall consist of such members as the Transport for the North Board shall appoint from time to time.

10.3.1 The role of the Partnership Board is to represent wider business and community interests and to advise on policies and priorities relating to transport and on the effect of transport to the economy of the Transport for the North area and to lead the development operations and delivery of the Strategic Transport Plan. The terms of reference of the Partnership Board are attached at Appendix 5 to this Constitution.

10.3.2 The Partnership Board shall recommend to the Transport for the North Board the Transport Strategy for adoption.

10.3.3 Transport for the North will appoint an Independent Chair of the Partnership Board. The Independent Chair will be appointed as a Co-opted Member of the Transport for the North Board.

10.3.4 The Partnership Board shall not be a Committee of Transport for the North and its meetings are not subject to the provisions of the Local Government Act 1972.

10.4 The Highways North Board:

- 10.4.1 Transport for the North will participate in the Highways North Board together with National Highways and the Department for Transport. Highways North Board will recommend conclusions, papers, and materials to inform the decision-making process for strategic highway investment.
- 10.4.2 Highways North Board will be one of the mechanisms through which Transport for the North fulfils their statutory partner role in relation to roads. This Board will meet at least quarterly and recommend conclusions, papers, and materials to be shared with decision-making groups, informing the creation of future Road Investment Strategy and other competitive major road funding programmes. The Terms of Reference of the Highways North Board are included at Appendix 6.

10.5 Rail North Partnership Board:

- 10.5.1 Under the terms of its Partnership Agreement with the Secretary of State and the Franchise Management Agreement, Transport for the North will participate in the Rail North Partnership Board together with the Department for Transport. The Rail North Partnership Board will recommend priorities for strategic rail investment and be the forum for Transport for the North to implement its role as Statutory Partner.
- 10.5.2 The Rail North Partnership Board will be one of the mechanisms through which Transport for the North fulfils their statutory partner role in relation to rail.
- 10.5.3 This Board will meet at least quarterly and recommend conclusions, papers and materials to be shared with decision-making groups, informing the creation of future rail investment strategy.

10.6 Executive Board:

- 10.6.1 Transport for the North has established the Executive Board comprising the Chief Executive or their representative from each of the Constituent Authorities who meet together as an advisory body of officers to advise on the development of Transport for the North's strategy and operations and to assist Transport for the North in its role as speaking with one voice for the whole of the North.

10.7 Rail North Limited:

- 10.7.1 Transport for the North has taken over the role and functions of Rail North Limited in relation to the management of the TransPennine Express and Northern Rail Franchises. The company has now been wound up and Transport for the North has established the Rail North Committee to oversee this role. At meetings of the Rail North Committee, Co-opted Members representing the former Members of Rail North Limited which are not Constituent Authorities (the Rail North Authorities) will be entitled to attend, speak and vote on Rail Franchise Matters.

- 10.7.2 At meetings of the Rail North Committee, when rail franchise matters are considered, voting shall be in accordance with the weighted votes for Rail Franchise Matters as provided by paragraph 3 (5) (a) of Schedule 1 to the Sub-National Transport Body (Transport for the North) Regulations 2018 and set out in the Matrix contained in Appendix 2 hereto.

11 Officers and Statutory Officers

- 11.1 Transport for the North shall appoint the following Statutory Officers: a Head of Paid Service, a Chief Financial Officer (S151 Officer) and a Monitoring Officer, whose responsibilities and delegations are as set out in Part 3 of this Constitution.
- 11.2 Transport for the North may engage any additional staff (referred to as Other Officers), as it considers necessary to carry out its functions.
- 11.3 All Officers will comply with the Code of Conduct for Officers set out in Part 7 of this Constitution.

12 Decision Making

12.1 Transport for the North will issue and keep up to date a record of what part of Transport for the North, or which individual within Transport for the North, has responsibility for particular types of decisions or decisions relating to particular functions. This record is set out in Parts 3 and 4 of this Constitution.

12.2 Principles of decision making

In making any decision in relation to Transport Strategy Transport for the North shall have due regard to the recommendations of the Partnership Board.

All decisions of Transport for the North should be made in accordance with the following principles:

- a) Proportionality (meaning the action must be proportionate to the results to be achieved);
- b) Due consultation (including the taking of relevant professional advice);
- c) Respect for human rights, equality, and diversity;
- d) Presumption in favour of openness;
- e) Clarity of aims and desired outcomes;
- f) Due consideration to be given to alternative options;
- g) Due consideration to be given to constitutional requirements/adherence on the statutory/legal frameworks.

12.3 Types of decision

12.3.1 Decisions reserved to the Transport for the North Board

Decisions relating to the functions listed in Clause 17 of Part 3 of this Constitution will be made by the Transport for the North Board and not delegated. Meetings of the Transport for the North Board will follow the Rules of Procedure set out in Part 5 of this Constitution when considering any matter.

12.3.2 Decision making by Committees and Joint Committees established by Transport for the North

Committees and Joint Committees established by Transport for the North will follow those parts of the Rules of Procedure set out in Part 5 of this Constitution as apply to them.

12.3.3 Decision making by Officers

Officers will exercise their delegated authority in accordance with the Scheme of Delegation to Officers set out in Part 3, of this Constitution and other provisions of this Constitution and shall keep appropriate records of the decisions that they have made.

13 Finance, Contracts and Legal Matters

13.1 Financial Management

The management of Transport for the North's financial affairs will be conducted in accordance with the Financial Procedures set out in Part 6 of this Constitution.

13.2 Legal proceedings

13.2.1 The Monitoring Officer is authorised to institute, defend, or participate in any legal proceedings in any case where the Monitoring Officer considers that such action is necessary to protect the interests of Transport for the North. The Monitoring Officer's delegated powers are set out at paragraphs 13.5.2 and 18.10 hereof.

13.2.2 Any notices to be served on Transport for the North are to be sent to the Monitoring Officer at such premises as may be from time to time its main place of business, which for the purposes of any enactment shall be regarded as the principal office of Transport for the North.

13.3 Authentication of documents

13.3.1 Where any document is necessary to any legal procedure or proceedings on behalf of Transport for the North, it will be signed by the Monitoring Officer or some other person duly authorised by Transport for the North or the Monitoring Officer, unless any enactment otherwise authorises or requires.

13.3.2 Any contract with a value exceeding £30,000 entered into by Transport for the North shall be made in writing. Any contract with a value exceeding £75,000 must be signed by two duly authorised officers of Transport for the North. Contracts with a value exceeding £150,000 will normally be made under the Common Seal of Transport for the North attested by two authorised officers unless the Monitoring Officer determines otherwise.

13.4 Common Seal of Transport for the North

The Common Seal of Transport for the North will be kept in a safe place in the custody of the Monitoring Officer. A decision of Transport for the North, or any part of it, will be sufficient authority for sealing any document necessary to give effect to the decision. The Common Seal will be affixed to those documents which in the opinion of the Monitoring Officer should be sealed. The affixing of the Common Seal will be attested by the Monitoring Officer or some other person authorised by the Monitoring Officer and a second authorised officer.

13.5 Review and Revision of the Constitution

13.5.1 The Monitoring Officer will monitor and review the operation of the Constitution as required and at least annually.

13.5.2 The Monitoring Officer shall be authorised to make minor amendments to the Authority's Constitution, following consultation with the Chief Executive, in order to give effect to changes to job or officer group titles,

to reflect legislative changes and to improve layout, to improve reference to existing legislation, improve operational processes provided no financial thresholds are increased, or correct typographical errors – see also paragraph 18.10 (o).

- 13.5.3 Other changes to the Constitution will only be approved by the Transport for the North Board after consideration of the proposal by the Monitoring Officer and in accordance with the Rules of Procedure in Part 5 of this Constitution.

PART 2 FUNCTIONS CONFERRED ON TRANSPORT FOR THE NORTH PURSUANT TO THE ORDER

14 Role and Powers of Transport for the North

14.1 Transport for the North has been established to provide a single voice for the North, to facilitate the development and implementation of transport strategies in the North and with the objective that economic growth in the area would be enhanced by the development and implementation of these strategies.

14.2 Transport for the North was established under section 102E of the Local Transport Act 2008 and pursuant to the Order made on 22nd January 2018 as the Sub-National Transport Body for the Transport for the North Area with the power to exercise the following functions:

14.3 General Functions

- a) To prepare a Transport Strategy for the Transport for the North Area in accordance with section 102I of the Local Transport Act 2008;
- b) To provide advice to the Secretary of State about the exercise of the transport functions in the Transport for the North Area;
- c) To co-ordinate the carrying out of transport functions that are exercisable by its different Constituent Authorities with a view to improving the effectiveness and efficiency of the carrying out of those functions;
- d) If Transport for the North considers that a transport function in relation to its area would more effectively and efficiently be carried out by Transport for the North, to make proposals to the Secretary of State for the transfer of that function to Transport for the North;
- e) To make other proposals to the Secretary of State about the role and functions of Transport for the North.

14.4 Capital Grants exercisable concurrently with the Constituent Authorities

- a) To pay Capital Grants under section 56(2) of the Transport Act 1968.

14.5 Ticketing Schemes exercisable concurrently with the Constituent Authorities

- a) To make an advanced ticketing scheme under section 134C(1) of the Transport Act 2000;
- b) To make other ticketing schemes under section 135(1) of the Transport Act 2000;
- c) (Sections 134C(9) to (11), 134D to 134G, 135(7) and (8) and sections 136 and 137 are applicable in connection with such ticketing schemes).

14.6 Rail Franchise Agreements exercisable concurrently with the Constituent Authorities

- a) The right under section 13 of the Railways Act 2005 to be consulted over the grant of a rail franchise agreement for passenger services within, to and from the Transport for the North Area and the right to enter into arrangements with the Secretary of State relating to the management of rail franchise agreements.

14.7 Highway Functions exercisable jointly with the Secretary of State

- a) To enter into agreements with local authorities under section 6(5) of the Highways Act 1980 for the construction or improvement of a trunk road;
- b) Functions relating to environmental impact assessments under sections 105A to 105C of the Highways Act 1980;
- c) Functions under 239(1) + (2), 239(3), (4) + (5), 240(1), (2) + (6), 246(1), (2), (2A) and (5) and 250(1) + (2) of the Highways Act 1980 in relation to the acquisition of land and rights over land.

14.8 Highway Functions exercisable concurrently with local authorities by which the functions are exercised within Transport for the North

- a) To enter into agreements under section 8(1) of the Highways Act 1980 with highway authorities and third parties for the construction, improvement, or maintenance of a highway other than a trunk road;
- b) To construct new highways under section 24(2) of the Highways Act 1980;
- c) To acquire land by agreement or compulsorily under sections 239(1), (3), (4) + (5), 240(1), (2) + (6), 246(1), (2), (2A) + (5) and 250(1) + (2) of the Highways Act 1980 in relation to the creation and improvement of highways;
- d) To enter into agreements for the creation of new footpaths under section 25 of the Highways Act 1980 and to create new footpaths compulsorily under section 26 of that Act;
- e) Under the provisions of Regulation 14 of the Order, Transport for the North may not exercise the function in section 24(2) of the Highways Act 1980 unless the manner in which it proposes to exercise the function has been approved by:
 - v. Each Council through whose area the road is to pass;
 - vi. The authority which is to be the highway authority for the road;
 - vii. The highway authority for any highway with which the new road will communicate, and;
 - viii. The Secretary of State;
- f) Under the provisions of Regulation 15 of the Order, Transport for the North may not exercise any of the other concurrent highway functions unless the manner in which it proposes to exercise the function has been approved by the local highway authority for the area affected.

14.9 Other Powers

- a) Transport for the North will act as a Statutory Partner to the Secretary of State in both road and rail investment processes and will be responsible for setting the objectives and priorities for strategic road and rail investment in the Transport for the North Area;
- b) Transport for the North has taken over the role and functions of Rail North Limited, and through a Partnership Agreement with the Secretary of State for Transport will exercise management functions in relation to the TransPennine Express and Northern Franchise Agreements;
- c) Transport for the North will exercise its powers and duties in accordance with the law and this Constitution;
- d) This Constitution, and all its Appendices, is the Constitution of Transport for the North;
- e) Transport for the North will review the operation of the Constitution as set out in paragraph 13.5.

15 Duties and Functions under other Legislation

15.1 Transport for the North shall have such other powers and duties as are conferred on a Sub-National Transport Body by any enactment without prejudice to the generality of the above.

15.2 Pursuant to the Regulations and to Schedule 5 of the Cities and Local Government Devolution Act 2016 the following provisions have effect as if Transport for the North were a local authority for the purposes of these provisions:

- 15.2.1 Part 5A of the Local Government Act 1972 (access to meetings and documents);
- 15.2.2 Section 101 of the Local Government Act 1972 (arrangements for the discharge of functions);
- 15.2.3 Section 113 of the Local Government Act 1972 (secondment of staff);
- 15.2.4 Section 116 Local Government Act 1972 (Members of Transport for the North not to be appointed as officers);
- 15.2.5 Section 117 of the Local Government Act 1972 (disclosure by officers of interests in contracts);
- 15.2.6 Sections 120-123 of the Local Government Act 1972 (acquisition and disposal of land);
- 15.2.7 Section 135 of the Local Government Act 1972 (standing orders for contracts);
- 15.2.8 Section 142(2) of the Local Government Act 1972 (provision of information);
- 15.2.9 Section 222 of the Local Government Act 1972 (power to instigate and defend legal proceedings);
- 15.2.10 Sections 72 and 73 of the Local Government Act 1985 (the establishment of a general fund and the appointment of a designated officer responsible for the proper management of financial affairs);
- 15.2.11 Sections 4 and 5 of the Local Government and Housing Act 1989 (appointment of the Head of Paid Service and Monitoring Officer);
- 15.2.12 Section 7 of the Local Government and Housing Act 1989 (staff to be appointed on merit);
- 15.2.13 Section 13 of the Local Government and Housing Act 1989 (voting rights of Members on certain committees);
- 15.2.14 Section 1 of the Local Government Act 1999 (a Best Value Authority);
- 15.2.15 The Freedom of Information Act 2000 (the duty to publish a Publication Scheme and to respond to FOI requests for information);
- 15.2.16 The Equality Act 2010 (including the Public Sector Equality Duty);
- 15.2.17 Section 29 of the Localism Act 2011 (register of Members Interests);
- 15.2.18 Section 40 of the Local Audit and Accountability Act 2014 (duty to allow the recording/filming of public meetings).

15.3 Pursuant to Section 102M of the Local Transport Act 2008 the power to do anything:

- 15.3.1 It considers appropriate for the purpose of carrying out its functions;
- 15.3.2 It considers appropriate for purposes incidental to its functional purposes;
- 15.3.3 It considers connected with its functions or anything it may do under(a) or (b); and

- 15.3.4 Commercially, anything which it can do under (a) to (c) above.
- 15.4 Transport for the North may not borrow money and may not charge for anything that it does otherwise than for a commercial purpose.
- 15.5 Where Transport for the North does anything for a commercial purpose it must do it through a company within the meaning of section 1(1) the Companies Act 2006 or a registered society within the meaning of the Co-operative and Community Benefit Societies Act 2014.
- 15.6 Transport for the North is a public body for the purposes of section 1 of the Local Authorities (Goods and Services) Act 1970.
- 15.7 Transport for the North is treated as a Local Authority for the purposes of section 9(5) of the Transport Act 1968.

16 Exercise of Concurrent Powers and Functions

- 16.1 Transport for the North will consult with the Executive Board over the Governance Arrangements to be put in place for each major programme of work. A major programme of work shall be one for which Transport for the North employs or engages an identified Director or Lead Officer. The governance arrangements will ensure that the Constituent Authorities, other Authorities, and stakeholders are involved in the formulation of plans and future proposals and given appropriate opportunities to express their views and for these to be taken into account.
- 16.2 The Governance Arrangements for each approved programme will include an Officers Reference Group to be made up of appropriately qualified officers of each of the Constituent Authorities or, where appropriate, Highway and other Authorities. The Terms of Reference and Membership of each Officers Reference Group will be set out in the Governance Arrangements for each programme and will provide the officers of the Constituent and other Authorities with an opportunity to work closely with Transport for the North officers and the delivery agencies in the development of plans and proposals. The membership and terms of reference of each Officer Reference Group shall be reported to the Executive Board.
- 16.3 Before exercising any transport functions which it holds concurrently with the Constituent Authorities, Transport for the North will consult any Transport Authority whose area is affected by the proposal over the exercise of the functions and where the nature and extent of the proposal make it appropriate, will enter into a Protocol to govern the exercise of its powers and functions in relation to that proposal and its future development.
- 16.4 In accordance with the provisions of Regulations 14 and 15 of the Order, Transport for the North will only exercise the highways functions it holds concurrently with the Local Highway Authorities after it has first obtained consent to the exercise of those from the affected Local Highway Authorities.
- 16.5 **Merseyrail Electrics Network**
- Transport for the North acknowledges that Merseytravel has the primary responsibility for the letting of the concession agreement in relation to the operation of the Merseyrail Electrics Network. Transport for the North further acknowledges that Merseytravel in this role will continue to engage with the Secretary of State and associated departments in relation to the Merseyrail Electrics Network.

PART 3 RESPONSIBILITY FOR FUNCTIONS

17 Functions Reserved to the Transport for the North Board

17.1 The Transport for the North Board will not delegate the following functions:

- a) Adopting and changing the Constitution (with the exception of the authority granted in paragraph 13.5 and 18.10 to the Monitoring Officer to make administrative amendments);
- b) The adoption, approval, amendment, modification, revision, variation, withdrawal, or revocation of a Transport Strategy under section 102I of the Local Transport Act 2008;
- c) The approval or revision of the business plan and budget;
- d) The approval of the report of the Chief Executive setting out proposals for the co-ordination of Transport for the North's functions, the numbers and grades of staff required and the organisation, appointment, and management of staff;
- e) The determination of collective terms and conditions of staff.
- f) Subject to the provisions of Clause 22 of this Constitution, the designation of officers as the Head of Paid Service, Monitoring Officer and Finance Director;
- g) The approval of payments to officers in excess of £150,000.

18 Scheme of Delegations to Officers

- 18.1 This Scheme of Delegations to Officers and the appointment of Proper Officers for various functions has been prepared in accordance with section 101 of the Local Government Act 1972, which enables Transport for the North to delegate any of its functions to its officers. Transport for the North is also required by section 100G of this Act to maintain a list for public inspection specifying those powers of Transport for the North which, for the time being, are exercisable from time to time by officers of Transport for the North and stating the title of the officer in question by whom the powers are exercisable.
- 18.2 Chief Officers in the context of this document mean the Chief Executive, the Finance Director, and the Monitoring Officer.
- 18.3 The delegated powers of Chief Officers set out in this Scheme may be exercised by other officers authorised by the Chief Officer with the delegated power to act on their behalf and in their name, provided that administrative procedures are in place to record the authorisation and monitor decisions taken.
- 18.4 The exercise of delegated powers by officers is required to be in accordance with:
- 18.4.1 Statute or other legal requirements, including the principles of public law, the Human Rights Act 1998, statutory guidance and statutory codes of practice;
 - 18.4.2 The Constitution and Transport for the North's Rules of Procedure and Financial Regulations currently in force;
 - 18.4.3 The revenue and capital budgets of Transport for the North, subject to any variation thereof which is permitted by Transport for the North's Financial Regulations; and
 - 18.4.4 Any policy or direction of Transport for the North, any Committee acting in exercise of powers delegated to that Committee by Transport for the North.
- 18.5 Officers may not exercise delegated powers where:
- a) The matter is reserved to the Transport for the North Board by law or by Transport for the North's Constitution;
 - b) The matter is a function which cannot by law be discharged by an officer;
 - c) The Transport for the North Board, or a Committee, Sub-Committee or Joint Committee to which Transport for the North is a party, has determined that the matter should be discharged other than by an officer;
 - d) The Chief Executive has directed that the officer concerned should not exercise a delegated function in special circumstances.
- 18.6 Any reference in this Scheme of Delegation to any enactment shall include a reference to any amendment or re-enactment of the same.
- 18.7 Where, in relation to an item before the Transport for the North Board or a Committee, a Chief Officer is given specific authority to determine a particular matter, the officer should ensure that there is an appropriate audit trail to evidence

such determination.

18.8 Delegations to the Chief Executive/Head of Paid Service

- a) To discharge the functions of the Head of Paid Service in relation to Transport for the North as set out in Section 4 of the Local Government and Housing Act 1989. The duties of the Chief Executive as Head of Paid Service are to report to the Transport for the North Board where appropriate setting out proposals with respect to the co-ordination of Transport for the North's functions, the number and grades of staff required and the organisation, appointment and proper management of Transport for the North's staff;
- b) To establish and determine the grading of posts (within approved budgets);
- c) To discharge any function which is neither the statutory responsibility of, nor been specifically delegated to, another officer, Committee or reserved to the Transport for the North Board under Part 3 of this Constitution;
- d) To direct any officer not to exercise a delegated function in special circumstances unless they are required to do so by law;
- e) To take any action which is required as a matter of urgency in the interests of Transport for the North, in consultation (where practicable) with the Chair or the Members of the Transport for the North Board. Where action is taken as a matter of urgency a report shall be submitted to the next meeting of the Transport for the North Board for information. Consultation with Members may be by such method as the Chief Executive may determine including by telephone, email, or informal meeting. Where the views of Members are not unanimous, each response shall be weighted in accordance with the weighted voting rights of the Member to determine the result of the consultation;
- f) To take preliminary steps to protect the rights and interests of Transport for the North subject to consultation with the Chair of the Transport for the North Board in relation to any Bill or Statutory Instrument or Order in Parliament;
- g) To conduct before either House of Parliament any proceedings (including the retention of Parliamentary Agents and Counsel) connected with the passage of any Private Bill which Transport for the North has resolved to promote or oppose, including the negotiation and agreement of amendments to any such Bill, and the negotiation and approval of any terms, agreement or undertaking offered in consideration of Transport for the North not opposing any Private Bill;
- h) To nominate appoint and remove, in consultation with the Chair or Vice- Chair of the Transport for the North Board, Transport for the North representatives on the board of companies, trusts and other bodies, of which Transport for the North is a member, and to agree constitutional arrangements for such companies, trusts and other bodies and give any necessary consent required within relevant constitutions;
- i) To nominate an officer to act as the Responsible Officer for Transport for the North projects who will act as the main point of contact for the Department for Transport in accordance with the Partnership Agreement;
- j) To provide a comprehensive policy advice service to Transport for the North and in particular to advise on Transport for the North's plans and strategies;
- k) To control and co-ordinate press and media relations, the organisation of press conferences, publicity and public relations within prescribed policy including approval of the issue of all official Transport for the North publicity and official publications.

18.9 Delegations to the Finance Director/Section 151 Officer

- a) As the Chief Financial Officer designated under Section 151 of the Local Government Act 1972 and the proper Officer under section 73 of the Local Government Act 1985, to effect the proper administration of Transport for the North's financial affairs particularly in relation to financial advice, procedures, records and accounting systems, internal audit, and financial control generally;
- b) The taking of all actions requiring investment and financing, subject to the submission to the Transport for the North Board of an annual report of the Finance Director on treasury management activities and at six monthly intervals in accordance with CIPFA's Code of Practice for Treasury Management and Prudential Codes;
- c) To effect all insurance cover required in connection with the business of Transport for the North and to settle all claims under such insurances arranged for Transport for the North's benefit;
- d) The preparation of manuals of financial and accounting procedures to be followed by Officers of Transport for the North;
- e) To bid for and accept grant offers on behalf of Transport for the North, subject to all the terms and conditions set out by the grant awarding body;
- f) The submission of all claims for grant;
- g) To make all necessary banking arrangements on behalf of Transport for the North, to include authorisation of all forms of payment;
- h) To monitor revenue and capital spending and submit a report to the Transport for the North Board at not more than quarterly intervals. This report will separately identify the capital expenditure relating to schemes promoted by Transport for the North;
- i) In relation to revenue expenditure under the control of officers, to consider reports of officers on any likely overspending, and to approve transfers between expenditure heads up to a maximum of £500,000, provided that, where it is not possible to finance an overspending by such a transfer, the matter shall be referred to the Transport for the North Board for consideration of a supplementary estimate;
- j) The approval of contracts and agreements proposed to be entered into by Transport for the North provided that, subject to any other requirement of this Constitution, the Finance Director may give a general consent for Transport for the North to enter into contracts or agreements, provided that the expenditure is included in the latest budget estimate and confirmed funding is in place to meet the projected costs;
- k) The collection of all money due to Transport for the North, and the writing-off of bad debts;
- l) The acquisition and disposal of an interest in land whether freehold or leasehold and the entering into of a lease of equipment of any form;
- m) To supervise procedures for the invitation, receipt, and acceptance of tenders.
- n) To make all necessary arrangements to ensure the payment of staff employed by Transport for the North;
- o) To exercise the functions of the authority in relation to pensions and (without prejudice to the generality of this) to be the person specified to determine disputes in the first instance arising from the decisions of the Authority as scheme employer under the Local Government Pension Regulations;

- p) To discharge the functions of the 'responsible financial officer' under the Accounts and Audit (England) Regulations 2015 including the requirement under Regulation 9 to sign and date the statement of accounts and certify that it presents a true and fair view of the financial position of Transport for the North at the end of the year to which it relates and of Transport for the North's income and expenditure for that year;
- q) To discharge the functions of Transport for the North under the Accounts and Audit (England) Regulations 2015 (with the exception of Regulation, 6(2));
- r) To sign certificates under the Local Government (Contracts) Act 1997;
- s) To be the officer nominated, or to nominate in writing another officer, as the person to receive disclosures of suspicious transactions for the purposes of the Proceeds of Crime Act 2002 and any regulations made thereunder.
- t) To exercise the responsibilities assigned to the Finance Director in the Financial Regulations, the Contract Procurement Rules set out in this Constitution and the Schedule of Approvals included at Appendix 10 to this Constitution;
- u) As provided by paragraph 19.8, the Finance Director shall be entitled to take urgent decisions on any matter within the terms of reference of the Audit and Governance Committee after consultation with the Members of the Committee either in writing or by telephone.

18.10 Delegations to the Monitoring Officer

Under the provisions of section 5 of the Local Government and Housing Act 1989, Transport for the North shall appoint a Monitoring Officer. The functions of the Monitoring Officer shall be as follows:

- a) Should it at any time appear to the Monitoring Officer that any proposal, decision, or omission by Transport for the North has given rise to, or is likely to give rise to, unlawfulness or maladministration, they will prepare a report to the Transport for the North Board with respect to that proposal, decision, or omission;
- b) Contribute to the promotion and maintenance of high standards of conduct. Transport for the North has delegated to the Monitoring Officer the following powers to deal with matters of conduct and ethical standards in accordance with the requirements of the Localism Act 2011
 - (i) To act as Transport for the North's Proper Officer to receive complaints that Members of Transport for the North have failed to comply with their appointing Authority's Code of Conduct for Members;
 - (ii) To refer such complaints to the Monitoring Officer of the elected Member's appointing Authority;
 - (iii) To maintain the Register of Member's interests in accordance with section 29 of the Localism Act 2011 and to ensure that it is available for inspection and published on Transport for the North's website as required by the Act;
 - (iv) To receive complaints from the Monitoring Officer of a Constituent Authority concerning the administration of Transport for the North's affairs.
- c) Provide advice on the scope of powers and authority to take decisions, maladministration, financial impropriety, probity, budget, and policy framework issues to all members of Transport for the North;
- d) To institute, conduct, prosecute and defend any legal proceedings on behalf of Transport for the North, as may be necessary to protect and promote Transport

for the North's interests in accordance with any general policy laid down by Transport for the North, subject to consultation with the Chair in any case where the matter is of significance to Transport for the North's reputation or where Transport for the North is to appeal to the Court of Appeal or the Supreme Court;

- e) To settle, if appropriate, and in the interests of Transport for the North, any actual or threatened legal proceedings;
- f) To instruct Counsel and professional advisers, where appropriate;
- g) To give undertakings on behalf of Transport for the North;
- h) To supervise the preparation and sealing or signature of legal documents;
- i) To authorise other officers to seal documents in accordance with Article 15.4 of Transport for the North's Constitution, or to sign documents which are not required to be under seal. To complete all property transactions and contractual arrangements where terms have been agreed by the Transport for the North Board or Committees or Chief Officers acting under the Scheme of Delegation;
- j) To determine exemptions under Section 36 of the Freedom of Information Act 2000;
- k) To accept on behalf of Transport for the North the service of notices, orders and legal procedures;
- l) To provide a comprehensive administrative service to Transport for the North;
- m) Be the Proper Officer for ensuring the maintenance of public access to information in relation to Transport for the North documents, reports and background papers;
- n) To authorise the attendance of officers at professional conferences or seminars which are appropriate to the work of Transport for the North and within any policy framework from time to time laid down by Transport for the North;
- o) As set out in Clause 13.5.2, authority to make minor amendments to Transport for the North's Constitution, following consultation with the Chief Executive, in order to give effect to changes to job or officer group titles, to reflect legislative changes and to improve layout, to improve reference to existing legislation, improve operational processes provided no financial thresholds are increased, or correct typographical errors.

18.11 Schedules of Proper Officers

There are a number of specific references in enactments affecting Transport for the North, which call for functions to be undertaken by what is termed the "Proper Officer". The following paragraphs list such references and identify the Chief Officers responsible for their discharge:

a) **Head of Paid Service**

The Chief Executive is appointed as the Head of Paid Service for the purposes of Section 4 of the Local Government and Housing Act 1989 and the Proper Officer for the purpose of any enactment other than an enactment in respect of which this Constitution or Transport for the North has designated another officer as Proper Officer.

b) **Chief Financial Officer**

The Finance Director is appointed the Chief Financial Officer designated under Section 151 of the Local Government Act 1972 and Proper Officer under

section 73 of the Local Government Act 1985 and is responsible for the proper administration of Transport for the North's financial affairs and compliance with the Accounts and Audit Regulations 2015.

c) Monitoring Officer

The Head of Legal is appointed as the Monitoring Officer and the Proper Officer in relation to the following:

- (i) Local Government Act 1972 Section 100B (2) - Determination of those reports which should be available for public inspection prior to a meeting of Transport for the North and any Committee and those which are likely to be heard in private and consequently which should not be released to the public;
- (ii) Local Government Act 1972 Section 100B (7) - Provision of documents to the press, additional to Committee reports;
- (iii) Local Government Act 1972 Section 100C(2) - Preparing written summaries of proceedings;
- (iv) Local Government Act 1972 Section 100D (1) - Making arrangements for list of, and background papers to reports, to be made available for public inspection;
- (v) Local Government Act 1972 Section 100F (2) - Determination of documents disclosing exempt information which may not be inspected by Members;
- (vi) Local Government Act 1972 Schedule 12, para 4 (2) (b) - Signature of Summonses to meetings of Transport for the North;
- (vii) Local Government Act 1972 Schedule 12, para 4 (3) – Receipt of notices regarding address to which Summons to meetings of Transport for the North is to be sent;
- (viii) Section 29 of the Localism Act 2011 Register of Members Interests.

18.12 General Delegations to all Directors and Officers reporting directly to the Chief Executive

- a) To be an Authorised Signatory authorised to sign any document on behalf of Transport for the North in accordance with the procedures set out in this Constitution;
- b) In accordance with the Schedule of Approvals (Appendix 10 of the Constitution) to approve:
 - (i) virements between heads of expenditure within revenue budgets up to £100,000, subject to the approval of the Finance Controller for sums up to £25,000 and of the Finance Director for sums over £25,000
 - (ii) the release of budgeted contingency, subject to the approval of the Finance Controller for sums up to £25,000 and of the Finance Director for sums over £25,000
 - (iii) the commissioning of budgeted works, goods and services from Transport for the North Core Funding, subject to the approval of the Financial Controller sums up to £50,000 and of the Finance Director for sums over £50,000
 - (iv) The award of contracts for which appropriate commissioning approvals exist from Transport for the North core funding, subject to the approval of the Financial Controller for sums up to £50,000 and of the Finance Director for sums over £50,000
 - (v) The submission of business cases to access capital funding up to £1,000,000 subject to the agreement of the Finance Director and Chief Executive

- (vi) The agreement of funding terms with DfT up to £5,000,000 subject to the agreement of the Finance Director
- (vii) The commissioning of Programme/Capital works, goods and services with business case and funding approval for sums up to EU threshold subject to the approval of the Financial Controller, for sums up to £1,000,000 subject to the approval of the Finance Director and for sums over £1,000,000 the approval of the Chief Executive. For sums over £2,000,000 the approval of OBT and consultation with the Executive Board are also required.
- (viii) The award of contracts for Programme/Capital works, goods and services for which there is appropriate commissioning approval, subject to the agreement of the Financial Controller for sums up to the EU threshold and of the Finance Director and the Chief Executive for sums over the EU threshold.
- (ix) The approval of contract cost overruns to contracts already awarded for sums up to the EU threshold, subject to the approval of the Financial Controller and of the Finance Director for sums over the EU threshold. For sums over £5,000,000 the approval of OBT and consultation with the Executive Board are also required
- (x) The approval of Contract scope changes for works, goods and services from Transport for the North Core budget up to £164,000, subject to the approval of the Financial controller for sums up to £50,000 and of the Finance Director for sums over £50,000. For sums over the EU threshold the approval of OBT and consultation with Executive Board is required. For sums over £1,000,000 the approval of the Transport for the North Board is required.
- (xi) The approval of contract scope changes for Programme/Capital works, goods and services up to £2,000,000, subject to the approval of the Financial Controller for sums up to the EU threshold and of the Finance Director for sums over the EU threshold and of the Chief Executive over £1,000,000. For sums over £2,000,000 the approval of OBT and consultation with Executive Board is required. For sums over £2,000,000 the approval of the Transport for the North Board may be required.
- (xii) Approval of Grant awards to third parties subject to the approval of the Finance Director and the Chief Executive for sums up to £200,000 and subject to the approval of OBT for sums over £200,000 and subject to consultation with the Executive Board for all grants. Prior approval of the Transport for the North Board will be required to the inclusion of grant funding in the Transport for the North budget.
- (xiii) Approval to bid for grant funding from DfT and other bodies up to £1,000,000 subject to the approval of the Finance Director and the Chief Executive. For sums over £1,000,000 the approval of OBT and consultation with the Executive Board are required. The prior approval of the Transport for the North Board is required for all bids for sums of more than £5,000,000;
- c) In accordance with Transport for the North's adopted recruitment policies and in consultation with the Head of Human Resources, to appoint employees to posts approved in the establishment by the Chief Executive;
- d) To supervise and manage employees appointed to posts under their direction and control;
- e) In consultation with the Head of Human Resources, to take appropriate

- f) disciplinary action against staff including suspension and /or dismissal;
In consultation with the Head of Human Resources, to determine staff grievances;
- g) To determine all applications for paid and unpaid leave;
- h) To determine applications for the reimbursement of post-entry training and examination fees;
- i) To determine proposals to attend training courses;
- j) The Head of Human Resources shall have delegated authority to approve the terms and conditions of recruitment agencies, recruitment advertising providers and training and development services providers;
- k) The Chief Executive shall have delegated Authority to determine appeals against the designation of a post as a politically restricted post.

18.13 The Rail and Roads Director

The Rail and Roads Director shall have delegated responsibility from the Transport for the North Board for overseeing the discharge of Transport for the North's obligations under the Partnership Agreement with the Secretary of State relating to rail franchise management and any other Agreement Transport for the North enters into in relation rail franchise matters.

18.14 General

All Officers in whose name reports are submitted to the Transport for the North Board via the Monitoring Officer and the Finance Director are appointed the proper officers in relation to the following:

- a) Local Government Act 1972 Section 100D (1) (a), Compilation and retention of lists of background papers and copies of the relevant documents and reports; and
- b) Local Government Act 1972 Section 100D (5), Identifying and determining what are background papers.

PART 4 COMMITTEES

19 Audit and Governance Committee

19.1 The Audit and Governance Committee is a key component of corporate governance providing an independent, high-level focus on the audit, assurance and reporting framework underpinning financial management and governance arrangements. Its purpose is to provide independent review and assurance to Members on governance, risk management and control frameworks. It oversees financial reporting, the Annual Governance Statement process and internal and external audit, to ensure efficient and effective assurance arrangements are in place.

19.2 Membership comprises:

- a) six members who may be drawn from Members or substitute Members of the Transport for the North Board (not the Chair, or Vice Chair) appointed by the Transport for the North Board or elected Members of authorities which comprise the Constituent Authorities (other than TfN Scrutiny Members); and;
- b) four Independent members (to be recruited on the basis of relevant skills);

A representative of DfT (Department for Transport) will be invited to attend meetings.

19.3 The Constitution places responsibility on the Audit and Governance Committee to oversee the effectiveness of Transport for the North's risk management arrangements. The Constitution also makes the Finance Director responsible for discharging the functions of the 'responsible financial officer' under the Accounts and Audit (England) Regulations 2015, including ensuring risk is appropriately managed.

19.4 Terms of Reference

The core functions of the Authority's Audit and Governance Committee are to:

- a) approve Accounts;
- b) recommend Approval of the annual statement of accounts for Transport for the North;
- c) governance, risk, and control;
- d) review corporate governance arrangements against the Code of Corporate Governance and the good governance framework;
- e) review the Annual Governance Statement (AGS) prior to approval to ensure it properly reflects the risk environment and supporting assurances;
- f) monitor the effectiveness of arrangements to secure value for money;
- g) be satisfied that the assurance framework adequately addresses risks and priorities including governance arrangements in significant partnerships;
- h) Monitor Transport for the North's risk and performance management arrangements including review of the risk register, progress with mitigating action and the assurance map;
- i) Consider reports on the effectiveness of internal controls;
- j) Monitor the anti-fraud strategy, risk-assessment, and any actions.

19.5 Internal audit

- a) Recommend Approval of the Internal Audit Charter;
- b) Oversee and support Internal Audit's effectiveness including strategy, planning and process and ensure conformance with Public Sector Internal Audit Standards (PSIAS);
- c) Approve the risk-based internal audit plan including resources, the reliability of other sources of assurance and any significant in-year changes;
- d) Make enquiries of the Finance Director and other managers to determine any inappropriate scope or resource limitations;
- e) Consider reports and assurances from the Finance Director in relation to:
 - 19.5.1 internal Audit performance including key findings and actions from audit assignments, significant non-conformance with PSIAS and the Quality Assurance and Improvement Programme;
 - 19.5.2 annual Assurance Opinion on the adequacy and effectiveness of the framework of governance, risk management and control;
 - 19.5.3 risk management and assurance mapping arrangements;
 - 19.5.4 progress to implement recommendations including concerns or where Officers have accepted risks that the Authority may find unacceptable;
 - 19.5.5 provide assurances over the effectiveness of internal audit functions assuring the internal control environments of Transport for the North;
- f) Contribute to the Quality Assurance and Improvement Programme, including the external quality assessment of internal audit;
- g) Consider and comment on the Finance Director's Annual Review of the Effectiveness of the System of Internal Audit;
- h) Develop effective communication with the Finance Director and senior audit staff.

19.6 External audit

- a) Consider reports including the Annual Audit Letter, assess the implications and monitor managers' response to concerns;
- b) Comment on the nature and scope of work to ensure it gives value for money;
- c) Advise on the effectiveness of relationships between external and internal audit and other inspection agencies or relevant bodies.

19.7 Financial reporting

- a) Consider whether accounting policies were appropriately followed and any need to report concerns to the Authority;
- b) Consider any issues arising from external audit's audit of the accounts;
- c) Ensure there is effective scrutiny of the treasury management strategy and policies in accordance with CIPFA's Code of Practice;
- d) Make recommendations to the Finance Director and Monitoring Officer in respect of Part 6 of the Constitution (Financial Regulations).

19.8 Membership and Quorum

The Committee shall be composed of ten members and the quorum shall be three, of whom at least two shall be Members or Co-opted Members of the Transport for the North Board.

The Finance Director shall be entitled to take urgent decisions on any matter within the terms of reference of the Audit and Governance Committee after consultation with the Members of the Committee either in writing or by telephone.

19.9 Accountability arrangements

To report the Committee's findings, conclusions, and recommendations to the Transport for the North Board on the effectiveness of governance, risk management and internal controls, financial reporting, and internal and external audit functions.

20 Scrutiny Committee

- 20.1 The Order of the Secretary of State made on the 22nd January 2018 contains provisions relating to Scrutiny of the decisions of Transport for the North. These Arrangements reflect those provisions.
- 20.2 The Scrutiny Arrangements will be reviewed annually to ensure that they remain effective.
- 20.3 References in these Arrangements to major and strategic decisions of Transport for the North taken in accordance with the delegations set out in Part 3 of this Constitution include major and strategic decisions taken by Committees and sub-committees of Transport for the North in accordance with such delegations.

Objectives of Scrutiny

- 20.4 These arrangements have been established to act as a focus for the scrutiny and challenge of Transport for the North, and for investigating matters of strategic importance to residents, those travelling within the combined administrative area covered by the Constituent Authorities and other stakeholders. The role of these arrangements will include:
- a) reviewing the decisions of the Transport for the North Board;
 - b) reviewing the decisions of Transport for the North which are taken in accordance with the delegations set out in Parts 3 and 4 of this Constitution;
 - c) making reports or recommendations to the Transport for the North Board with respect to the discharge of its functions;
 - d) making reports and recommendations to the Transport for the North Board on matters relating to transport to, from or within Transport for the North's area;
 - e) making recommendations to the Transport for the North Board in advance of any decisions that Transport for the North Board proposes to take.

Operation of Scrutiny Arrangements

- 20.5 Each of the Constituent Authorities shall be entitled to appoint one Member and one Substitute Member to the Scrutiny Committee. Appointees to the Scrutiny Committee must be a member of the appointing Constituent Authority or in the case of a Combined Authority, one of the Constituent Authorities of the Combined Authority but may not be Members of the Transport for the North Board or the Rail North Committee (including substitute and co-opted members). The term of office for members of the Scrutiny Committee will be one year from the date of the annual council meeting of the Constituent Authority that appoints them to the Scrutiny Committee unless:
- a) They cease to be an elected member of the Constituent Authority that appointed them;
 - b) They wish to no longer participate in these arrangements; or
 - c) The Monitoring Officer to Transport for the North is advised by any of the Constituent Authorities that it wishes to change one or more of its appointees to the Scrutiny Committee.
- 20.6 Any person may be co-opted as a Co-opted Scrutiny Member to participate in these arrangements from all or any of the associated authorities or from such other

organisations as Transport for the North may decide. Unless Transport for the North decides otherwise, such Co-opted Scrutiny Members shall be non-voting members.

Meetings of Scrutiny Committee

- 20.7 The members appointed to the Scrutiny Committee under Clause 20.5 above will hold at least one annual meeting and may convene additional joint meetings in accordance with these arrangements.
- 20.8 At the annual meeting, the Scrutiny Committee members will:
- a) Appoint a Chair and two Vice Chairs;
 - b) Determine the areas of review and scrutiny that they wish to pursue during the ensuing 12 months;
 - c) Agree to establish Scrutiny Panels from amongst their number in order to carry out reviews;
 - d) Agree to carry out agreed areas of review and scrutiny.
- 20.9 The quorum for the annual meeting and any other meetings held under Clause 20.7 will be five and must include representatives of at least five of the Constituent Authorities.
- 20.10 The principle of decision making at any such joint meeting shall be that, wherever possible decisions will be made by agreement, without the need for a vote. If a vote is necessary, it will be decided by a simple majority of those present. The provisions relating to weighted votes set out in Clause 6 and appendix 2 shall not apply to the Scrutiny Committee or to Scrutiny Panels.
- 20.11 The venue for each annual meeting and any other Scrutiny Committee meetings held under this Clause 4 will be decided by Transport for the North as part of the approved Calendar of Meetings and shall be notified to Constituent Authorities for inclusion on their Council web sites.
- 20.12 Notice of the annual meeting and any other Scrutiny Committee meetings held under Clause 20.7 will be sent to each Scrutiny Committee member in accordance with the requirements of the Local Government Act 1972. For Members who are Members of one of the Constituent Authorities Notice will be sent to the principal place of business of that Authority. Members agree to receive notice of all meetings by e-mail.
- 20.13 The Chair will approve the agenda for each annual meeting and any other Scrutiny Committee meetings held under Clause 20.7; however, any member of the Scrutiny Committee will be entitled to require an item to be placed on the agenda for the meeting.
- 20.14 Different approaches to scrutiny reviews may be taken in each case but members will seek to act in an inclusive manner and will take evidence from a wide range of opinion. In particular, the Chair will consider requests from members of the public to speak at meetings of the Committee provided the request has been made in writing to the Monitoring Officer not less than 48 hours before the date of the meeting. Members of the public, if allowed to speak, shall be allowed up to 3 minutes to address the Committee.

- 20.15 Each Scrutiny Panel established under paragraph 20.25 shall determine its own calendar of meetings and the venue for each meeting.
- 20.16 Subject to paragraphs 20.8 – 20.14, meetings will proceed in accordance with the Rules of Procedure set out at Part 5 of the Constitution.

Powers of the Scrutiny Committee

- 20.17 The Scrutiny Committee has the power to:
- a) To review and scrutinise decisions made, or other action taken by Transport for the North;
 - b) To make reports or recommendations with respect to the discharge of the functions of Transport for the North;
 - c) To make reports or recommendations on transport matters that affect the area of Transport for the North or inhabitants of the area or other stakeholders;
 - d) To require members or officers of Transport for the North to attend meetings of the Committee to answer questions;
 - e) To invite other persons to attend meetings of the Committee.

Key principles for the operation of the scrutiny arrangements

- 20.18 Transport for the North and the Constituent Authorities will work together to maximise the exchange of information and views, to minimize bureaucracy and make best use of the time of members and officers of other bodies or agencies.
- 20.19 Members of the Scrutiny Committee will, when considering reviews, determine whether the issue is more appropriately dealt with by one of the Constituent Authorities or elsewhere and will not duplicate the work of existing bodies or agencies.
- 20.20 Subject to prior consultation, Transport for the North will respond positively to requests for information, or for the attendance of a member or officer at any meetings set up under these arrangements.
- 20.21 While it is ultimately for Transport for the North to decide who it considers the most appropriate person(s) to speak on its behalf at any meetings set up under these arrangements, consideration will be given to meeting specific requests.
- 20.22 Dates and times for officer and member attendance at any meetings set up under these arrangements should be by agreement.
- 20.23 Members appointed under these arrangements may require the attendance of officers employed by Transport for the North to answer questions and give evidence at any meetings set up under these arrangements. All such requests must be made via the Monitoring Officer of Transport for the North. If any request is declined by the Monitoring Officer, he/she must state the reasons for so doing.
- 20.24 When considering any matter in respect of which a Scrutiny Committee member appointed under these arrangements is subject to a party whip the member must declare the existence of the whip and the nature of it before the commencement of any deliberations on the matter. The declaration, and the detail of the whipping

arrangements, shall be recorded in the minutes of the meeting.

Scrutiny Panels

- 20.25 The annual meeting of members of the Scrutiny Committee will establish Scrutiny Panels to undertake agreed scrutiny reviews.
- 20.26 Membership of the Scrutiny Panels will be determined at the annual meeting.
- 20.27 Scrutiny Panels established by Clause 20.25 shall include representatives from at least 5 of the Constituent Authorities. Each Scrutiny Panel shall appoint a Chair and Vice Chair from amongst its members.
- 20.28 Scrutiny Panels established under Clause 20.25 must be appointed to carry out specific scrutiny tasks and be time limited. Their continuation will be subject to confirmation at each annual meeting of the Scrutiny Committee.
- 20.29 Transport for the North may also, if it chooses, request that a Scrutiny Panel drawn from amongst members appointed to the Scrutiny Committee be appointed to examine a specific issue in more detail and report back its findings to Transport for the North.

Reviews and Recommendations

- 20.30 The process of scrutiny will be an open and transparent process designed to engage the Constituent Authorities, their residents, and other stakeholders.
- 20.31 Meetings will be held in public unless the meeting decides to convene in private to discuss confidential or exempt information, in accordance with the relevant provisions of the Local Government Act 1972.
- 20.32 The terms of reference, timescale and outline of any review will be agreed by the Scrutiny Committee at their annual meeting.
- 20.33 Different approaches to scrutiny reviews may be taken in each case but members will seek to act in an inclusive manner and will take evidence from a wide range of opinion.
- 20.34 The primary objective of any Scrutiny Panel established under these arrangements will be to reach consensus on its recommendations, but where a minimum number of two members express an alternative to the majority view, they will be permitted to produce a minority report.
- 20.35 Voting if needed will be by a show of hands and a simple majority will be required to approve any recommendation.
- 20.36 A completed Scrutiny Review shall be forwarded to Transport for the North for consideration. Transport for the North shall consider the findings of a Scrutiny Review at the next available meeting and the decision of Transport for the North on the findings of a Scrutiny Review will be reported back to the next available meeting of the Scrutiny Committee.

Budget and Administration

- 20.37 The Scrutiny Budget will be agreed as part of Transport for the North's annual budgetary processes.
- 20.38 The budget will be required to meet all officer support to the scrutiny arrangements, including research support.
- 20.39 The decisions and recommendations of any Scrutiny Panels set up under these arrangements will be communicated to the Transport for the North Board, and other Scrutiny Committee members as soon as possible after resolution by those appointed to any such Scrutiny Panel.
- 20.40 Any external expenditure shall be procured and managed through and in accordance with Transport for the North's adopted financial processes.

Support and advice to scrutiny arrangements

- 20.41 Members appointed to any Scrutiny Panel under these arrangements may ask individuals or groups to assist it on a review-by-review basis and may ask independent professionals for advice during the course of reviews. Such individuals or groups will not be members of the Scrutiny Panel and will not be able to vote.
- 20.42 Members appointed to any Scrutiny Panel under these arrangements may invite any other person to attend their meetings to answer questions or give evidence; however, attendance by such persons cannot be mandatory.

21 Rail North Committee

Terms of Reference

- 21.1 The Rail North Committee shall consider and advise the Transport for the North Board on all matters relating to rail franchise and contract management in the Rail North area including the following matters:
- a) The promotion and improvement of rail services in the area of Transport for the North and the wider Rail North area; through the improvement of franchised and contracted rail services;
 - b) The management of the performance of obligations under the agreements let by the Secretary of State in respect of the carriage of passengers by rail;
 - c) Recommending to the Transport for the North Board the Rail North business Plan and related annual budget and any Rail North policies in so far as they related to rail franchise and contract matters.
- 21.2 The Rail North Committee shall actively consider and advise the Transport for the North Board on strategic issues relating to rail transport including:
- a) Priorities for services and infrastructure improvement;
 - b) Rail devolution and reform matters.

Membership

- 21.3 The Rail North Committee shall be established consisting of one Member and one Substitute Member appointed by each of the Regional Groups set out in paragraph 21.5 below. At its annual Meeting the Rail North Committee shall appoint a Chair and a Majority Vice Chair and a Minority Vice Chair from among its members.
- 21.4 The Member appointed shall be a Member or Substitute Member of the Transport for the North Board.
- 21.5 The quorum for any meeting of the Committee shall be six Members who together hold not less than 50% of the rail franchise matters weighted votes.

Regional Groups

21.6

| Authority | Weighted Votes | Regional Group | Group Votes |
|--|----------------|----------------|-------------|
| Greater Manchester Combined Authority | 223 | | 223 |
| West Yorkshire Combined Authority | 209 | | 263 |
| City of York Council | 54 | | |
| South Yorkshire Mayoral Combined Authority | 78 | | 78 |
| Liverpool City Region | 59 | | 59 |
| North of Tyne Combined Authority | 51 | North East | 65 |
| North East Combined Authority | 14 | | |
| Blackburn with Darwen | 6 | Lakeland | 116 |
| Blackpool Borough Council | 15 | | |
| Cumberland Council | 13 | | |
| Westmorland and Furness Council | 27 | | |
| Lancashire County Council | 55 | | |

| | | | |
|-----------------------------------|----|-----------------|----|
| Tees Valley Combined Authority | 33 | | 33 |
| North Yorkshire Council | 32 | | 32 |
| East Riding of York | 9 | North of Humber | 22 |
| Hull City Council | 13 | | |
| | 6 | South of Humber | 10 |
| | 4 | | |
| North East Lincolnshire | | | |
| North Lincolnshire | | | |
| Cheshire East Council | 21 | Potteries | 53 |
| Cheshire West and Chester Council | 11 | | |
| Staffordshire County Council | 1 | | |
| Stoke on Trent City Council | 8 | | |
| Warrington Borough Council | 12 | | |
| Derbyshire County Council | 14 | East Midlands | 39 |
| Lincolnshire County Council | 7 | | |
| Nottinghamshire County Council | 3 | | |
| Nottingham City Council | 15 | | |
| | | | |

Voting Rights

- 21.7 Voting in relation to Rail Franchise Matters shall be by a weighted vote in which the number of votes cast by a member is determined by multiplying the percentage of passenger miles on the Northern and TransPennine Express franchises that are in the area of the Authority represented by that Member multiplied by 10, rounded to the nearest whole number as set out in the Voting Matrix in Appendix 2.
- 21.8 The Voting Matrix shall be re-calculated if a re-calculation is agreed by the Transport for the North Board but not more frequently than once in every three years. The re-calculation shall be based on the passenger miles for each Constituent Authority during the year ending on the 31st March in the preceding financial year.
- 21.9 The following Reserved Matters shall require an increased majority of 75% of the weighted votes of Members before it can be recommended to Transport for the North for approval:
- Withdrawal of Transport for the North from the Rail North Partnership Agreement;
 - The approval of the Rail North Business Plan and Budget;
 - A material change in the scope or nature of the Rail North operations;
 - The approval of a further rail franchise devolution Proposal.
- 21.10 In any vote in the Rail North -Committee each Member shall cast a number of votes equal to the combined weighted votes of the Authorities they represent.

Officer's Reference Group

- 21.11 Each Member Group shall be entitled to appoint an officer to sit on the Officers' Reference Group (ORG).
- 21.12 The Role of the ORG shall be to:

- a) Review and contribute to draft Rail North Committee papers;
- b) Provide support to the Rail North Committee Members on matters discussed at the Committee;
- c) Oversee the formulation and presentation of Rail North plans;
- d) Consult their appointing Member Authorities on rail franchise matters;
- e) Represent their Member Authorities in Transport for the North and rail industry working groups;
- f) Report back to their Rail North Committee members on this activity;
- g) contribute to reports to Rail North Committee on rail matters affecting the Constituent or Rail North Authorities;

Regional Business Units

- 21.13 Two or more Constituent Authorities may together form a Regional Business Unit (RBU) in relation to the geographical area covered by the Authorities. Where an RBU has been formed, any Constituent Authority within the RBU area may, by a formal proposal made in writing delivered to the Chief Executive, request that Transport for the North and the Secretary of State allocate functions to the RBU.
- 21.14 The role of a Regional Business Unit (RBU) may include:
- a) Overseeing the implementation of the Rail North Business Plan within the geographical area covered by that RBU;
 - b) Carrying out Transport for the North's role in relation to franchise management issues in the area;
 - c) Carrying out functions allocated to it by the Secretary of State.
- 21.15 A proposal for the allocation of functions to the RBU shall be fully costed and shall specify how the RBU shall be resourced to enable it to perform the allocated functions. The Proposal shall be issued to all members of the Rail North Committee for consultation prior to formal submission of the proposal for consideration by the Rail North Committee.
- 21.16 Where a proposal is approved by the Rail North Committee, it will be forwarded to the Rail North Partnership Board for consideration.
- 21.17 Where an RBU has been established, an Authority may give notice to Transport for the North requiring Transport for the North to engage with the RBU rather than the Authority and the RBU shall be entitled to exercise the Authority's rights on its behalf unless and until the Authority give notice to amend or withdraw from the arrangement.
- 21.18 A Regional Business Unit, the North East Regional Management Unit (NEMU) has been established in relation to the geographical areas of the Newcastle upon Tyne, North Tyneside and Northumberland Combined Authority, the Durham, Gateshead, South Tyneside and Sunderland Combined Authority and the Tees Valley Combined Authority and has adopted the initial role and geographical remit agreed by the Strategic Board (now the Rail North Partnership Board) on 8 February 2016 and by Rail North Limited on 12 May 2016 and set out in Appendix 11.
- 21.19 A North West Regional Business Unit (NWRBU) has been established in relation to the geographical areas of Greater Manchester, Liverpool City Region, Lancashire County Council, Blackpool, Blackburn with Darwen, Cumberland Council, Westmorland and Furness Council, Cheshire East, Cheshire West and Chester, Warrington Borough

Council, Derbyshire, Staffordshire and Stoke-on-Trent, and has adopted the initial role and geographical remit agreed by the Rail North Committee on 22 February 2023 and set out in Appendix 12.

22 General Purposes Committee

Terms of Reference

- 22.1 The General Purposes Committee shall determine any matter which is not reserved to the Transport for the North Board nor delegated to the Rail North Committee, and which is not decided by the Chief Executive under his delegated authority.
- 22.2 In particular, and without limitation to the generality of the above it shall have power to undertake the following functions:
- (i) in relation to the roles of the Chief Executive, the Finance Director (“Section 151 Officer”) and the Monitoring Officer (“the Statutory Officers”) acting as an Appointments Committee for the purpose of selecting a preferred candidate, for recommendation to TfN Board, including considering applications, forming a longlist and a shortlist, and conducting interviews; and
 - (ii) recommending to TfN Board, before any offer of appointment is made by TfN, a preferred candidate for appointment to any of the Statutory Officer roles;
 - (iii) in circumstances where it is impractical for a meeting of full Board to be convened in order to designate the S151 Officer or the Monitoring Officer, following advice from the Monitoring Officer or in their absence the Deputy Monitoring Officer, and following consultation with the Independent Chair and both the Vice Chairs of Board, designating an officer as the Section 151 Officer or the Monitoring Officer.
- 22.3 Each Constituent Authority member of the General Purposes Committee shall, in circumstances where they are unable to act, be permitted allow their Authority’s appointed General Purposes Committee Substitute Member to participate in the process, but where a Member or Substitute Member attends the interview of a candidate only that Member or Substitute Member may take any further part in the appointment process and after that point no Substitute Member may be substituted.
- 22.4 The General Purposes Committee when sitting as the Appointments Committee shall be chaired by the Chair of General Purposes Committee. If the Chair of General Purposes Committee is not present at any Appointments Panel meeting, and if no Vice Chair is present, the Members of the General Purposes Committee who are present shall elect a chair from amongst their number, each Member present having one vote. Any such meetings (and associated decisions) will only be considered quorate if a quorum of the General Purposes Committee (or their nominated substitute member) is present. Except where incompatible with the above, and as applicable, TfN’s Procedure Rules as contained in its Constitution and Recruitment & Selection Policy shall apply.
- 22.5 Any decision of the General Purposes Committee to recommend to the TfN Board a preferred candidate for appointment to one of the Statutory Officer roles must be by a majority vote. Except where incompatible with the above any other voting provisions set out in the Constitution shall apply.

- 22.6 The Appointment Sub-Committee (further details of which are set out at Appendix 14) shall undertake the following functions:
- (i) Selecting a preferred candidate, for recommendation to TfN Board, to the role of any Statutory Officer, or Chair of TfN Partnership Board/TfN Board including considering applications, forming a longlist and a shortlist, and conducting interviews; and
 - (ii) Recommending to TfN Board, before any offers of appointment are made by TfN, a preferred candidate for appointment to the role of any Statutory Officer or Chair of Partnership Board/TfN Board.

Membership of GPC

- 22.7 The General Purposes Committee shall consist of one Member and one Substitute Member appointed by each of the Regional Groups set out in paragraph 22.4 and one Member and one Substitute Member to be appointed by the LEP Co-opted Members on the Board.
- 22.8 The Members appointed shall be a Member or Substitute Member of the Transport for the North Board. Quorum for any meeting of the Committee shall be five Members who together shall hold 50% of the weighted votes.

Regional Groups

22.9

| Authority | Weighted Votes | Regional Group | Group Votes |
|--|----------------|-------------------------|-------------|
| Greater Manchester Combined Authority | 15 | | 15 |
| West Yorkshire Combined Authority | 12 | | 14 |
| City of York Council | 2 | | |
| South Yorkshire Mayoral Combined Authority | 8 | | 8 |
| Liverpool City Region | 8 | | 8 |
| North of Tyne Combined Authority | 5 | North East | 11 |
| North East Combined Authority | 6 | | |
| Blackburn with Darwen | 1 | Lakeland | 13 |
| Blackpool Borough Council | 1 | | |
| Cumberland Council | 2 | | |
| Westmorland and Furness Council | 2 | | |
| Lancashire County Council | 7 | | |
| Tees Valley Combined Authority | 4 | | 4 |
| North Yorkshire Council | 4 | | 4 |
| East Riding of York | 2 | North of Humber | 4 |
| Hull City Council | 2 | | |
| North East Lincolnshire | 1 | South of Humber | 2 |
| North Lincolnshire | 1 | | |
| Cheshire East Council | 2 | Cheshire and Warrington | 6 |
| Cheshire West and Chester Council | 2 | | |
| Warrington Borough Council | 2 | | |
| | | | 89 |

PART 5 PROCEDURE RULES

23 Procedure Rules

Interpretation, Suspension and Chair's Ruling

- 23.1 These Rules apply to meetings of the Transport for the North Board and, where appropriate, to meetings of Committees and Sub Committees of Transport for the North.
- 23.2 References in these Rules to the "Chair" mean the Member of Transport for the North for the time being presiding at the meeting of the Transport for the North Board and a meeting of a Committee or Sub Committee of Transport for the North.
- 23.3 These Rules should be read in conjunction with other parts of Transport for the North's Constitution.
- 23.4 **These Rules are subject to any statute or other enactment whether passed before or after these Rules came into effect.
- 23.5 The ruling of the Chair on the interpretation of these Rules in relation to all questions of order and matters arising in debate shall be final.

Suspension and Revocation of Transport for the North Procedure Rules

- 23.6 **With the exception of the Rules marked by a double asterisk (**) any Rule may be suspended at a meeting of Transport for the North either by a motion included on the agenda or by a motion put to the meeting without notice and passed by a majority of those present and voting. A motion to suspend any Rules will not be moved without notice unless at least 10 Members of Transport for the North are present.
- 23.7 Rules may be changed by the Transport for the North Board either at the Annual Meeting or by a motion on notice made at a meeting of Transport for the North.
- 23.8 Changes may only be made to the Rules and the Constitution if the motion is passed by a Super Majority in a weighted vote (see paragraph 23.69 (Voting)).

Membership of Transport for the North

- 23.9 **Each Constituent Authority shall appoint one of its elected members to be a Member of Transport for the North The person appointed shall be in the case of a Constituent Authority with an elected Mayor, the Mayor or the elected Member with responsibility for transport or in any other case, the Leader, the Chair or the elected Member with responsibility for transport.
- 23.10 **Each Constituent Authority shall appoint another of its elected members to act as a Member of Transport for the North in the absence of the Member appointed under sub-paragraph 23.9 above ("the Substitute Member").
- 23.11 **A person shall cease to be a Member or a Substitute Member of Transport for the

North if they cease to be a member of the Constituent Authority that appointed them.

- 23.12 **A person may resign as a Member or Substitute Member of Transport for the North by written notice served on the proper officer of the Constituent Authority that appointed them (who for the purposes of this paragraph 23.12 shall be the Monitoring Officer of the Constituent Authority that appointed them) and the resignation shall take effect on receipt of the notice by the proper officer.
- 23.13 **Where a Member or Substitute Member of Transport for the North's appointment ceases by virtue of paragraph 23.11 or 23.12, the Constituent Authority that made the appointment must, as soon as practicable, give written notice of that fact to Transport for the North's Monitoring Officer and appoint another of its elected members in that person's place.
- 23.14 **A Constituent Authority may at any time terminate the appointment of a Member or Substitute Member appointed by it to Transport for the North and appoint another of its elected members in that person's place.
- 23.15 **Where a Constituent Authority exercises its power under paragraph 23.14, it must give written notice of the new appointment and the termination of the previous appointment to the Monitoring Officer and the new appointment shall take effect and the previous appointment shall terminate at the end of one week from the date on which the notice is given (or such longer period not exceeding 1 month as is specified in the notice).
- 23.16 **For the purposes of this paragraph 23, an elected mayor of a Constituent Authority shall be treated as a member of the Constituent Authority.
- 23.17 **Each of the Rail North Authorities shall appoint one of its Members to be a Co-opted Member of Transport for the North. The person appointed should be that Authority's elected Mayor, Chair or Leader provided that if responsibility for Transport has been formally delegated to another Member of the Authority that Member may be appointed as the Member of Transport for the North.
- 23.18 Each Rail North Authority shall appoint another of its elected members to act as a Co-opted Member of Transport for the North in the absence of the Member appointed under paragraph 23.17 above ("the Substitute Co-opted Member").
- 23.19 A person shall cease to be a Co-opted Member or a Substitute Co-opted Member of Transport for the North if they cease to be a member of the Authority that appointed them.
- 23.20 A person may resign as a Co-opted Member or Substitute Co-opted Member of Transport for the North by written notice served on the proper officer of the Authority that appointed them (who for the purposes of this paragraph 23.20 shall be the Monitoring Officer of the Constituent Authority that appointed them) and the resignation shall take effect on receipt of the notice by the proper officer.
- 23.21 **Where a Co-opted Member or Substitute Co-opted Member of Transport for the North's appointment ceases by virtue of paragraph 23.19 or 23.20, the Authority that made the appointment must, as soon as practicable, give written notice of that fact to the Monitoring Officer and appoint another of its elected members in

that person's place.

- 23.22 **An Authority may at any time terminate the appointment of a Co-opted Member or Substitute Co-opted Member appointed by it to Transport for the North and appoint another of its elected members in that person's place.
- 23.23 **Where an Authority exercises its power under paragraph 23.22, it must give written notice of the new appointment and the termination of the previous appointment to the Monitoring Officer and the new appointment shall take effect and the previous appointment shall terminate at the end of one week from the date on which the notice is given (or such longer period as is specified in the notice).
- 23.24 **The Chair of the Partnership Board shall be appointed as a Co-opted Member of Transport for the North but shall cease to be a Co-opted Member if he or she resigns or their appointment as Chairman of the Partnership Board is terminated by Transport for the North.
- 23.25 **The Members of Transport for the North appointed by the Constituent Authorities may appoint further Co-opted Members if they all agree to do so. Written approval to the co-option may be provided, and such written approval may extend to all representatives nominated for appointment to the Transport for the North Board from the eleven LEPs within the area of Transport for the North during the year following the Annual Meeting and to any Independent Members nominated for appointment to the Audit and Governance Committee during the year following the Annual Meeting.
- 23.26 Transport for the North may at any time terminate the appointment of a Co-opted Member who was not appointed by either a Constituent Authority or a Rail North Authority, but such termination must be agreed by every Member appointed by a Constituent Authority.

Chair

- 23.27 ** At its Annual General Meeting the Transport for the North Board shall appoint one of its Members or Co-opted Members as its Chair for the forthcoming year.
- 23.28 **The appointment of the Chair shall be for a fixed term of one year until the next Annual General Meeting unless the Chair resigns, or the appointment is terminated by Transport for the North.
- 23.29 **The Chair may resign by written notice served on the proper officer of Transport for the North and the resignation shall take effect on receipt of the notice by the proper officer.
- 23.30 **The Transport for the North Board may terminate the appointment of the Chair where one has been appointed (under paragraph 23.27).
- 23.31 **Where a person ceases to be Chair by virtue of paragraph 23.29 or 23.30; Transport for the North shall appoint a further Chair in accordance with this paragraph.

Vice-Chairs

- 23.32 ** One or more Vice-Chairs may be appointed annually by the Transport for the North

from among its Members or Co-opted Members (Transport for the North has decided to appoint a Majority Vice Chair and a Minority Vice Chair) and will, unless they resign, cease to be members of Transport for the North or become disqualified, act until their successor become entitled to act.

- 23.33 The appointment of the Chair and Vice-Chairs shall be the first business transacted at the Annual Meeting of Transport for the North.
- 23.34 Following the appointment of the Chair a nomination shall be requested first for the First Vice Chair from the majority party on Transport for the North and secondly a nomination shall be called for the Second Vice Chair from the minority parties.
- 23.35 **On a vacancy arising in the office of Chair or Vice-Chair for whatever reason, the Transport for the North Board shall make an appointment to fill the vacancy at the next ordinary meeting of Transport for the North held after the date on which the vacancy occurs, or, if that meeting is held within 14 days after that date, then not later than the next following meeting. The Member appointed shall hold such office for the remainder of the year in which such vacancy occurred.
- 23.36 **Subject to these Rules, anything authorised or required to be done by, or in relation to, the Chair, may be done by, or in relation to, any of the Vice-Chairs.

Meetings

- 23.37 **The Annual Meeting of the Transport for the North Board shall be held on a date and at a time determined by Transport for the North.
- 23.38 **Ordinary meetings of the Transport for the North Board for the transaction of general business shall be held on such dates and at such times as the Transport for the North Board shall determine.
- 23.39 **An Extraordinary Meeting of the Transport for the North Board may be called at any time by the Chair.

Admission of Public

- 23.40 **All meetings of the Transport for the North Board, its Committees and Sub-Committees shall be open to the public (including the press) except to the extent that they are excluded whether during the whole or part of the proceedings either:
- a) In accordance with Section 100A (2) of the Local Government Act 1972; or
 - b) By resolution passed to exclude the public on the grounds that it is likely, in view of the nature of the proceedings, that if members of the public were present there would be disclosure to them of exempt information as defined in Section 100I of the Local Government Act 1972. Any such Resolution shall identify the proceedings or the part of the proceedings to which it applies and state the description, in terms of Schedule 12A to the Local Government Act 1972 of the exempt information giving rise to the exclusion of the public.

Notice of Meetings

- 23.41 **At least five clear days before a meeting of Transport for the North:
- a) Notice of the time and place of the intended meeting shall be published by the

- Monitoring Officer and posted on the Transport for the North website;
- b) A summons to attend the meeting, specifying an agenda for the meeting, shall be left at or sent by post or electronic mail to all Members of Transport for the North at the principal office of the Constituent Authority which appointed the Member.

- 23.42 **Lack of service on a Member of Transport for the North of the summons shall not affect the validity of a meeting of the Transport for the North Board.

Meeting Agendas

- 23.43 **Any Member of the Transport for the North Board may require the Monitoring Officer to make sure that an item is placed on the agenda of the next available meeting of the Board for consideration.
- 23.44 **Any item proposed to be included on the agenda for any meeting of the Transport for the North Board in accordance with paragraph 23.43 above, which is not submitted before 5 days of the meeting shall not be included on the agenda for that meeting unless it is agreed by the Chair. In this case, the amended agenda for the meeting will state the reason for the late acceptance of any such item.
- 23.45 The Monitoring Officer shall set out in the agenda for each meeting of the Transport for the North Board the items of business requested by Members (if any) in the order in which they have been received, unless the Member concerned has given prior written notice to the Monitoring Officer prior to the issue of the agenda for the meeting, for it to be withdrawn. If the Member concerned is not present at the meeting when an item of which they have given notice comes up for discussion, this item shall, unless the Transport for the North Board decides otherwise, be treated as withdrawn.
- 23.46 **Except in the case of business required by these Rules to be transacted at a meeting of the Transport for the North Board, and other business brought before the meeting as a matter of urgency, (and of which the Monitoring Officer shall have prior notice and which the Chair considers should be discussed at the meeting), no business shall be transacted at a meeting of the Transport for the North Board other than that specified in the agenda for the meeting.

Chair of Meeting

- 23.47 **At each meeting of Transport for the North, the Chair, if present, shall preside.
- 23.48 **If the Chair is absent and more than one Vice-Chair is present at the meeting, they shall agree between themselves who is to chair the meeting and in default of agreement the Monitoring Officer shall invite the members present to elect a Vice-Chair to preside for the duration of the meeting.
- 23.49 **If the Chair and all the Vice-Chairs of Transport for the North are absent from a meeting of Transport for the North, the Monitoring Officer shall invite the Members present to elect a Member to preside for the duration of the meeting or until such time as the Chair (or Vice-Chair) joins the meeting.
- 23.50 Any power or function of the Chair in relation to the conduct of a meeting shall be

exercised by the person presiding at the meeting.

Quorum

- 23.51 No business shall be transacted at any meeting of the Transport for the North Board unless at least ten of the voting Members are present and those Members together hold more than 50% of the weighted voting rights. In the case of Rail Franchise Matters no business shall be transacted unless at least 12 voting Members are present, and those Members together hold more than 50% of the Rail Franchise Matters weighted voting rights.
- 23.52 Unless provided otherwise, no business shall be transacted at any meeting of a Committee of Transport for the North unless at least 25% of the voting Members are present and those Members together hold more than 25% of the weighted voting rights.
- 23.53 No business shall be transacted at any meeting of the Rail North Committee unless at least six of the voting members are present and those Members together hold more than 50% of the rail franchise matters weighted voting rights.
- 23.54 No business shall be transacted at a meeting of the Audit & Governance Committee unless at least three Members are present, two of whom are Members of the Transport for the North Board.
- 23.55 If at the time for which a meeting is called, and for 15 minutes thereafter, a quorum is not present, then no meeting shall take place.
- 23.56 If during any meeting of the Transport for the North Board or a Committee of Transport for the North, the Chair, after counting the number of Members present and their weighted voting rights, declares that there is not a quorum present, the meeting shall stand adjourned to a time fixed by the Chair. If there is no quorum and the Chair does not fix a time for the reconvened meeting, the meeting shall stand adjourned to the next ordinary meeting of the Transport for the North Board or Committee.

Order of Business

- 23.57 At every meeting of the Transport for the North Board, the first order of business shall be to select a person to preside if the Chair or Vice-Chair are absent and thereafter shall be in accordance with the order specified in the agenda for the meeting, except that such order may be varied:
- a) By the Chair at their discretion; or
 - b) On a request agreed to by the Transport for the North Board. the Chair may bring before the Board at their discretion any matter that they consider appropriate to bring before the Transport for the North Board as a matter of urgency.
- 23.58 The second item on the Agenda shall be the Approval of the Minutes of the previous meeting. After Approval of the Minutes of the previous meeting the Chair may ask if there are any matters arising upon the Approved Minutes, pursuant to which any Member may ask as to the current position or progress made on any item contained in the Approved Minutes. The Chair shall avoid any debate or discussion that could be construed as attempting to change or vary a previous decision.

Committees

23.59 The Transport for the North Board shall appoint the following Committees:

- a) the Audit and Governance Committee;
- b) the Scrutiny Committee;
- c) the Rail North Committee.

23.60 The Transport for the North Board may appoint such other Committees as it thinks fit.

Rules of Debate

23.61 The Chair shall propose each motion.

23.62 A Member shall address the Chair and direct any speech to the question under discussion. If two or more Members indicate they wish to speak, the Chair shall call one to speak first.

23.63 The conduct of the meeting shall be the responsibility of the Chair who shall ensure that every Member wishing to speak has an opportunity to do so.

23.64 A Member shall not speak for longer than five minutes on any matter without the consent of the Chair.

23.65 If the Chair is of the opinion that the matter before the Transport for the North Board has been sufficiently discussed the Chair may put the Motion that the question now be put.

23.66 The Chair shall decide all questions of order and any ruling by the Chair upon such questions and the interpretation of these Rules of Procedure and upon matters rising in debate shall be final and shall not be open to discussion.

23.67 A Motion to exclude the press and public in accordance with Section 100A of the Local Government Act, 1972 may be moved, without notice, at any meeting of the Transport for the North Board during an item of business whenever it is likely that if members of the public were present during that item there would be disclosure to them of confidential or exempt information as defined in Section 100A of the 1972 Act.

Voting

23.68 **There shall be a presumption that decisions are normally taken by consensus. In the absence of consensus decisions will be taken on the basis of a weighted vote. The number of votes to be cast by a Member appointed by a Constituent Authority shall be determined by dividing the resident population of that Constituent Authority by 200,000 and if the result is not a whole number, rounding up to the next whole number. The size of the resident population is to be taken to be the size estimated by the Statistics Board as at the 30th June in the financial year which commenced two years before the financial year in which the vote takes place.

23.69 **The following decisions shall require a Super Majority:

- a) the approval and revision of Transport for the North's Transport Strategy;

- b) the approval of the annual budget;
 - c) the adoption of, and any changes to, the Transport for the North Constitution.
- 23.70 **The Super Majority shall consist of the Members who together hold 75% of the weighted vote and a simple majority of the Members appointed by the Constituent Authorities.
- 23.71 **In relation to Rail Franchise Matters decisions shall be taken on the basis of a weighted vote. The number of votes cast by a Member or Co-opted Member shall be determined by multiplying the percentage of passenger miles on the Northern and TransPennine Express franchises that are in the area of the Member's appointing Authority by ten, and if the result is not a whole number, rounding up to the next whole number.
- 23.72 In the Rail North Committee, the following decisions shall require an increased majority of 75% of the weighted votes for Rail Franchise Matters:
 - a) withdrawal of Transport for the North from the Partnership Agreement relating to rail franchise matters with the Secretary of State;
 - b) approval of the Rail Franchise Business Plan and Budget;
 - c) material change in the scope and nature of the Rail Franchise operations;
 - d) the approval of a further rail devolution proposal.
- 23.73 A Member shall cast a number of votes equal to the combined weighted votes of the Authorities they represent, and a Substitute Member shall have the same voting rights as the Member they are replacing.
- 23.74 If a vote is tied on any matter it is deemed not to have been carried.
- 23.75 At any meeting of the Transport for the North Board or any of its Committees or sub-Committees, if immediately after a vote is taken any Member so requires there shall be recorded in the minutes of the proceedings of that meeting whether that person cast his vote for the question or against the question or whether they abstained from voting.

Public Speaking and Members Participating Virtually

- 23.76 Members of the public will not normally be allowed to address a meeting of the Transport for the North Board. Any request to address a meeting of the Transport for the North Board will be referred to the Chief Executive who will decide whether to make appropriate arrangements for the member of the public to meet either with officers of Transport for the North or a delegation of Members of the Board outside the Transport for the North Board Meeting.

Conduct of Members

- 23.77 Members of the Board who are not in attendance at a meeting may participate in the meeting virtually provided that facilities are available to enable them to be heard and, if possible, seen by all Members and members of the public present at the meeting. Such Members will be entitled to speak in a debate with the agreement of the Chair but will not be entitled to move a motion or amendment or to participate in any vote. Such members shall not be treated as in attendance at the meeting for the purposes of quorum.

- 23.78 Any Member of the Board who is not in attendance at a meeting may make written representations on any item on the Agenda provided such representations are received by the Monitoring Officer not later than 5pm on the day before the meeting. Such representations will be read to the meeting by or on behalf of the Chair.
- 23.79 Officers of Transport for the North who are not in attendance at a meeting may participate virtually if invited by the Chair to do so and provided that the facilities are available to enable them to be heard and, if possible, seen by all Members and members of the public present at the meeting.
- 23.80 If the Chair is of the opinion that at a meeting of the Board any Member of Transport for the North, or Substitute Member acting in that Member's place, has misconducted, or is misconducting him or herself by persistently disregarding the ruling of the Chair, or by behaving irregularly, improperly or offensively, or by wilfully obstructing the business of Transport for the North, the Chair may notify the meeting of that opinion and may take any of the following actions either separately or in sequence:
- a) the Chair may direct the Member to refrain from speaking during all or part of the remainder of the meeting of the Transport for the North Board;
 - b) the Chair may direct the Member to withdraw from all or part of the remainder of the meeting of the Transport for the North Board;
 - c) the Chair may order the Member to be removed from the meeting of the Transport for the North Board; and
 - d) the Chair may adjourn the meeting of the Transport for the North Board for such period as they consider expedient.
- 23.81 In the event of general disturbance which, in the opinion of the Chair, renders the due and orderly dispatch of business impossible, the Chair, in addition to any other power vested in the Chair may, without question put, adjourn the meeting of the Board for such period as the Chair considers expedient.
- 23.82 Disturbance by Members of the Public; If a member of the public interrupts the proceedings at any meeting of the Transport for the North Board, the Chair shall warn him or her. If they continue the interruption, the Chair shall order the member of the public to leave the room. In the case of general disturbance in any part of the room open to the public, the Chair shall order that part to be cleared.

Notification and Declaration of Interests

- 23.83 In this Rule:
- “The Code” means the Code of Conduct for Members adopted by the elected Member's appointing Authority under Section 28 of the Localism Act 2011;
- “Member of Transport for the North” includes a Substitute Member when acting as a Member of Transport for the North and Co-opted Members.
- 23.84 All Members of Transport for the North including Members, Substitute Members and Co-opted Members of the Transport for the North Board, Scrutiny Committee Members and Substitute Members and Independent Members of the Audit and Governance Committee must within 28 days of their appointment to office notify Transport for the North's Monitoring Officer in writing of the details of their disclosable pecuniary interests arising in respect of the Transport for the North area

(including, where required, interests of their partner) and their personal interests.

- 23.85 Where a Member of Transport for the North is present at a meeting and has a disclosable pecuniary interest or, an interest that would be a personal interest under the provisions of the Code in any matter to be considered at the meeting, they must disclose the interest to the meeting.
- 23.86 Where a member of Transport for the North has a disclosable pecuniary interest or an interest that under the provisions of the Code would be a prejudicial interest in any matter being considered at a meeting, they must not participate or vote on the matter and must withdraw from the room of the meeting while the matter is being considered.

Records

- 23.87 The Monitoring Officer shall ensure that the names of the Members of Transport for the North present at any meeting of Transport for the North, any Substitute Member acting in a Member's place, and any Co-opted Member shall be recorded in the Minutes of the meeting concerned.
- 23.88 The Minutes of the proceedings of a meeting of Transport for the North are to be kept in such form as Transport for the North may from time to time determine.
- 23.89 The Minutes of the proceedings of a meeting of the Board shall be signed at the next meeting of the Board by the person presiding at the meeting of the Board to which the Minutes relate.
- 23.90 Any Minute purporting to be signed as mentioned in paragraph 23.89 shall be received in evidence for the purposes of any legal proceedings without further proof.
- 23.91 Until the contrary is proved, a meeting of Transport for the North, a Minute of whose proceedings has been signed in accordance with paragraph 23.89 is deemed to have been duly convened and held, and all the Members of Transport for the North present at the meeting, and any Substitute Member acting in a Member's place, are deemed to have been duly qualified.

Publication of Report

- 23.92 **Reports or other documents for the consideration of Transport for the North or a Committee of Transport for the North shall be marked "Private & Confidential Not for Publication" only if the Monitoring Officer, as Proper Officer under Section 100B (2) of the Local Government Act 1972 determines that this should be done on one or more of the grounds specified in the Act.
- 23.93 **Copies of the Agenda of meetings of Transport for the North its Committees and Sub Committees, including prints of reports or other documents to be submitted to Transport for the North its Committees and Sub Committees (other than reports or other documents marked "Not for Publication") shall be furnished prior to the meeting to representatives of the press, radio and television and shall also be furnished at the meeting to members of the public attending such meetings. Such documents shall also be made available for public inspection, at least five clear days before any meeting of Transport for the North its Committees and Sub Committees at the Principal place of business of each of the Constituent Authorities. Copies of all documents other than those marked. "Not for Publication" shall be made available on Transport for the North's website.

- 23.94 **Where an item or report has been added to an Agenda, any revised Agenda or additional report shall be available for public inspection as soon as the item or report has been added to the Agenda, provided copies are also, at that time, available to Members of Transport for the North its Committees and Sub Committees and published on Transport for the North's website.

Access to Information Procedure Rules

- 23.95 Except as otherwise indicated, these rules apply to all meetings of Transport for the North, its Board, Committees and Sub Committees.
- 23.96 The Rules in paragraph 23.97 do not affect any more specific rights to information contained elsewhere in these Rules of Procedure or the law.
- 23.97 Transport for the North its Board, Committees and Sub-Committees will supply copies of:
- a) any Agenda and reports that are open to public inspection;
 - b) any further statements or particulars, if any, as are necessary to indicate the nature of the items in the Agenda; and
 - c) if the Monitoring Officer thinks fit, copies of any other documents supplied to members in connection with an item
- to any person on payment of a charge for postage and any other costs, or electronically free of charge.
- 23.98 Transport for the North its Board, Committees and Sub Committees will make available copies of the following for six years after a meeting:
- a) the Minutes of the meeting, excluding any part of the Minutes of proceedings when the meeting was not open to the public or which disclose exempt or confidential information;
 - b) a summary of any proceedings not open to the public where the Minutes open to inspection would not provide a reasonably fair and coherent record;
 - c) the Agenda for the meeting;
 - d) reports relating to items when the meeting was open to the public.
- 23.99 The Officer responsible for the report will set out in every report a list of those documents (called background papers) relating to the subject matter of the report that in his/her opinion:
- a) disclose any facts or matters on which the report or an important part of the report is based; and
 - b) which have been relied on to a material extent in preparing the report but does not include published works or those which disclose exempt or confidential information.

Exclusion of access by the public to meetings

Confidential information – requirement to exclude public

- 23.100 The public must be excluded from meetings whenever it is likely in view of the nature of the business to be transacted or the nature of the proceedings that confidential information would be disclosed.
- 23.101 Where the meeting will determine any person's civil rights or obligations, or adversely affect their possessions, Article 6 of the Human Rights Act establishes a presumption that the meeting will be held in public unless a private hearing is necessary for one of

the reasons stated in Article 6.

Meaning of confidential information

23.102 Confidential information means information given to Transport for the North its Board, Committees and Sub-Committees by a Government department on terms that forbid its public disclosure or information that cannot be publicly disclosed by reason of a Court Order or any enactment.

Exempt Information - Exclusion of the Public from Meetings

23.103 Transport for the North Board or its Committees may by resolution exclude the public from a meeting during an item of business whenever it is likely in view of the nature of the business to be transacted that if members of the public were present during that item there would be disclosure to them of exempt information as defined in paragraph 24.10 below. A resolution to exclude the public must identify the proceedings or part of the proceedings to which it relates and state the description of the exempt information.

Meaning of Exempt Information

23.104 Exempt information means information falling within the following categories (subject to any qualifications):

1. Information relating to any individual;
2. Information which is likely to reveal the identity of any individual;
3. Information relating to the financial or business affairs of any particular person (including the authority holding that information);
4. Information relating to any consultations or negotiations, or contemplated consultations or negotiations in connection with any labour relations matter arising between Transport for the North its Committees and Sub Committees or a Minister of the Crown and employees of, or office holders under, Transport for the North its Committees and Sub Committees;
5. Information in respect of which a claim to legal professional privilege could be maintained in legal proceedings;
6. Information which reveals that Transport for the North its Committees and Sub Committees proposes a) to give under any enactment a notice under or by virtue of which requirements are imposed on a person; or b) to make an order or direction under any enactment;
7. Information relating to any action taken or to be taken in connection with the prevention, investigation, or prosecution of crime.

23.105 Information which falls within paragraph 23.102 sub-paragraphs 1 to 7 above is exempt information if and so long as in all the circumstances of the case, the public interest in maintaining the exemption outweighs the public interest in disclosing the information.

Exclusion of access by the public to reports

23.106 If the Monitoring Officer thinks fit, the Transport for the North Board, its Committees and Sub-Committees may exclude access by the public to reports which in his/her opinion relate to items during which the meeting is likely not to be

open to the public. Such reports will be marked “Not for Publication” together with the category of information likely to be disclosed.

- 24 (This section related to virtual meetings and has been deleted from the Constitution).

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25 Prescribed Standing Orders Relating to Staff

25.1 Appointment of Chief Officers

- 25.2 Where Transport for the North proposes to appoint a chief officer, and it is not proposed that the appointment be made exclusively from among their existing officers, they shall:
- a) Draw up a statement specifying:
 - (i) The Officer concerned;
 - (ii) Any qualifications or qualities to be sought in the person to be appointed;
 - b) Make arrangements for the post to be advertised in such a way as is likely to bring it to the attention of persons who are qualified to apply for it; and
 - c) Make arrangements for a copy of the statement mentioned in paragraph (a) to be sent to any person on request.

- 25.3 Where a post has been advertised as provided above Transport for the North shall:
- a) Interview all qualified applicants for the post; or
 - b) Select a short list of such qualified applicants and interview those included on the short list.

- 25.4 Where no qualified person has applied, Transport for the North shall make further arrangements for advertisement in accordance with clause 25.2.

- 25.5 Every appointment of a chief officer shall be made by the Transport for the North Board.

- 25.6 Where a committee or sub-committee is discharging, on behalf of the Transport for the North Board, the function of the appointment of the Chief Executive, the Transport for the North Board must approve that appointment before an offer of appointment is made to that person.

25.7 Appointment and Dismissal of Staff other than Chief Officers

- 25.8 The function of appointment and dismissal of, and taking disciplinary action against, a member of staff of Transport for the North, other than the Chief Executive, the Finance Director or the Monitoring Officer, must be discharged, on behalf of Transport for the North, by the Chief Executive or by an officer nominated by him.

25.9 Disciplinary Action against Chief Officers

- 25.10 Transport for the North may not dismiss the Chief Executive, the Finance Director, or the Monitoring Officer unless the procedure set out in the following paragraphs is complied with.
- 25.11 Transport for the North must invite relevant independent persons to be considered for appointment to a Panel to advise on the dismissal, with a view to appointing at least two such persons to the Panel.
- 25.12 In paragraph 25.11 “relevant independent person” means any independent person who has been appointed by Transport for the North under the provisions of Section

28(7) of the Localism Act 2011 or, where there are fewer than two such persons, such independent persons as have been appointed by another authority or authorities as Transport for the North considers appropriate.

- 25.13 Subject to paragraph 25.14 below, Transport for the North must appoint to the Panel such relevant independent persons who have accepted an invitation issued in accordance with paragraph 25.11 in accordance with the following priority order:
- a) A relevant independent person who has been appointed by Transport for the North and who is a local government elector;
 - b) Any other relevant independent person who has been appointed by Transport for the North
 - c) A relevant independent person who has been appointed by another authority or authorities.
- 25.14 Transport for the North is not required to appoint more than two relevant independent persons in accordance with paragraph 25.13 but may do so.
- 25.15 Transport for the North must appoint any Panel at least 20 working days before the relevant meeting. Transport for the North will normally approach the selection of relevant independent persons by approaching the Constituent Authorities in alphabetical order until two suitable independent persons can be sourced.
- 25.16 Before the taking of a vote at the relevant meeting on whether or not to approve such a dismissal, Transport for the North must take into account, in particular:
- a) Any advice, views, or recommendations of the Panel;
 - b) The conclusions of any investigation into the proposed dismissal; and
 - c) Any representations from the relevant officer.
- 25.17 Any remuneration, allowances or fees paid by Transport for the North to an independent person appointed to the Panel must not exceed the level of remuneration, allowances, or fees payable to that independent person in respect of that person's role as independent person under the 2011 Act.

PART 6 FINANCIAL AND CONTRACT PROCEDURES

26 Financial Regulations

26.1 General

26.2 These Regulations shall be read in conjunction with the Rules of Procedure (see Part 5), the Schedule of Approvals contained in Appendix 10 and the Responsibility for Functions delegated to Chief Officers (see Part 3).

26.3 These Regulations lay down for the guidance of Members and officers, principles to be followed in securing the proper administration of Transport for the North's financial affairs and shall be reviewed at intervals of not more than three years.

26.4 The Finance Director, as the officer responsible for the proper administration of Transport for the North's financial affairs, shall report to Transport for the North any significant failure to comply with these Regulations which comes to his/her attention.

26.5 The Chief Executive and the Finance Director shall be responsible for the accountability and control of all resources managed by them on behalf of Transport for the North.

26.6 For the purposes of complying with these Regulations, the Finance Director shall be provided with any information he/she may require and shall have access to any documents and records as necessary.

26.7 Whenever any matter arises which may involve financial irregularity the Finance Director shall be notified immediately, and if an irregularity is disclosed the matter shall, at the discretion of the Finance Director and after consultation with the Chief Executive, be referred by them to the Transport for the North Board. Further, in a case where the Chief Executive advises that there is prima facie evidence of a criminal offence having been committed, the matter shall be reported to the Police forthwith.

26.8 Staffing

26.9 The Chief Executive will be responsible for providing overall management to staff employed by Transport for the North.

26.10 The Chief Executive and the Finance Director will be responsible for ensuring that there is proper use of evaluation or other agreed systems for determining remuneration.

26.11 The Finance Director will:

- a) Ensure that budget provision exists for all existing and new employees;
- b) Ensure that appropriate mechanisms are in place to support the payment of salaries and any other related expenses to staff;
- c) Set out and issue a staff expenses scheme to be followed where staff incur personal expenses when carrying out their duties on behalf of Transport for

the North.

- 26.12 Chief Officers must ensure that appointments are made in accordance with the approved establishment and scales of pay and the adequate budget provision is available. Officers must produce an annual staffing budget (including on costs and overheads) which should be an accurate forecast of staffing levels and associated costs.
- 26.13 Chief Officers must ensure that all appointments, terminations, or variations are notified to the officer responsible for actioning such changes.
- 26.14 Payroll documents must be retained and stored for the defined period in accordance with guidance issued by the Finance Director.
- 26.15 **Accounting Arrangements**
- 26.16 The Finance Director shall prepare a manual of financial and accounting procedures to be operated by officers working on Transport for the North matters.
- 26.17 All accounting and financial arrangements shall be determined by the Finance Director who shall be consulted before any form or document of a financial or costing nature is introduced.
- 26.18 The Finance Director shall be responsible for the submission of all claims for grant.
- 26.19 At the end of the financial year the Finance Director shall be supplied with information in such form and by such date as he/she may determine to enable him/her to close Transport for the North's Accounts promptly.
- 26.20 The Accounts must be approved by Transport for the North prior to Audit and within 6 months of the year end.
- 26.21 If the Auditor's Report requires any material amendment to be made to the Accounts, this must be then reported to Transport for the North as soon as practicable after the receipt of the audit report.
- 26.22 **Banking Arrangements and Cheques**
- 26.23 All arrangements with Transport for the North's bankers, shall be made by the Finance Director who shall be authorised to operate such banking accounts, as he/she considers necessary.
- 26.24 **Budgetary Control**
- 26.25 The detailed form of the programme of capital expenditure and revenue estimates shall be determined by the Finance Director after consultation with appropriate Officers, in accordance with any general directions of Transport for the North.
- 26.26 **Capital and Revenue Budgets**
- 26.27 The Finance Director, in consultation with appropriate Officers, shall prepare an annual programme of capital expenditure for submission to Transport for the North,

together with proposals for financing that programme.

26.28 The Finance Director, in consultation with appropriate Officers shall prepare annual estimates of revenue expenditure and income.

26.29 **Control of Expenditure**

26.30 Before a capital scheme for which provision is made in the Capital Programme may proceed, a fully costed scheme report shall be presented to Transport for the North.

26.31 In approving the Revenue Budget, Transport for the North will determine the amounts to be allocated to various expenditure heads The Finance Director will monitor expenditure against this approval, and report on a regular basis to Transport for the North showing actual and projected expenditure. It will be a matter for Transport for the North to determine from this information whether expenditure priorities should be changed.

26.32 For revenue expenditure, any likely overspending shall be reported as soon as practicable to the Finance Director. Where it is not possible to finance an overspending by a transfer between expenditure heads (see clause 28.8.1 below), the matter shall be referred to Transport for the North.

26.33 Transport for the North will determine guidelines for carrying forward of under- and over-spending on budget headings. The Finance Director will administer the scheme of carry forward within the guidelines approved by Transport for the North for consideration.

26.34 Any use of revenue and capital reserves, in addition to that already planned, must be approved by Transport for the North. The Finance Director will ensure that there are clear protocols for the establishment and use of reserves, advise Transport for the North on prudent levels of reserves and report on the use of reserves to Transport for the North.

26.35 Grants for capital or revenue purposes to outside organisations and persons for which provision is made in the appropriate budget shall not be paid except by agreement with the Finance Director who shall make such arrangements as he/she considers necessary for this purpose.

26.36 **Virements**

26.37 The Finance Director shall be authorised to approve virements between expenditure heads within the limits as set out in these Regulations and the Schedule of Approvals. Anything in excess of these limits shall be reported for approval to Transport for the North. Virements are deemed to be:

- a) Revenue - a transfer of budget for a different purpose to that set out in the approved Budget;
- b) Capital - a movement of budget between approved capital schemes.

26.38 In accordance with the scheme of virement and associated thresholds, the Finance Director is responsible for considering reports submitted by Chief Officers in respect of virement proposals for revenue spending.

26.39 The Finance Director is to report and seek the approval of the Chief Executive to the exercise of the virement powers of Transport for the North where a matter is urgent.

26.40 Appropriate Officers are to ensure compliance with the scheme of virement set out in the Schedule of Approvals.

26.41 **Capital**

26.42 There shall be no virement of capital spending where a capital project is the subject of an individual Funding Letter giving funding approval from the Secretary of State expenditure shall be in accordance with the terms of the Funding Letter.

26.43 **Maintenance of Reserves/Provisions**

26.44 The Finance Director will ensure that there are clear protocols for the establishment and use of reserves/provisions and, will establish reserves and/or provisions and provide guidance on how to incur expenditure from reserves/provisions.

26.45 Chief Officers must ensure that the use of reserves or provisions when approved is planned into the budget and used only for the purposes for which they were intended.

26.46 **Borrowing and Investments**

26.47 The Finance Director shall be Transport for the North's registrar of stocks, bonds, bills and mortgages and all borrowings shall be made by, or under the supervision, of the Finance Director in the name of Transport for the North.

26.48 The Finance Director shall ensure that the Treasury Management Code of Practice and the Prudential Code are complied with and shall, as recommended by the Codes of Practice, periodically submit relevant reports to Transport for the North in relation to Transport for the North's borrowings.

26.49 **Contracts**

26.50 All contracts on behalf of Transport for the North shall be subject to Transport for the North's Rules of Procedure in Part 5, of this Constitution, the Schedule of Approvals set out in Appendix 10 and the Responsibility for Functions in Part 3 of this Constitution.

26.51 The Finance Director shall be informed as soon as possible of all contracts, agreements, awards or other instruments involving the payment or receipt of money on behalf of Transport for the North and shall carry out such checks as he/she considers necessary during the currency of a contract. Payment to contractors on account shall be authorised only on certified documents signed by a duly authorised Officer, showing the total amount of the contract, value of the work executed to date, retention money, amount paid to date and the amount now certified.

26.52 Every variation of a contract or addition to the original specification shall be authorised, in writing, by a duly authorised Officer. Any such variation or addition

which necessitates an increase in the amount of an accepted tender or estimate shall be reported to the Finance Director as soon as possible.

- 26.53 The final certificate on a contract or accepted estimate shall be issued by the duly authorised Officer after he/she has submitted to the Finance Director a detailed statement of account, together with such vouchers or documents as he/she may require.
- 26.54 In the case of contracts for works entered into by Transport for the North and supervised and managed by persons other than Transport for the North's own officers, the agreement with the person having control of the work shall provide that he/she furnish to Transport for the North for inspection by their officers, all documents and vouchers relating to prime costs, provisional sums, etc. Subject to the rights of other parties to the contract, the final certificate shall not be issued, nor the balance under such contract paid until:
- a) The Finance Director, with the assistance of any appropriate officer, has had the opportunity to examine the accounts, vouchers and documents; and
 - b) If any question of propriety of payment arises, Transport for the North shall have authorised payment.
- 26.55 Claims received from contractors in respect of matters clearly not within the terms of the appropriate contract shall be referred to the Monitoring Officer for consideration of Transport for the North's legal liability and to the Finance Director for financial consideration, before settlement is negotiated.
- 26.56 **Estates and Property**
- 26.57 The Chief Executive shall maintain a terrier of all estates and properties owned by Transport for the North in a form approved by the Finance Director.
- 26.58 The Monitoring Officer shall be responsible for the safe custody of all legal documents under secure arrangements agreed with the Finance Director.
- 26.59 **Income**
- 26.60 The collection of all money due to Transport for the North shall be under the supervision of the Finance Director.
- 26.61 **Insurance**
- 26.62 The Finance Director shall, subject to any general direction of Transport for the North, arrange such insurances in the name of Transport for the North as he/she considers necessary, and shall inform Chief Officers annually of the insurances in force in respect of his/her department.
- 26.63 Chief Officers shall give prompt notification to the Finance Director of all new risk, properties or vehicles which require to be insured and of any alterations affecting existing insurances.
- 26.64 Chief Officers shall inform the Finance Director promptly in writing of any event which may involve Transport for the North in a claim on Transport for the North's insurers.

26.65 **CIPFA Treasury Management Code of Practice 2011**

26.66 The CIPFA Code of Practice on Treasury Management in the public services was revised in 2011.

- 26.67 In line with CIPFA recommendations, Transport for the North has adopted the following four clauses:
- a) To create and maintain, as the cornerstones for effective treasury management:
 - i) A Treasury Management Policy statement, stating the policies, objectives, and approach to risk management of its treasury management activities;
 - ii) Suitable Treasury Management Practices (TMPs), setting out the manner in which Transport for the North will seek to achieve those policies and objectives, and prescribing how it will manage and control those activities.
 - b) Transport for the North will receive reports on its Treasury Management Policies, practices, and activities, including, as a minimum, an annual strategy and plan in advance of the year, a mid-year review and an annual report after its close, in the form prescribed in its TMPs;
 - c) Transport for the North delegates responsibility for the implementation and regular monitoring of its Treasury Management Policies and Practices to the Audit Committee, and for the execution and administration of treasury management decisions to the Finance Director of the Combined Authority, who will act in accordance with Transport for the North's policy statement and TMPs and CIPFA's Standard of Professional Practice on Treasury Management;
 - d) Transport for the North has nominated its Audit and Governance Committee to ensure effective scrutiny of the Treasury Management Strategy and Policies.

26.68 **Internal Audit**

- 26.69 The Finance Director shall, so far as he/she considers necessary:
- a) Arrange for the internal audit of all accounts and financial transactions of Transport for the North and its officers;
 - b) Supervise security arrangements and the custody and safeguarding of Transport for the North moneys and property, including any funds entrusted to Transport for the North or its officers;
 - c) Undertake investigations in order to ensure that value for money is obtained and loss through wastage minimised.
- 26.70 The Finance Director will make arrangements to ensure that internal auditors have the authority:
- a) To have access to Authority premises at reasonable times;
 - b) To have access to documents, records, and equipment in the possession of the Authority;
 - c) To require any officer of the Authority to account for cash, stores, or any other Authority asset under their control;
 - d) Where possible, to have access to records belonging to third parties, such as contractors, when required;
 - e) To receive information concerning any matter under investigation;
 - f) To have access to the Chief Executive and the Audit and Governance Committee.

26.71 Orders for Work, Goods and Services

26.72 The Transport for the North Contract Procurement Rules set out at Part 6 of the Constitution will apply.

26.73 Payment of Accounts

26.74 Chief Officers shall be responsible for the certification and submission of invoices and other claims to the Finance Director who shall make safe and efficient arrangements for the payment of such accounts.

26.75 Taxation

26.76 The Finance Director is:

- a) Responsible for ensuring that taxation advice is available to Chief Officers to ensure compliance with relevant legislation;
- b) Responsible for maintaining Transport for the North's tax records, making all tax payments, receiving tax credits, and submitting tax returns by their due date as appropriate;
- c) To complete all HM Revenue and Customs returns regarding Pay As You Earn (PAYE);
- d) To complete a monthly return of VAT inputs and outputs to HM Revenue and Customs.

26.77 Chief Officers are to:

- a) Ensure that the correct VAT liability is attached to all income due and that all claims for VAT recoverable on purchases complies with HM Revenue and Customs regulations and all output tax is properly identified and recorded;
- b) Ensure that the Authority is not put at risk in any funding arrangements by identifying the correct VAT treatment in accordance with the VAT Act 1994;
- c) Ensure that all persons employed by Transport for the North are added to the Council's payroll and that tax is deducted from any payments, except where the individuals are bona fide self-employed or are employed by a recognised staff agency;
- d) Follow any guidance on taxation that may be issued by the Finance Director.

27 Contract Procurement Rules

- 27.1 These Contract Procurement Rules (issued in accordance with section 135 of the Local Government Act 1972), are intended to promote good procurement and purchasing practice and public accountability and deter corruption.
- 27.2 Officers responsible for procurement and purchasing must comply with these Contract Procedure Rules. They lay down minimum requirements and a more thorough procedure may be appropriate for a particular contract. (For example, if paragraph 28.38 would normally require that no less than three quotations be obtained, it might be appropriate in particular circumstances to seek additional quotations in writing or tender submissions).
- 27.3 For the purposes of these rules, where there is a requirement for communication to be in writing, this shall be deemed to include e-mail and fax transmissions as well as hard copy.
- Key considerations for officers engaged in procurement and purchasing of works, goods and services include:
- a) Follow the rules if you procure or purchase goods or services or order building work;
 - b) Take all necessary legal, financial and professional advice;
 - c) Declare any personal financial interest in a contract. Corruption is a criminal offence;
 - d) Conduct any Best Value review and appraise the purchasing need;
 - e) Ensure that you have all necessary approvals for the procurement or purchasing;
 - f) Check whether there is an existing Transport for the North Framework Agreement, or other joint purchasing arrangements you can make use of before undergoing a competitive process;
 - g) Normally allow at least four weeks for submission of bids which may be submitted electronically or in writing;
 - h) Keep bids confidential;
 - i) Complete a written contract or Transport for the North purchase order before the supply or works begin;
 - j) Identify a contract manager with responsibility for ensuring the contract delivers as intended and for managing the relationship with the supplier;
 - k) Keep records of all communications with the suppliers;
 - l) Assess each contract afterwards to see how well it met the purchasing need and Value for Money requirements using the Supply Contract Review Form.

28 Scope of Contract Procurement Rules

28.1 Basic Principles

28.2 All procurement procedures must:

- a) Achieve Best Value for public money spent;
- b) Be consistent with the highest standards of integrity;
- c) Ensure fairness and transparency in the in procurement and award of contracts;
- d) Comply with all legal requirements including the EU Public Contracts Regulations 2015;
- e) Award contracts on the basis of the most economically advantageous tender following evaluation according to specified criteria;
- f) Support Transport for the North's corporate aims and policies;
- g) Comply with Transport for the North's Corporate Procurement Strategy and other relevant policies;
- h) Comply with the terms of any Department for Transport Funding Letter, or other similar grant conditions.

28.3 Officer Responsibilities

28.4 Officers responsible for procurement or disposal must comply with these Contract Procurement Rules, Transport for the North's Financial Regulations, Transport for the North's Code of Conduct for Employees and with all UK and European Union binding legal requirements. Officers must ensure that any agents, Consultants and contractual partners acting on their behalf also comply.

28.5 Officers must:

- a) Have regard to Transport for the North's Procurement Guidance including any relevant Gateway procedures;
- b) Check whether a suitable Transport for the North Contract exists before seeking to let another contract; where a suitable Transport for the North Contract exists, this must be used unless there is an auditable reason not to;
- c) Keep the records required by; paragraph 28.22 to 28.25
- d) Take all necessary legal, financial, and professional advice.

28.6 When any employee either of Transport for the North or of a service provider may be affected by any transfer arrangement, Officers must ensure that the Transfer of Undertakings (Protection of Employment) Regulations 2006 (TUPE) issues are considered and obtain legal and personnel advice before proceeding with inviting Tenders or Quotations.

28.7 Chief Officers must:

- a) Ensure their staff comply with the officer obligations set out in paragraphs 28.4 and 28.5;
- b) Keep registers of contracts completed by signature rather than by Transport for the North's seal (see paragraph 29.6) and arrange their safekeeping on Transport for the North premises;
- c) Maintain a record of exemptions recorded under paragraph 28.10.

28.8 The Officer must comply with Transport for the North Code of Conduct for Officers

and must not invite or accept any gift or reward in respect of the award or performance of any contract. It will be for the Officer to prove that anything received was not received corruptly. High standards of conduct are obligatory. Corrupt behaviour will lead to dismissal and is a crime under the Bribery Act 2010.

- 28.9 Officers shall comply with section 117 of the Local Government Act 1972 in relation to the declaration of interest in contracts.

Exemptions, Collaborative and E-Procurement Arrangements

- 28.10 Subject to full compliance with all UK and EU legal requirements Transport for the North has power to waive any requirements within these Contract Procedure Rules for specific projects in the following circumstances:
- a) Only one contractor can provide the goods, services, or works required and there is no reasonable alternative contractor;
 - b) The need for the goods, services or works is so urgent that the time needed to comply with these Contract Procedure Rules would be prejudicial to Transport for the North's interests.
- 28.11 No exemption can be used if the EU Procedure applies.
- 28.12 All exemptions, and the reasons for them, must be recorded by the Chief Officer.
- 28.13 The Finance Director must be consulted, and an exemption approved by the Monitoring Officer prior to commencing any procurement process using Office of Government Commerce (OGC) Buying Solutions Contracts, or other joint purchasing arrangements. The terms and conditions of contract applicable to any OGC arrangement, including the requirement to undertake competition between providers, must be fully complied with.
- 28.14 The Finance Director may monitor the use of all exemptions.
- 28.15 In order to secure value for money, Transport for the North may enter into collaborative procurement arrangements. The Officer must consult the Finance Director and the Monitoring Officer where the purchase is to be made using collaborative procurement arrangements with another local authority, government department, statutory undertaker or public service purchasing consortium.
- 28.16 All purchases made via a local authority purchasing and distribution consortium are deemed to comply with these Contract Procedure Rules and no exemption is required. However, purchases above the EU Threshold must be let under the EU Procedure, unless the consortium has satisfied this requirement already by letting their contract in accordance with the EU Procedures on behalf of Transport for the North and other consortium members.
- 28.17 Any contracts entered into through collaboration with other local authorities or other public bodies, where a competitive process has been followed that complies with the contract procedure rules of the leading organisation, will be deemed to comply with these Contract Procedure Rules and no exemption is required.

Relevant Contracts

- 28.18 All Relevant Contracts must comply with these Contract Procurement Rules and the Schedule of Approvals. A Relevant Contract is any arrangement made by Transport for the North for the carrying out of works or for the supply of goods, materials, or services. These include arrangements for:
- a) The carrying out of construction and engineering works;
 - b) The supply or disposal of goods;
 - c) The hire, rental or lease of goods or equipment; and
 - d) The delivery of services.
- 28.19 Relevant Contracts do not include:
- a) Contracts of employment which make an individual a direct employee of Transport for the North; or
 - b) Agreements relating to the acquisition, disposal or transfer of land which do not form part of a wider transaction under which Transport for the North procures works, goods or services.

Common Requirements

28.20 Steps Prior to Purchase

- 28.21 The Officer must appraise the purchase, in a manner commensurate with its complexity and value, and taking into account any guidance in the Purchasing Guidance, by:
- a) Satisfying themselves that they have the necessary authority to deal with the purchase and that there is budget provision for the purchase;
 - b) Appraising the need for the expenditure and its priority defining the objectives of the purchase;
 - c) Assessing the risks associated with the purchase and how to manage them;
 - d) Involving relevant Stakeholders and partners in the creation of the Specification;
 - e) Considering what procurement method is most likely to achieve the purchasing objectives, including internal or external sourcing, partnering, packaging strategy and collaborative procurement arrangements with another local authority, government department, statutory undertaker or public service purchasing consortium;
 - f) Consulting users as appropriate about the proposed procurement method, contract standards and performance and user satisfaction monitoring drafting the terms and conditions that are to apply to the proposed contract;
 - g) Setting out these matters in writing in the Transport for the North Sourcing Strategy Document if the Total Value of the purchase exceeds £30,000; and
 - h) By confirming that there is appropriate approval for the expenditure and the purchase accords with the approved policy framework and Scheme of Delegation as set out in Transport for the North Constitution.

28.22 Records

- 28.23 Where the Total Value is less than £50,000, the following records must be kept:
- a) A unique reference number for the contract and the title of the contract;
 - b) the Specification;
 - c) Invitations to quote or tender;

- d) All submitted Quotations or Tenders;
- e) A record:
 - i) Of any exemptions and the reasons for them;
 - ii) Of any Contracting Decision and the reasons for it including the evaluation of the Quotation or Tender.
- f) Written records of communications with the successful contractor or an electronic record if a written record of the transaction would not normally be produced.

28.24 Where the Total Value exceeds £50,000 the Officer must record:

- a) A unique reference number for the contract and the title of the contract;
- b) The method for obtaining bids;
- c) Any Contracting Decision and the reasons for it;
- d) Any exemption under paragraph 28.10 together with reasons for it;
- e) The Award Criteria in descending order of importance;
- f) The Specification;
- g) Invitation to Tender documents sent to and Tender documents received from Candidates;
- h) Pre-tender market research;
- i) Clarification and post-tender negotiation (to include minutes of meetings);
- j) The contract documents;
- k) Post-contract evaluation and monitoring using a written Supplier Performance Management Framework;
- l) Communications with Candidates and with the successful contractor throughout the period of the procurement.

28.25 Records required by this rule must be kept for a minimum of six years or in the case of contracts under seal for a minimum of twelve years after the end of the contract.

28.26 **Advertising and Framework Agreements**

28.27 **Identifying and Assessing Potential Candidates**

28.28 Officers shall ensure that, advertisement of contracts complies with the requirements of the Public Contracts Regulations 2015.

28.29 Officers are responsible for ensuring, through the use of a Pre-Tender Qualification Questionnaire, that all Candidates for a Relevant Contract have appropriate:

- a) Economic and financial standing; and Technical ability and capacity; to fulfil the requirements of Transport for the North.

28.30 **Framework Agreements**

28.31 The term of a Framework Agreement which is subject to the EU Procedure must not exceed four years and Framework Agreements may be entered into with one or several providers.

28.32 Where a Framework Agreement is concluded with more than one provider contracts based on that Framework Agreement shall be awarded as follows:

- a) Without re-opening competition where all the terms of the contract are set out in the Framework Agreement and the objective conditions for determining

which party shall perform the contract are identified in the Framework Agreement; or

- b) Where not all the terms of the contract are set out in the Framework agreement, by holding a mini-competition with the providers that are party to the Framework Agreement.

28.33 Conducting Purchase and Disposal

28.34 Competition Requirements for Purchase, Disposal and Partnership Arrangements.

28.35 The Officer must calculate the Total Value.

28.36 The following procedures apply where there are no other procedures which take precedence. Other procedures may include agency agreements with government. If in doubt, Officers must seek the advice of the Monitoring Officer.

28.37 Purchasing – Competition Requirements

28.38 Where the Total Value for a purchase is within the values in the first column below, the Award Procedure in the second column must be followed:

| Total Value | Award Procedure |
|-------------------------|--|
| Up to £1,000 | A written quotation (does not need to be advertised) |
| £1,001 – £50,000 | At least three written Quotations (does not need to be advertised) |
| £50,001- £100,000 | Formal Competition to at least 3 Candidates (does not need to be advertised) |
| £100,001 – EU Threshold | Invitation to Tender by advertisement to at least three Candidates (the opportunity must also be advertised on the UK Government Contracts Finder website within 24 hours of the opportunity being advertised in any other way). |
| Above EU Threshold | EU Procedure (where advertisement required under EU Procedure the opportunity must also be advertised on UK Government Contracts Finder website). |

28.39 Irrespective of paragraph 28.38 Relevant Contracts and Framework Agreements that are subject to European Union grant funding requirements shall be advertised in accordance with published guidance, ERDF National Procurement Requirements (ERDFGN1004) as amended from time to time.

28.40 An Officer must not enter into separate contracts nor select a method of calculating the Total Value in order to minimise the application of these contract procedure rules.

28.41 Where the Total Value exceeds £50,000 the Finance Director should be consulted prior to the commencement of the procedure.

28.42 Assets for Disposal

28.43 Assets for disposal must be sent to public auction except where the Finance Director is satisfied that better Value for Money is likely to be obtained by inviting Quotations or Tenders. (These may be invited by advertising on Transport for the North's web site).

28.44 Providing Services to External Purchasers

28.45 The Finance Director must be consulted where contracts to work for organisations other than Transport for the North are contemplated and any bid, tender and contract for work shall be made in accordance with the Financial Regulations.

28.46 Collaborative and Partnership Arrangements

28.47 Collaborative and partnership arrangements where services/goods/works are supplied to Transport for the North are subject to all UK and EU procurement legislation and must follow these contract procedure rules. If in doubt, Officers must seek the advice of the Monitoring Officer and the Finance Director.

28.48 The Appointment of Consultants to Provide Services

28.49 Consultant architects, engineers, surveyors and other professional Consultants shall be selected, and commissions awarded in accordance with the procedures detailed within these contract procedure rules and as outlined below.

| Total Value | Award Procedure |
|-------------------------|---|
| Up to £1,000 | One written Quotation (does not need to be advertised) |
| £1,001 –£50,000 | At least three written Quotations (does not need to be advertised) |
| £50,001 – £100,000 | Formal Competition to at least 3 Candidates (does not need to be advertised) |
| £100,001 – EU Threshold | Invitation to Tender by advertisement to at least three Candidates (the opportunity must also be advertised on the UK Government Contracts Finder website within 24 hours of the opportunity being advertised in any other way) |
| Above EU Threshold | EU Procedure (where advertisement required under EU Procedure the opportunity must also be advertised on UK Government Contracts Finder website) |

28.50 Irrespective of paragraph 28.49 Relevant Contracts and Framework Agreements that are subject to European Union grant funding requirements shall be advertised in accordance with published guidance, ERDF National Procurement Requirements (ERDF– GN-1-004) as amended from time to time.

28.51 The engagement of a Consultant shall follow the agreement of a brief that adequately describes the scope of the services to be provided and shall be subject to completion of a formal letter or contract of appointment.

- 28.52 Records of consultancy appointments shall be maintained in accordance with paragraphs 28.23 to 28.25.
- 28.53 Consultants shall be required to provide evidence of, and maintain, professional indemnity insurance policies to the satisfaction of the Finance Director for the periods specified in the respective agreement.
- 28.54 The instruction of external legal advisers will normally be carried out by the Monitoring Officer and the instruction of counsel shall not be subject to the requirements of paragraphs 28.49 to 28.53 (inclusive).
- 28.55 **Pre-Tender Market Research and Consultation**
- 28.56 The Officer responsible for the purchase:
- a) May consult potential suppliers prior to the issue of the Invitation to Tender in general terms about the nature, level and standard of the supply, contract packaging and other relevant matters, provided this does not prejudice any potential Candidate, but;
 - b) Must not seek or accept technical advice on the preparation of an Invitation to Tender or Quotation from anyone who may have a commercial interest in them, if this may prejudice the equal treatment of all potential Candidates or distort competition.
- 28.57 **Standards and Award Criteria**
- 28.58 The Officer must ascertain the standards necessary to properly describe the subject matter of the contract having regard to any relevant British, European or international standards. The Monitoring Officer must be consulted if it is proposed to use standards other than European standards.
- 28.59 The Officer must define Award Criteria that are appropriate to the purchase and designed to secure an outcome giving Value for Money for the authority. The basic criteria shall be one of the following:
- a) 'Lowest price'; or
 - b) 'Most economically advantageous', where considerations other than price also apply.
- 28.60 If the last criterion is adopted, it must be further defined by reference to sub-criteria which may refer only to relevant considerations. These may include price, service, quality of goods, running costs, technical merit, previous experience, delivery date, cost effectiveness, quality, relevant environmental considerations, aesthetic and functional characteristics (including security and control features), safety, after-sales services, technical assistance and any other relevant matters. Supplier suitability assessment questions may also be asked by Transport for the North provided such are relevant to the subject matter of the procurement, are proportionate and are used to assess whether bidders meet requirements or minimum standards of suitability, capability, legal status and financial standing. Officers shall have regard to the Purchasing Guidance when defining the Award Criteria.
- 28.61 Award Criteria must not include:

- a) Non-Commercial Considerations that are prohibited under UK and European Union law;
- b) Matters which discriminate against suppliers from the European Economic Area or signatories to the Government Procurement Agreement.

28.62 Invitations to Tender/Quotations

28.63 The Invitation to Tender shall state that Transport for the North reserves the right to reject a Tender that is not received in the prescribed format by the date and time stipulated in the Invitation to Tender. No Tender delivered in contravention of this requirement shall be considered.

28.64 All Invitations to Tender shall include the following:

- a) A specification that describes Transport for the North's requirements in sufficient detail to enable the submission of competitive offers;
- b) A requirement for tenderers to declare that the Tender content, price or any other figure or particulars concerning the Tender have not been disclosed by the tenderer to any other party (except where such a disclosure is made in confidence for a necessary purpose);
- c) A requirement for tenderers to complete fully and sign all Tender documents including a form of Tender and certificates relating to canvassing and non-collusion;
- d) Notification that Tenders are submitted to Transport for the North on the basis that they are compiled at the tenderer's expense;
- e) A description of the Award Procedure and, unless defined in a prior advertisement, a definition of the Evaluation Criteria in weighted terms;
- f) All Invitations to Tender or Quotations must specify the goods, service or works that are required, together with the terms and conditions of contract that will apply. The Transport for the North Standard Contract Terms and Conditions must be issued to bidders at ITT stage with notification that these will apply to the contract;
- g) The Invitation to Tender or Quotation may state that Transport for the North is not bound to accept any Quotation or Tender.

28.65 Shortlisting

28.66 Shortlisting for contracts or agreements shall be undertaken in accordance with all UK and EU legal requirements.

28.67 Submission, Receipt and Opening of Tenders / Quotations

28.68 Candidates must be given an adequate period in which to prepare and submit a proper Quotation or Tender, consistent with the complexity of the contract requirement. The EU Procedure lays down specific time periods (see guidance in the Purchasing Guidance).

28.69 All Tenders must be returned in accordance with the Invitation to Tender.

28.70 Each Tender must be:

- a) Suitably recorded so as to verify the date and precise time it was received;
- b) Adequately protected on receipt to guard against amendment of its contents.

28.71 Clarification Procedures

28.72 Providing clarification of an Invitation to Tender to potential or actual Candidates or seeking clarification of a Tender, whether in writing or by way of a meeting, is permitted. However, discussions with tenderers after submission of a Tender and before the award of a contract with a view to obtaining adjustments in price, delivery or content (i.e. post-tender negotiations) are the exception rather than the rule. In particular, they must not be conducted in an EU Procedure where this might distort competition, especially with regard to price.

28.73 Evaluation

28.74 Apart from the debriefing required or permitted by these contract procedure rules, the confidentiality of Quotations, Tenders and the identity of Candidates must be preserved at all times and information about any one Candidate's response must not be given to any other Candidate.

28.75 Contracts must be evaluated and awarded in accordance with the Award Criteria. During this process, Officers shall ensure that submitted Tender prices are compared with any pre-tender estimates and that any discrepancies are examined and resolved satisfactorily.

28.76 The arithmetic in compliant Tenders must be checked. If arithmetical errors are found they should be notified to the tenderer, who should be requested to confirm or withdraw their Tender. Alternatively, if the rates in the Tender, rather than the overall price, were stated within the Invitation to Tender as being dominant, an amended Tender price may be requested to accord with the rates given by the tenderer.

28.77 Transport for the North reserves the right to reject a tender that it considers to be abnormally low but only where the tenderer has been unable to provide evidence that satisfactorily justifies the low level of costs tendered.

28.78 Post-Tender Negotiations

28.79 Post-tender negotiations may only take place in accordance with the Public Contract Regulations 2015. If post-tender negotiations are necessary after a single-stage Tender or after the second stage of a two-stage Tender, then such negotiations shall only be undertaken with the tenderer who is identified as having submitted the best Tender and after all unsuccessful Candidates have been informed. During negotiations, tendered rates and prices shall only be adjusted in respect of a corresponding adjustment in the scope or quantity included in the Tender documents. Officers appointed by the Chief Officer to carry out post-tender negotiations should ensure that there are recorded minutes of all negotiation meetings and that both parties agree actions in writing.

28.80 Post-tender negotiation must only be conducted in accordance with the guidance issued by the Monitoring Officer who, together with the Finance Director, must be consulted wherever it is proposed to enter into post-tender negotiation. Negotiations must be conducted by a team of at least two officers, one of whom must be from a directorate independent to that leading the negotiations.

- 28.81 Where post-tender negotiation results in a fundamental change to the specification (or contract terms) the contract must not be awarded but re-tendered.
- 28.82 **Award of Contracts and Framework Agreements and Debriefing Candidates**
- 28.83 Chief Officers may accept Quotations and Tenders received in respect of proposed contracts and Framework Agreements, provided they have been sought and evaluated fully in accordance with these contract procedure rules and, in respect of proposed contracts and Framework Agreements that are expected to exceed the EU limit (relating to either expenditure or income) with the approval of the Chief Executive and Finance Director.
- 28.84 For Contracts and Framework Agreements subject to the EU Procedure, the Officer must notify all Candidates simultaneously and as soon as possible of the intention to award the contract or Framework Agreement to the successful Candidate and provide information required by the EU Procedure specifying the name(s) of the successful Candidate(s), the award criteria and the reasons for the decision including the score of the Candidate being debriefed and the successful Candidate(s) and the characteristics and relative advantages of the successful tender.
- 28.85 The Officer must provide unsuccessful Candidates with a period of at least ten days in which to challenge the decision before the Officer awards the contract or Framework Agreement. If the decision is challenged by an unsuccessful Candidate, then the Officer shall not award the contract or Framework Agreement and shall immediately seek the advice of the Monitoring Officer.
- 28.86 The requirement to notify candidates of the intention to award a contract or Framework Agreement in paragraph 28.84 does not apply to:
- a) Contracts and Framework Agreements that are not subject to the EU Procedure;
 - b) Contracts subsequently awarded and called off based on a Framework Agreement that was let in accordance with the EU Procedure.
- 28.87 If a Candidate requests in writing the reasons for a Contracting Decision, the Officer must give in writing the name(s) of the successful Candidate(s), the award criteria and the reasons for the decisions including the score of the candidate being debriefed and the successful Candidate(s) and the characteristics and relative advantages of the successful tender within 15 days of the request. If requested, the Officer must also give the debriefing information referred to in paragraph 28.84 above to Candidates who were unsuccessful in a permitted pre-qualification shortlisting process.

29 Relevant Contracts

- 29.1 All Relevant Contracts shall be in writing.
- 29.2 All Relevant Contracts, irrespective of value, shall clearly specify:
- What is to be supplied (i.e. the works, materials, services, matters or things to be furnished, had or done);
 - The provisions for payment (i.e. the price to be paid and when);
 - The time, or times, within which the contract is to be performed;
 - The provisions for Transport for the North to terminate the contract.
- 29.3 Transport for the North's standard terms and conditions or standard contract forms issued by a relevant professional body must be used wherever possible.
- 29.4 In addition, every contract or agreement must also state clearly as a minimum:
- That the contractor may not assign or sub-contract without prior written consent;
 - Any insurance requirements;
 - Health and safety requirements;
 - Data protection requirements, if relevant;
 - Equality Duty requirements;
 - Prevention of modern slavery requirements;
 - Freedom of Information Act requirements;
 - Prevention of corruption requirements;
 - A right of access to relevant documentation and records of the contractor for monitoring and audit purposes if relevant; and
 - That Transport for the North shall pay the contractor and the contractor shall pay its subcontractors within 30 days of an undisputed invoice.
- 29.5 The formal advice of the Monitoring Officer must be sought for the following contracts:
- Where the Total Value exceeds £75,000;
 - Those involving leasing arrangements;
 - Where it is proposed to use a supplier's own terms or; and
 - Those that are complex in any other way.

Contract Formalities

- 29.6 Agreements shall be completed as follows:

| Total Value | Method of completion | By |
|---------------------|----------------------|----------------------------|
| Up to £75,000 | Signature | Authorised Signatory |
| £75,000 to £150,000 | Two signatures | Two Authorised signatories |

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| Above £150,000 | Sealing | The Monitoring Officer and one other Authorised signatory or two Authorised Signatories |
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29.7 All contracts must be concluded formally in writing before the supply, service or construction work begins, except in exceptional circumstances, and then only with the written consent of the Monitoring Officer.

29.8 The Officer responsible for securing signature of the contract must ensure that the person signing for the other contracting party has authority to bind it.

Sealing

29.9 Where contracts are completed by each side adding their formal seal, such contracts shall be executed by the fixing of Transport for the North's seal and must be witnessed by two Authorised Signatories.

29.10 Every sealing by Transport for the North will be consecutively numbered, recorded and signed by the persons witnessing the seal.

29.11 A contract must be sealed where:

- a) Transport for the North may wish to enforce the contract more than six years after its end;
- b) the price paid or received under the contract is a nominal price and does not reflect the value of the goods or services;
- c) there is any doubt about the authority of the person signing for the other contracting party; or
- d) The Total Value exceeds £150,000 unless the Monitoring Officer determines otherwise.
- e) The Monitoring Officer determines that the Contract should be under seal.

30 Bonds and Parent Company Guarantees

30.1 The Officer must consult the Finance Director about whether a Parent Company Guarantee is necessary when a Candidate is a subsidiary of a parent company and:

- a) The Total Value exceeds £250,000; or
- b) Award is based on evaluation of the parent company; or
- c) There is some concern about the stability of the Candidate.

30.2 The Officer must consult the Finance Director about whether a Bond is needed:

- a) Where the Total Value exceeds £1,000,000; or
- b) Where it is proposed to make stage or other payments in advance of receiving the whole of the subject matter of the contract and there is concern about the stability of the Candidate.

31 Contract Management

31.1 Chief Officers are to name contract managers for all new contracts. All contracts must

have a named Transport for the North contract manager for the entirety of the contract.

- 31.2 Contract managers must follow the procedures set out in Transport for the North's Procurement Guidance.

32 Risk Assessment and Contingency Planning

- 32.1 A business case must be prepared for all procurements with a potential value over the EU Threshold. Provision for resources for the management of the contract, for its entirety, must be identified in the business case.

- 32.2 For all contracts with a value of over £75,000, contract managers must consider maintaining a risk register during the contract period, undertake appropriate risk assessments and for identified risks ensure contingency measures are in place.

33 Contract Monitoring, Evaluation and Review

- 33.1 The Finance Director may require that a Transport for the North developed Gateway review process may be applied to all contracts deemed to be High Risk, High Value, or High Profile. This process must be applied at key stages of major procurements.

- 33.2 During the life of the contract, the Officer must monitor in respect of:

- a) Performance;
- b) Compliance with specification and contract;
- c) Cost;
- d) Any Value for Money requirements;
- e) User satisfaction and risk management.

- 33.3 Monitoring must be carried out by the Contract Manager in accordance with Transport for the North's adopted Contract Management Procedures.

34 Definitions

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| Authorised Signatory | An officer authorised by the Monitoring Officer in accordance with Transport for the North's Constitution to sign a contract or witness Transport for the North's seal. |
| Award Criteria | The criteria by which the successful Quotation or Tender is to be selected (see paragraph 28.59). |
| Award Procedure | The procedure for awarding a contract as specified in paragraph 28.38 |
| Best Value | The duty, which Part I of the Local Government Act 1999 places on local authorities, to secure continuous improvement in the way in which functions are exercised, having regard to a combination of economy, efficiency and effectiveness as implemented by Transport for the North. This terminology has now in many instances been superseded |

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| | by Value for Money. |
| Candidate | Any person who asks or is invited to submit a Quotation or Tender. |
| Code of Conduct | The Code of Conduct for Officers as set out from time to time in Transport for the North's Constitution. |
| Committee | A committee which has power to make decisions for Transport for the North. |
| Constitution | The constitutional document approved by Transport for the North of which these Contract Procedure Rules form part. |
| Consultant | Specialist advisers engaged to provide services to Transport for the North. |
| Contracting Decision | Any of the following decisions: <ul style="list-style-type: none"> • Withdrawal of Invitation to Tender • Whom to invite to submit a Quotation or Tender • Shortlisting • Award of contract or Framework Agreement • Any decision to terminate a contract. |
| EU Procedure | The procurement procedure required by the EU for goods, works and services where the Total Value exceeds the EU Threshold. |
| EU Threshold | The value at which the EU public procurement directives apply. |
| European Economic Area | The members of the European Union, and Norway, Iceland and Liechtenstein. |
| Financial Regulations | Transport for the North's financial regulations outlining Officer responsibilities for financial matters prepared by the Finance Director and becoming part of Transport for the North's Constitution. |
| Framework Agreement | An agreement between one or more authorities and one or more economic operators, the purpose of which is to establish the terms governing contracts to be awarded during a given period, in particular with regard to price and, where appropriate, the quantity envisaged. |
| Government Procurement Agreement | The successor agreement to the General Agreement on Trade and Tariffs. The main signatories other than those in the European Economic Area are the USA, Canada, Japan, Israel, South Korea, Switzerland, Norway, Aruba, Hong Kong, China, Liechtenstein and Singapore. |

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| High Profile | A high-profile purchase is one that could have an impact on functions integral to Transport for the North's service delivery should it fail or go wrong. |
| High Risk | A high-risk purchase is one that is in the opinion of the Finance Director presents the potential for substantial exposure on Transport for the North's part should it fail or go wrong. |
| High Value | A high-value purchase is where the value exceeds the EU Threshold values. |
| Invitation to Tender | Invitation to tender documents in the form required by these Contract Procedure Rules. |
| Monitoring Officer | As identified in Transport for the North Constitution. |
| Non-Commercial Considerations | <p>(a) The terms and conditions of employment by contractors of their workers or the composition of the arrangements for the promotion, transfer or training of or the other opportunities afforded to, their workforces ('workforce matters').</p> <p>(b) Whether the terms on which contractor's contract with their sub-contractors constitute, in the case of contracts with individuals, contracts for the provision by them as self-employed persons of their services only.</p> <p>(c) Any involvement of the business activities or interests of contractors with irrelevant fields of government policy.</p> <p>(d) The conduct of contractors or workers in industrial disputes between them or any involvement of the business activities of contractors in industrial disputes between other persons ('industrial disputes').</p> <p>(e) The country or territory of origin of supplies to, or the location in any country or territory of the business activities or interests of, contractors.</p> <p>(f) Any political, industrial or sectarian affiliations or interests of contractors or their directors, partners or employees.</p> <p>(g) Financial support or lack of financial support by contractors for any institution to or from which Transport for the North gives or withholds support.</p> <p>(h) Use or non-use by contractors of technical or professional services provided by the authority under the Building Act 1984 or the Building (Scotland) Act 1959.</p> <p>(i) Workforce matters and industrial disputes, as defined in</p> |

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| | paragraphs (a) and (d), cease to be non-commercial considerations to the extent necessary or expedient to comply with Best Value; or where there is a transfer of staff to which the Transfer of Undertakings (Protection of Employment) Regulations 2006 (TUPE) may apply. |
| Officer | The Officer designated by the Chief Officer to deal with the contract in question. |
| Parent Company Guarantee | A contract which binds the parent of a subsidiary company as follows: if the subsidiary company fails to do what it has promised under a contract with Transport for the North, Transport for the North can require the parent company to do so instead. |
| Procurement Strategy | The document setting out Transport for the North's approach to procurement and key priorities for the next few years. |
| Purchasing Guidance | The guidance documents issued from time to time by the Finance Director that support the implementation of these Contract Procurement Rules. |
| Quotation | A quotation of price and any other relevant matter (without the formal issue of an Invitation to Tender). |
| Relevant Contract | Contracts to which these contract procedure rules apply (. |
| Shortlisting | The process of selecting Candidates who are to be invited to quote or bid or to proceed to final evaluation. |
| Tender | A Candidate's offer submitted in response to a Transport for the North Invitation to Tender. |
| Total Value | <p>The whole of the value or estimated value (in money or equivalent value) for a single purchase or disposal calculated as follows:</p> <ul style="list-style-type: none"> (a) Where the contract is for a fixed period, by taking the total price to be paid or which might be paid during the whole of the period; (b) Where the purchase involves recurrent transactions for the same type of item, by aggregating the value of those transactions in the coming 12 months; (c) Where the contract is for an uncertain duration, by multiplying the monthly payment by 48. <p>For feasibility studies, the value of the scheme or contracts which may be awarded as a result.</p> |
| Finance Director | As identified in Transport for the North Constitution. |

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| <p>TUPE Transfer of Undertakings (Protection of Employment) Regulations 2006 (SI 2006 No.246)</p> | <p>Subject to certain conditions, these regulations apply where responsibility for the delivery of works or services for Transport for the North is transferred from one organisation (e.g. private contractor, local authority in-house team) to another (e.g. following a contracting out or competitive tendering process) and where the individuals involved in carrying out the work are transferred to the new employer. These regulations seek to protect the rights of employees in such transfers, enabling them to enjoy the same terms and conditions, with continuity of employment, as existed with their former employer. Broadly, TUPE regulations ensure that the rights of employees are transferred along with the business.</p> |
| <p>Value for Money</p> | <p>Value for money is not the lowest possible price; it is the most economically advantageous proposal that combines goods or services that fully meet your needs, with the level of quality required, delivery at the time you need it, and at an appropriate price.</p> |

NOTE: 35, 36, 37 – these numbers are not currently in use in this document.

PART 7 – CODES & POLICIES

SECTION A - CODE OF CONDUCT FOR MEMBERS

38 General Provisions

- 38.1 Transport for the North is not required to adopt its own Code of Conduct for Members, but each elected Member of the Transport for the North Board has been appointed by a Constituent Authority to represent it on Transport for the North.
- 38.2 In representing their Constituent Authority each elected Member will be acting as a Member of the Authority and will be expected to comply with the provisions of their own Code of Conduct.
- 38.3 Non-elected Members co-opted to the Transport for the North Board as Co-opted Members or co-opted as Independent Members of the Audit and Governance Committee are expected to abide by the Code of Conduct for Board Members of Public Bodies published by the Cabinet Office and set out in Appendix 12.
- 38.4 All elected Members and Co-opted Members of Transport for the North whether Members of the Transport for the North Board, the Rail North Committee, the Audit and Governance Committee or the Scrutiny Committee must complete a Declaration of their Disclosable Pecuniary Interests and submit it to the Monitoring Officer within 28 days of appointment.

39 Notification of disclosable pecuniary interests

- 39.1 Within 28 days of becoming a Member, you must notify Transport for the North's Monitoring Officer of any 'disclosable pecuniary interests' by completing the prescribed form.
- 39.2 A 'disclosable pecuniary interest' is an interest of yourself, or of your partner if you are aware of your partner's interest, within the descriptions set out in the table below.
- 39.3 "Partner" means a spouse or civil partner, or a person with whom you are living as husband or wife, or a person with whom you are living as if you are civil partners.

| Subject | Description |
|---|--|
| Employment, office, trade, profession or vocation | Any employment, office, trade, profession or vocation carried on for profit or gain |
| Sponsorship | Any payment or provision of any other financial benefit (other than from Transport for the North) made or provided within the 12-month period prior to notification of the interest in respect of any expenses incurred by you in carrying out duties as a Member, or towards your election expenses. This includes any payment or financial benefit from a trade union within the meaning of the Trade Union and Labour Relations (Consolidation Act) 1992 (a). |
| Contracts | Any contract which is made between you or your partner (or a body in which you or your partner has a beneficial interest) and Transport for the North – 1.1.1 Under which goods or services are to be provided or works are to be executed; and 1.1.2 Which has not been fully discharged. |
| Land | Any beneficial interest in land which is within the area of Transport for the North. |
| Licences | Any licence (alone or jointly with others) to occupy land in the area of Transport for the North for a month or longer. |
| Corporate Tenancies | Any tenancy where (to your knowledge) – |

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| | <p>(a) The landlord is Transport for the North: and</p> <p>(b) The tenant is a body in which you or your partner has a beneficial interest.</p> |
| Securities | <p>Any beneficial interest in securities of a body where –</p> <p>(a) That body (to your knowledge) has a place of business or land in the area of Transport for the North; and</p> <p>(b) Either:</p> <p>(i) the total nominal value of the securities exceeds £25,000 or one hundredth of the total issued share capital of that body; or</p> <p>(ii) if the share capital of that body is of more than one class, the total nominal value of the shares of any one class in which you or your partner has a beneficial interest exceeds one hundredth of the total issued share capital of that class.</p> |

39.4 For the purposes of the above:

- a) "A body in which you or your partner has a beneficial interest" means a firm in which you or your partner is a partner or a body corporate of which you or your partner is a director, or in the securities of which you or your partner has a beneficial interest;
- b) "Director" includes a member of the committee of management of a registered society within the meaning given by section 1(1) of the Co-operative and Community Benefit Societies Act 2014, other than a society registered as a credit union;
- c) "Land" excludes an easement, interest or right in or over land which does not carry with it a right for you or your partner (alone or jointly) to occupy the land or receive income but includes your home, and
- d) "Securities" means shares, debentures, debenture stock, loan stock, bonds, units of a collective investment scheme within the meaning of the Financial Services and Markets Act 2000 and other securities of any description, other than money deposited with a building society.

39.5 **Non-participation in case of disclosable pecuniary interest**

39.6 If you are present at a meeting of Transport for the North, or any Committee, Sub-Committee, Joint Committee or Joint Sub-Committee of Transport for the North, and you have a disclosable pecuniary interest in any matter to be considered or being considered at the meeting:

- a) You must not participate in any discussion of the matter at the meeting;
- b) You must not participate in any vote taken on the matter at the meeting;
- c) If the interest is not registered, you must disclose the interest to the meeting;
- d) If the interest is registered, you are also required to disclose the interest to the meeting;
- e) If the interest is not registered and is not the subject of a pending notification, you must notify Transport for the North's Monitoring Officer of the interest within 28 days;
- f) You are also required to withdraw from the room of the meeting while the matter is being considered.

39.7 **Offences**

It is a criminal offence to:

- a) Fail to notify Transport for the North's Monitoring Officer of any disclosable pecuniary interest within 28 days of appointment as a Member of Transport for the North;
- b) Fail to disclose a disclosable pecuniary interest at a meeting if it is not on Transport for the North's Register;
- c) Fail to notify Transport for the North's Monitoring Officer within 28 days of a disclosable pecuniary interest that is not on Transport for the North Register that you have disclosed to a meeting;
- d) Participate in any discussion or vote on a matter in which you have a disclosable pecuniary interest;
- e) Knowingly or recklessly provide information that is false or misleading in notifying Transport for the North's Monitoring Officer of a disclosable pecuniary interest or in disclosing such interest to a meeting.

39.8 The criminal penalties available to a court are to impose a fine not exceeding level 5 on the standard scale and disqualification from being a 97councillor for up to 5 years.

SECTION B CODE OF CONDUCT FOR OFFICERS

40 Standards

- 40.1 All those who live, work or travel within the area of Transport for the North and all those who engage with Transport for the North are entitled to expect the highest standard of conduct. Employees have responsibilities to the community they serve. Employees will strive to ensure courteous, respectful, efficient and impartial engagement with all groups and individuals within that community.

41 Open Government

- 41.1 Employees can help contribute towards the achievement of open government, must not restrict anyone exercising a right to access information and should be aware of what Transport for the North information is open to the public.

42 Equal Opportunity Issues

- 42.1 Employees must ensure that Transport for the North policy and legislation relating to equality and equal opportunity is followed. All members of the community, customers and colleagues have a right to be treated with fairness and equity.
- 42.2 Additionally, all employees must make sure they are aware of the factors which result in black and ethnic minority people, disabled people, women, gay men and lesbians and others with a protected characteristic suffering inequality and oppression and undertake their duties so as to seek to redress this. If they become a victim of harassment at work, they should report it to their manager at the earliest opportunity.

43 Appointments

- 43.1 Where employees are involved in appointments, they must do so on the basis of merit and comply with Transport for the North's Recruitment and Selection Code of Practice.

44 Political Neutrality and Working with Elected Members

- 44.1 Mutual respect between employees and elected members of Transport for the North is essential to good local government. Close personal familiarity can damage that relationship and prove embarrassing to both colleagues and Elected Members.
- 44.2 Whether or not an employee's post is politically restricted, they must follow every lawfully expressed policy of Transport for the North and not allow their personal or political opinions to interfere with their work. Where they are required to give advice to Elected Members and colleagues, it should be done with impartiality.

45 Service Provision

- 45.1 Each employee should understand the law governing their service and inform their manager or Transport for the North's Monitoring Officer of any impropriety, breach of procedure, unlawfulness or maladministration.

46 Transport for the North Property and Use of Facilities

- 46.1 The use of public funds is entrusted to employees in a responsible and lawful manner, ensuring value for money for the local community.
- 46.2 Employees must use Transport for the North facilities only for Transport for the North business and respect the intellectual property of Transport for the North which must not be used for personal gain or benefit.

47 Information Technology and Data Security

- 47.1 Employees should ensure that they follow any requirements relating to security procedures when using computers and when storing and managing data.

48 Indemnification of Employees

- 48.1 Employees will be indemnified from personal legal action against them when acting in good faith in the discharge of their duties.

49 The Media

- 49.1 Unless required to do so in the course of their work an employee must not deal directly with the press or the media.

50 Contracts and Contractors

- 50.1 An employee must not seek or accept any gift or personal inducement in connection with the procurement of works, goods or services.
- 50.2 Employees should inform their manager about relationships of a business or private nature with external contractors or potential contractors. If involved in the tendering process, they should ensure that it is open and above board, observing the rules relating to separation of roles during tendering.

51 Sponsorship

- 51.1 Where Transport for the North wishes to sponsor an event, employees must ensure that they, their partner, or relative, do not benefit in any way from such sponsorship without full disclosure to their manager or the Monitoring Officer.

52 Hospitality and Gifts

- 52.1 Invitations to social or sporting events should be accepted only where the Monitoring Officer has agreed that Transport for the North should be seen to be represented at the event.
- 52.2 If an employee accepts hospitality, they should be mindful of all the circumstances. They should get advanced authority from the Monitoring Officer and keep a record of such occasions. They should not accept any significant personal gifts from contractors and outside suppliers.

- 52.3 The Monitoring Officer may give further guidance on the acceptance of gifts and hospitality and may dispense with the requirement to obtain prior agreement in relation to items of gifts and hospitality below a financial limit to be determined by him or her from time to time.

53 Personal Interests: Financial and Non-Financial

- 53.1 An employee must declare any financial interests which could conflict with Transport for the North's interests to their manager or to the Monitoring Officer.
- 53.2 Non-financial interests that it could be considered could bring about conflict with Transport for the North's interests should also be declared e.g. membership of outside bodies in a personal capacity.
- 53.3 Employees should be mindful not to place themselves in a situation where involvement in outside bodies could compromise their continuing professional duty to the interests of Transport for the North.
- 53.4 When serving on outside bodies as a Transport for the North appointee, an employee will of course be expected to represent and promote Transport for the North's interests and policies as the circumstance dictate.
- 53.5 Employees should also declare membership of any organisation which is not open to the public, has no formal membership, requires a commitment of allegiance and which has secrecy about its rules, membership or conduct.

SECTION C MEMBER / OFFICER RELATIONS PROTOCOL

54 Introduction and Principles

- 54.1 The purpose of this Protocol is to guide Members of the Transport for the North Board its committees and joint committees and Officers of Transport for the North, and of Constituent Authorities providing services to Transport for the North, its committees and joint committees (“Officers”) in their relations with one another in such a way as to ensure the smooth running of the organisation.
- 54.2 In this Protocol, references to members of Transport for the North include references, where appropriate, to members of its committees and joint committees and references to officers of Transport for the North include references where appropriate to officers of the Constituent Authorities who provide services to Transport for the North, its committees, and joint committees.
- 54.3 Given the variety and complexity of such relations, this Protocol does not seek to be prescriptive or comprehensive. It simply offers guidance on some of the issues which most commonly arise. It is hoped, however, that the approach which it adopts to these issues will serve as a guide to dealing with other circumstances.
- 54.4 This Protocol is to a large extent a written statement of current practice and convention. It seeks to promote greater clarity and certainty. If the Protocol is followed it should ensure that Members receive objective and impartial advice, and that Officers are protected from accusations of bias and any undue influence from Members.
- 54.5 It also seeks to reflect the principles underlying the respective Codes of Conduct that apply to Members and Officers. The shared object of these codes is to enhance and maintain the integrity (real and perceived) of local government and the Codes, therefore, demand very high standards of personal conduct.
- 54.6 This Protocol should be read in conjunction with the Members’ and Employees’ Codes of Conduct that apply from time to time and any guidance issued by the Standards Committee and/or the Monitoring Officer.

55 General Points

- 55.1 Both Members and Officers are servants of the public and they are indispensable to one another. But their responsibilities are distinct. Members are responsible to the electorate and serve only so long as their term of office lasts. Officers are responsible to Transport for the North, its committees and joint committees. Their job is to give advice to Members and to carry out work under the direction and control of Transport for the North, its committees, and joint committees.
- 55.2 At the heart of this Protocol is the importance of mutual respect. Member/Officer relationships should be conducted in a positive and constructive way. Therefore, it is important that any dealings between Members and Officers should observe reasonable standards of courtesy and that neither party should seek to take unfair advantage of their position or seek to exert undue influence on the other party.

55.3 A Member should not raise matters relating to the conduct or capability of an Officer at meetings held in public or before the press. This is a long-standing tradition in public service as an Officer has no means of responding to such criticisms in public. If a Member feels they have not been treated with proper respect, courtesy or has any concern about the conduct or capability of an Officer and fails to resolve it through direct discussion with that Officer, they should raise the matter with the Chief Executive of Transport for the North who will then look into the facts and report back to the Member.

55.4 An Officer should not raise with a Member matters relating to the conduct or capability of another Officer in a manner that is incompatible with the overall objectives of this Protocol. Such matters should be raised with the Officer's immediate line manager or the Chief Executive.

55.5 Nothing in this Protocol shall prevent an officer expressing a relevant concern under Transport for the North's Whistleblowing Policy.

55.6 Where an Officer feels that they have not been properly treated with respect and courtesy by a Member, they should raise the matter with the Chief Executive of Transport for the North who will take appropriate action including approaching the individual Member concerned or discussing the matter with the Monitoring Officer where they consider there may be a breach of the Members' Code of Conduct.

56 **Officer Support to Members: General Points**

56.1 Officers must act in the best interests of Transport for the North, its committees and joint committees as a whole and must not give politically partisan advice.

56.2 Close personal familiarity between individual Members and Officers can damage professional relationships and can prove embarrassing to other Members and Officers. Situations should be avoided therefore that could give rise to the appearance of improper conduct or behaviour.

56.3 Certain statutory officers – the Chief Executive of Transport for the North, the Finance Director and the Monitoring Officer have specific roles. These are addressed in the Constitution. Their roles need to be understood and respected by all Members. In particular Members are reminded of the duty under the Code of Conduct to have regard to any advice given by the Finance Director or the Monitoring Officer.

56.4 The following key principles reflect the way in which Officers generally relate to Members:

- a) Officers undertaking work for Transport for the North are accountable to Transport for the North through the Chief Executive;
- b) Support from Officers is needed for all Transport for the North's functions including meetings of the Transport for the North Board, its committees, and joint committees;
- c) Day-to day managerial and operational decisions should remain the responsibility of the Chief Executive of Transport for the North and other Officers.

56.5 On occasion, a decision may be reached which authorises named Officers to take

action between meetings following consultation with a Member or Members. It should be recognised that in these circumstances it is the Officer, rather than the Member or Members, who legally takes the action, and it is the Officer who is accountable for it.

- 56.6 Finally, it should be remembered that Transport for the North Officers undertaking work for Transport for the North are accountable to the Chief Executive of Transport for the North and whilst Officers should always seek to assist a Member, they must not, in so doing go beyond the bounds of whatever authority they have been given by the Chief Executive.

57 Officer Advice to Party Groups

- 57.1 It must be recognised by all Officers and Members that in discharging their duties and responsibilities, Officers serve Transport for the North as a whole and not any political group, combination of groups or any individual Member of Transport for the North. The assistance provided by Senior Officers can take many forms ranging from a briefing meeting with a Member, Chair or other Members prior to a meeting, to a presentation, to a full political group meeting. It is an important principle that such assistance is available to all political groups and individual members.

58 Attendance at Party Political Group Meetings

- 58.1 Senior Officers may properly be called upon to assist and contribute to deliberations by party groups but must at all times maintain political neutrality. All Officers must, in their dealings with political groups and individual Members, treat them in a fair and even-handed manner.
- 58.2 Attendance at meetings of party groups is voluntary for Officers and must be authorised by the Chief Executive of Transport for the North.
- 58.3 Certain points must, however, be clearly understood by all those participating in this type of process, Members and Officers alike. In particular:
- a) Officer assistance must not extend beyond providing information and advice in relation to matters of Transport for the North's business. Officers must not be involved in advising on matters of party business. Internal party debates and decision making should take place in the absence of Officers;
 - b) Party group meetings, whilst they form part of the preliminaries to Transport for the North's decision making, are not formal decision-making bodies of Transport for the North and are not empowered to make decisions on behalf of Transport for the North. Conclusions reached at such meetings do not therefore rank as Transport for the North decisions and it is essential that they are not interpreted or acted upon as such; and
 - c) Similarly, where Officers provide information and advice to a party group meeting in relation to a matter of Transport for the North's business, this cannot act as a substitute for providing all necessary information and advice to the relevant Transport for the North decision-making body when the matter in question is considered.
- 58.4 Special care needs to be exercised whenever Officers are involved in providing information and advice to a party group meeting which includes persons who are not

elected Members of one of Transport for the North's Constituent Authorities. Such persons are not bound by a Local Authority Code of Conduct for Members (in particular, the provisions concerning the declaration of interests and confidentiality). Officers would not be able to provide the same level of information and advice as they would to a Member only meeting.

58.5 Officers must respect the confidentiality of any party group discussions at which they are present. When information is disclosed to an Officer during discussions with a party group that information should not be passed on to other groups. However, Members should be aware that this would not prevent officers from disclosing such information to other Officers of Transport for the North so far as that is necessary to performing their duties.

58.6 Any particular cases of difficulty or uncertainty in this area of Officer advice to party groups should be raised with the Chief Executive of Transport for the North who will discuss them with the relevant group leader(s).

59 Members' Access to Information and to Authority Documents

59.1 Members have various statutory and common law rights to inspect Transport for the North documents. A Member must not disclose information given to him in confidence by anyone or information acquired which they believe is of a confidential nature, without the consent of a person authorised to give it, or unless they are required by law to do so and must not prevent another person from gaining access to information to which that person is entitled by law. A breach of these requirements is a breach of the Member's Code of Conduct and actionable by way of complaint to the Member's Standards Committee. If the breach is serious a civil action may be brought against the Member and / or Transport for the North for damages.

59.2 The Freedom of Information Act 2000 (FoIA) brought additional rights and responsibilities regarding the disclosure of information. A "publication scheme" will be produced by Transport for the North setting out the information which it will make publicly available.

60 Correspondence

60.1 Correspondence between an individual Member and an Officer should not normally be copied (by the Officer) to any other Member. Where it is necessary to copy the correspondence to another Member, this should be made clear to the original Member. Blind copies (bcc) should never be employed.

60.2 Official letters on behalf of Transport for the North should normally be sent in the name of the appropriate Officer, rather than in the name of a Member. It will, however, be appropriate in certain circumstances (e.g. representations to a Government Minister) for a letter to appear in the name of a Member or the Chair. Letters which, for example, create legal obligations or give instructions on behalf of Transport for the North should never be sent out in the name of a Member.

61 Publicity and Press Releases

61.1 In recent years, all authorities have increasingly used publicity to keep the public

informed and to encourage public participation. The Government has issued a Code of Recommended Practice on Local Authority Publicity and all local authorities must have regard to the provisions of any such Code in coming to any decision on publicity. In particular members and officers should note that during the election period special rules apply with regard to local authority publicity.

61.2 Officers and Members of Transport for the North will therefore, in making decisions on publicity, take account of the provisions of the Code of Recommended Practice on Local Authority Publicity and any further guidance issued by the Chief Executive of Transport for the North. If in doubt Officers and / or Members should seek advice from the Chief Executive or the Monitoring Officer.

61.3 All press releases are issued through the Chief Executive on behalf of Transport for the North. Press releases are not issued by Transport for the North on behalf of political groups. They can contain the comments of Members and Committee Chairs where they are speaking in connection with the roles given to them by Transport for the North. Officer's comments can be included on professional and technical issues.

62 Officer / Member Protocol

62.1 Monitoring compliance with this protocol is the responsibility of the Monitoring Officer.

62.2 Questions of interpretation of this Protocol will be determined by the Monitoring Officer.

SECTION D CODE OF CORPORATE GOVERNANCE

63 Introduction

63.1 The definition of corporate governance is that it is about ‘how bodies ensure they do the right things, in the right way, for the right people, in a timely, inclusive, open, honest and accountable manner. It comprises the systems and processes, and culture and values, by which bodies are directed and controlled and through which they account to, engage with and, where appropriate, lead their communities’.

63.2 Transport for the North has approved and adopted a code of corporate governance which is consistent with the principles of the best practice guidance issued jointly by the Chartered Institute of Public Finance and Accountancy (CIPFA) and the Society of Local Authority Chief Executives (SOLACE). The framework is based upon the following core principles:

- a) Focusing on the purpose of Transport for the North and the outcomes for the community and creating and implementing a vision for the local area;
- b) Members and officers working together to achieve a common purpose with clearly defined functions and roles;
- c) Promoting values for Transport for the North and demonstrating the values of good governance through upholding high standards of conduct and behaviour;
- d) Taking informed and transparent decisions which are subject to effective scrutiny and managing risk;
- e) Developing the capacity and capability of members and officers to be effective;
- f) Engaging with local people and other stakeholders to ensure robust public accountability;
- g) Having regard for the promotion of sustainable economic growth, and the social and environmental impacts of its proposals;
- h) Having regard for the impact of current decisions and actions on future generations.

63.3 Transport for the North is committed to meeting these principles and this statement sets out how the supporting principles beneath each statement will be achieved, monitored and reviewed.

63.4 Transport for the North’s Core Principles

63.4.1 Focusing on the purpose of Transport for the North and on outcomes for the community and creating and implementing a vision for the local area.

63.4.2 Supporting principles:

- a) Exercising leadership by clearly communicating Transport for the North’s purpose and vision and its intended outcome for citizens and service users;
- b) Transport for the North working closely with the Transport for the North Partnership Board has drawn up the Strategic Transport Plan. This sets out the vision for improved connectivity across the wider region and is an ambitious transformational; pan-northern strategy to drive and support economic growth in the North. This Strategy has been developed further into the Strategic Investment Programme;
- c) The Strategic Transport Plan sets out the transport priorities for the region across all forms of transport and shows the ambition to improve

connectivity and so to create additional jobs and grow the economy The Strategic Investment Programme sets out specific projects, funding and timescales for delivery;

- d) Ensuring that users receive a high quality of service;
 - e) Transport for the North will produce regular reports setting out its targets and the achievement against them. This will include progress on key investment projects;
 - f) Ensuring that Transport for the North makes best use of resources and that taxpayers and service users receive excellent value for money;
 - g) Transport for the North will prepare a medium-term financial strategy which is scrutinised by Members to ensure it supports the ambitions of Transport for the North. Detailed annual budgets are considered and approved by Transport for the North and shared with the constituent Councils. Annual accounts are produced within three months of the year end and an audit opinion on these and on the value for money position is provided by external auditors.
- 63.4.3 Members and officers working together to achieve a common purpose with clearly defined functions and roles.
- 63.4.4 Supporting principles:
- a) Ensuring effective leadership throughout Transport for the North;
 - b) Ensuring a constructive working relationship exists between elected Members and Officers;
 - c) Ensuring relationships between Transport for the North and the wider Partnership are clear.
- 63.4.5 Transport for the North has in place clear constitutional documents and a Committee structure covering all aspects of Transport for the North's activities. The Partnership Board, supported by the LEP'S, brings together Members and business leaders from the private sector to advise Transport for the North on strategic decisions.
- 63.4.6 Schemes of delegation have been put in place to enable Committees, the Chief Executive, Monitoring Officer and Directors to work effectively and make decisions in a transparent way. Statutory officers with the appropriate skills and resources have been appointed and ensure advice is given on the necessary financial and procedural matters.
- 63.4.7 The ways of working are published and reviewed annually, including Standing Orders and Financial Regulations, schemes of delegation, and a protocol for Member/Officer relations. A Scrutiny Committee comprising elected members from all of the constituent authorities includes within its terms of reference the review of any decision of Transport for the North and an Audit and Governance Committee oversees financial and audit matters.
- 63.4.8 Promoting values for Transport for the North and demonstrating the values of good governance through upholding high standards of conduct and behaviour.

63.4.9 Supporting principles

- a) Ensuring members and officers exercise leadership by behaving in ways that uphold high standards of conduct and exemplify effective governance;
- b) Ensuring that organisational values are put into practice and are effective;
- c) Transport for the North expects the highest standards of conduct and personal behaviour from its Members and employees. Robust arrangements are in place to ensure that these high standards are promoted and upheld. Organisational values have been adopted by Transport for the North and are reflected in policies and protocols;
- d) Transport for the North has issued, and keeps under regular review, a number of documents including an Officer Code of Conduct, a complaints procedure and an anti-fraud and anti-corruption policy which includes the whistleblowing policy. All employees are trained in the values, standards, policies, and procedures that Transport for the North expects them to adhere to.

63.4.10 Taking informed and transparent decisions which are subject to effective scrutiny and managing risk.

63.4.11 Supporting principles:

- a) Exercising leadership by being rigorous and transparent about how decisions are made;
- b) Having good quality information, advice and support;
- c) Making sure an effective risk management system is in place;
- d) Recognising the limits of lawful action;
- e) Transport for the North ensures that decision making is transparent, and that appropriate advice is taken in reaching decisions. All decisions of Transport for the North and its Committees are made in public meetings with documents available to the public via the internet. Officer decisions are taken in accordance with the schemes of delegation in place and are recorded. Investment decisions are made in the context of an assurance framework that meets national guidance and that is reviewed annually. The Scrutiny Committee, made up of Members from across the region, meets regularly and provides the mechanism for ongoing constructive scrutiny and challenge;
- f) Appropriately skilled and qualified officers provide advice and input to the decision-making process;
- g) Transport for the North has in place a Publication Scheme that complies with the requirements of the Transparency Code and enables the public to directly access a range of information on its website;
- h) A risk management framework is in place and is overseen by the Audit and Governance Committee. Senior Officers meeting as the Operations Board manage and develop the risk management arrangements and oversee health and safety risks, ensuring compliance with health and safety legislation and an appropriate management of those risks. A risk manual provides practical guidance to officers in recording, monitoring and managing risk through the performance management system;
- i) Transport for the North has arrangements in place to ensure it collects, uses and stores information and data appropriately;
- j) The Audit and Governance Committee oversees all governance arrangements and ensures these are operating effectively. It monitors and

- formally reviews the work of the internal audit function and considers the annual review of internal control produced by the Internal Audit Manager;
- k) Transport for the North is committed to openness and transparency. Further consideration of the Publication Scheme will take place to understand whether there is further information that could be published.

63.4.12 Developing the capacity and capability of members and officers to be effective.

63.4.13 Supporting principles:

- a) Making sure Members and Officers have the skills, knowledge, experience, and resources they need to perform well;
- b) Developing the capability of people with governance responsibilities;
- c) Encouraging new talent for membership of Transport for the North;
- d) Transport for the North seeks to ensure all Members and Officers have the necessary skills and training to fulfil their roles. Members receive an induction programme when they are appointed to Transport for the North, and this is supplemented by specialised training courses where appropriate. Officers are appointed using competency-based job descriptions and their performance against these competencies is regularly monitored and reviewed. A detailed learning and development plan ensures that training needs are met at both an individual and an organisational level.

63.4.14 Engaging with local people and other stakeholders to ensure robust public accountability.

63.4.15 Supporting principles:

- a) Exercising leadership through a robust scrutiny function which effectively engages local people and all local institutional stakeholders;
- b) Transport for the North engages with stakeholders and local people in a variety of ways. Its actions are readily available to the public via the publication of all meeting papers and decisions on the internet and the public nature of all its meetings;
- c) The Partnership Board provides the forum for bringing together the public and private sector on strategic policy matters;
- d) Transport for the North website is set up both to provide information and to engage with local people;
- e) For all significant projects and strategies public consultation will be undertaken both electronically and in the form of public meetings;
- f) Work to be undertaken during the year will include consideration of how current arrangements for local engagement on transport matters could be extended to include the wider economic agenda. The format and nature of these meetings will also be considered.

63.5 Monitoring and Review

63.5.1 It is the responsibility of the Audit and Governance Committee to keep corporate governance matters under review. As part of this process it undertakes regular reviews throughout the year with a formal review at the

year end of the processes and systems in place during the year. This includes the results of the work carried out by the internal audit section. The Committee reviews the Annual Governance Statement which forms part of the statutory annual accounts which are subject to external audit. The Committee review and recommend this statement to the Transport for the North Board for consideration and approval.

SECTION E ANTI FRAUD & CORRUPTION POLICY

64 Policy Statement

- 64.1 Transport for the North is committed to ensuring that people within its area can have complete confidence that the affairs of Transport for the North, its committees and joint committees are conducted in accordance with the highest standards of probity and accountability. Transport for the North is, consequently, committed to combating fraud and corruption wherever it may arise in relation to any of Transport for the North's activities or services and involving any Members of Transport for the North, its committees or joint committees, or officers of Transport for the North and its Constituent Authorities who provide services to Transport for the North, its committees or sub committees or members of the public or other third parties.
- 64.2 In this policy references to members of Transport for the North include references, where appropriate, to elected members, co-opted members and members of its committees and joint committees and, references to officers of Transport for the North include references where appropriate to officers of the Constituent Authorities who provide services to Transport for the North, its committees and joint committees.
- 64.3 Transport for the North expects Members and Officers to demonstrate the highest standards of honesty and integrity. This includes compliance with appropriate legislation, Member and Employee codes of conduct, Standing Orders, Financial Regulations, conditions of service, standards of appropriate professional bodies, and any other standards, guidelines or instructions which are relevant to the particular service or activity.
- 64.4 Transport for the North is committed to establishing and maintaining effective arrangements to prevent fraud and corruption. Transport for the North recognises, however, that fraud and/or corruption cannot always be prevented, and so effective arrangements have been established to detect and investigate all incidents or situations where fraud and/or corruption is suspected.
- 64.5 Transport for the North will not tolerate dishonesty on the part of any of the members or officers of Transport for the North or any persons or organisations involved in any way with Transport for the North. Where fraud or corruption is detected Transport for the North will rigorously pursue appropriate action against the persons concerned including legal and / or disciplinary action.
- 64.5 Transport for the North is committed to creating and maintaining an anti-fraud and corruption culture and this includes establishing arrangements which enable officers, or other persons, to express concerns and suspicions without fear or repercussions or intimidation and in the knowledge that the information will be treated confidentially and will be investigated fully and rigorously.
- 64.6 Transport for the North is committed to working constructively with the police and other relevant agencies in relation to combating fraud or corruption within Transport for the North or within the wider community.

64.7 Transport for the North will seek to ensure that its stance on anti-fraud and corruption is widely publicised. All Officers and Members of Transport for the North will be made aware of this policy statement.

64.8 This policy statement is supported by guidance notes that set out the procedures for applying the policy.

65 Anti-Fraud and Corruption Procedures Introduction

65.1 The Transport for the North is committed to the highest standards of probity and Accountability to safeguard public funds. It will not tolerate dishonesty on the part of Members, officers or others involved with Transport for the North. It expects that elected Members and officers at all levels will act in a manner that ensures adherence to statutory requirements and to the rules and procedures of Transport for the North.

65.2 The Anti-Fraud and Corruption Policy applies to all Members and officers of Transport for the North. It also applies as far as it can to any persons, companies or organisations in relation to their dealings with Transport for the North including partnership arrangements and developments involving 'arm's length' companies or organisations, contractors, consultants, suppliers and claimants.

65.3 Transport for the North's primary objective, through the Anti-Fraud and Corruption Policy, is to ensure that fraud and corruption does not occur within Transport for the North and if it does occur that it is detected and dealt with effectively.

65.4 These guidance notes are intended to advise all Members and officers of obligations and rights within this policy and to assist Chief Officers in dealing with any matters which arise in relation to the policy.

66 Definition of Fraud

66.1 The legal definition of fraud contained within the Fraud Act 2006 includes; fraud by false representation; fraud by failing to disclose information and fraud by abuse of position. Fraud is typically associated with financial loss however this policy relates to acts of dishonesty whether or not financial loss is incurred. For the purposes of this guidance note fraud may include:

- a) The intentional distorting of statements or other records by persons internal or external to Transport for the North which is carried out to conceal the misappropriation of assets, evasion of liabilities or otherwise for gain;
- b) Unauthorised use of Transport for the North property; or
- c) Theft of monies or other Transport for the North property by persons internal to Transport for the North.

66.2 The theft of Transport for the North property carried out by persons external to Transport for the North through for example break-ins, burglary and opportunist theft falls outside the scope of the Anti-Fraud and Corruption Policy. Thefts of this nature should continue to be reported by Chief Officers directly to Internal Audit and the police in the normal way.

66.3 Fraud is a deliberate act of commission or omission by an individual or group of

individuals. Fraud can occur in a number of ways including:

- a) Fraud perpetrated against Transport for the North by members of the public or other third parties;
- b) Fraud perpetrated against Transport for the North by Members or Officers of Transport for the North;
- c) Fraud perpetrated jointly by members of the public or other third parties in collusion with Officers or Members of Transport for the North.

66.4 Areas which may be most at risk in respect of fraud include, but are not exclusively related to, the following:

- a) Payroll – falsification of records (time sheets, overtime claims); creation of fictitious employees;
- b) Creditor payments – payments for work not completed or not in accordance with the specification, or for goods not supplied or not in accordance with the original order;
- c) Expenses claims – over claiming of expenses;
- d) False, fictitious or contrived claims. The unauthorised setting up or amendment of claims by officers (including payments to self, family, friends etc.). Officers aiding or abetting third parties in the completion or submission of false claims;
- e) Bank accounts and imprest accounts – use of accounts for unauthorised purposes;
- f) Equipment and vehicles – unauthorised personal use.

67 Corruption

67.1 Corruption is defined as the offering, giving soliciting or acceptance of an inducement or reward that may influence the action of any person.

67.2 The main law relating to corruption in public bodies is the Bribery Act 2010 supplemented by the Local Government Act 1972. The law specifies that it is sufficient to prove that the money or consideration has been given or received and will presume that the money or consideration has been given or received corruptly unless the contrary is proved. This represents a reversal of the usual presumption of guilt and innocence.

67.3 Corruption occurs if a person offers gifts or consideration as an inducement or acts in collusion with others that is with two or more persons acting together. This could involve Members or officers of the Authority, members of the public or other third parties.

67.4 Areas which may be most at risk in respect of corruption include, but are not exclusively related to, the following:

- a) Tendering and award of contracts;
- b) Settlement of contractors claims for loss and expense, compensation, additional payments, or work not done or substandard;
- c) Disposal of assets.

68 Anti-Fraud Culture and Key Principles

68.1 Transport for the North aims to ensure that Members and officers exercise proper stewardship of public money and that effective controls and procedures are

embedded into all working practices which will prevent and detect fraud and corruption. Members and officers should be aware of their roles in preventing and detecting fraud and managers should ensure they lead by example in compliance with rules and regulations.

- 68.2 Legislation regulates local authorities and, amongst other things, sets out the framework that ensures that local authorities adopt effective control and governance arrangements. Within this framework, Transport for the North has adopted a Constitution containing instructions, regulations and procedures which are designed to ensure high standards of probity in the conduct of the affairs of Transport for the North of which this policy forms a part.
- 68.3 The primary defence against fraud and corruption is the establishment of sound practices, procedures, and systems, incorporating effective controls, which are subject to effective monitoring, supervisory and managerial arrangements. It is the duty of every manager and supervisor to operate the systems and controls in their area of responsibility, necessary to prevent and detect fraud and corruption. Failure to do so, especially where such failure results in fraud, corruption, or theft, may result in disciplinary action.
- 68.4 These control arrangements need to apply within an overall culture, within Transport for the North, which positively promotes the highest standards of probity and which makes it absolutely clear that Transport for the North will not tolerate dishonesty on the part of any of the officers or Members of Transport for the North or any persons or organisations involved in any way with Transport for the North.
- 68.5 Compliance with all the rules and statutes referred to above involves the implementation and maintenance of effective management arrangements, systems, controls, procedures, working practices, standards of good practice and monitoring arrangements. This combination of measures, allied to a culture that promotes the highest standards of probity, represents Transport for the North's primary defence against fraud and corruption.
- 68.6 Where Transport for the North Members or Officers are involved, or where any person acts on or as an agent of Transport for the North, or where initiatives or schemes involve funding through Transport for the North, the principles outlined in the Anti- Fraud and Corruption Policy must be applied.

69 Roles and Responsibilities of Members

- 69.1 All Members have a duty to act to prevent fraud and corruption. Every Member has a role to play in maintaining the standards of probity and integrity that the public is entitled to expect. This includes compliance with relevant rules and procedures, the Code of Conduct for Members, which elected Members have adopted in their Constituent Authorities, and the Code of Conduct for Board Members of Public Bodies, which co-opted members are expected to adhere, to address standards and expectations.

70 Audit and Governance Committee

- 70.1 The Audit and Governance Committee will regularly review the Anti-Fraud and

Corruption Policy and will ensure that any matters arising from the implementation of the policy are properly investigated. Internal Audit will report to the Audit Committee on significant matters arising from investigations of fraud and corruption.

71 The Finance Director

- 71.1 The Finance Director is responsible for ensuring that suspected financial irregularity is reported and investigated. The Finance Director is responsible for deciding what investigation action is to be taken and ensuring it is completed.

72 Monitoring Officer

- 72.1 Any concerns related to Member compliance with the Code of Conduct would be referred back to the Member's appointing Authority for consideration/investigation. Transport for the North will co-operate fully with any such investigation and will provide all necessary information/evidence.

73 Internal Audit

- 73.1 Internal Audit acts on behalf of the Finance Director in relation to the investigation of reports of financial or other irregularity and can offer advice and support to managers during this process.
- 73.2 The Internal Audit also provide advice on appropriate controls to help prevent and detect fraud and corruption and will work with Chief Officers to provide assurance that controls are working as intended and to improve internal control where necessary.

74 Management

- 74.1 Chief Officers have a specific responsibility to publicise the anti-fraud and corruption policy to all officers and to ensure that they are aware of their responsibilities as outlined in this policy and of sanctions that can be levied.
- 74.2 Managers are responsible for actively dealing with suspected cases of fraud in a reasonable timeframe.
- 74.3 Responsibility for maintaining effective systems, procedures, and controls to prevent fraud and corruption rests with the Chief Officer and their managers responsible for relevant systems or particular areas of service.

75 Officers

- 75.1 All officers have an obligation to be vigilant to the risk of fraud and corruption. They are expected and positively encouraged to raise concerns relating to potential fraud and corruption when they become aware of it. Employees should report matters of concern as soon as possible. Reports raised in good faith will be treated in a confidential manner and investigated.
- 75.2 The Employees Code of Conduct addresses Transport for the North's standards and

expectations of personal conduct. Breaches of conduct will be addressed through disciplinary procedures.

76 Reporting Irregularities - Members

76.1 Where Members wish to report alleged irregularities, the normal reporting route should be through the Chief Executive or the Finance Director.

76.2 The Chief Executive and Monitoring Officer must be informed where alleged irregularities involve Members. If allegations involve a breach of the Code of Conduct this will be referred to the Member's appointing Authority.

77 Reporting Irregularities - Officers

77.1 As indications of suspected irregularities could arise in many different ways it is possible that any of Transport for the North's officers could be the first to become alerted to a potential situation involving fraud or corruption.

77.2 Any officer, becoming aware of a potential financial irregularity must, under normal circumstances, report the situation to his/her line manager as soon as possible. The manager in turn should also report through the management structure and to Internal Audit as soon as possible.

77.3 At the appropriate management level, which is normally the Director, the situation must be reported to the Finance Director who will decide on a course of action.

77.4 Internal Audit will advise on and instigate such action as considered necessary for investigating the alleged irregularity. This will take into account whether the alleged financial irregularity warrants investigation by Internal Audit, whether the Police should be referred to immediately or whether Transport for the North should conduct its own investigation.

77.5 Where an allegation or suspicion of fraud concerns an officer of Transport for the North and is considered sufficiently serious to be investigated, then an Investigating Officer will be appointed. As appropriate and agreed Internal Audit will investigate fraud involving accounting and other records, evaluate systems and internal control and collate evidence providing an opinion on allegations made. This will be reported to the Investigating Officer who will have overall responsibility in taking the investigation forward for disciplinary purposes and reported to the Finance Director where system weaknesses and control issues are involved.

78 Reporting Directly to Internal Audit or the Statutory Officers of Transport for the North

78.1 If an officer feels it would not be appropriate to report alleged or suspected irregularities through the normal line management structure, then the officer may report their concerns under Transport for the North's Whistleblowing Policy which is set out in the next part of this Constitution.

79 Monitoring

- 79.1 The Finance Director is responsible for monitoring the effectiveness of the procedures for investigation of irregularities outlined in the guidance note and for amending the procedures as necessary. Internal Audit will review the effectiveness of the internal control environment and reports will be made to the Audit and Governance Committee where appropriate on the number, type and outcome of investigation matters as appropriate.

SECTION F WHISTLEBLOWING POLICY

80 Whistleblowing Policy Statement

- 80.1 Transport for the North is committed to the highest possible standards of openness, probity and accountability and will not tolerate wrongdoing in its business.
- 80.2 Transport for the North is therefore committed to encouraging employees and other workers who have legitimate concerns about any of the organisation's activities to voice those concerns.
Transport for the North will protect individuals who make a protected qualifying disclosure with regard to instances of wrongdoing from any form of detriment in their employment and will investigate all concerns raised in the public interest.

81 Aims of This Policy

- 81.1 The aims of this Policy are to:
- a) Provide a means for you to raise a concern about suspected wrongdoing;
 - b) Set out the safeguards that you can expect when raising concerns under this;
 - c) Reassure you that reprisals or victimisation for whistleblowing in the public interest will not be tolerated;
 - d) Demonstrate Transport for the North's zero tolerance commitment to tackling fraud and corruption; and
 - e) Demonstrate the organisation's commitment to treat all disclosures consistently and fairly.

This Policy It is available for use by all officers, agency and contract workers of Transport for the North.

82 What is Whistleblowing?

- 82.1 Whistleblowing is the term used when a worker passes on information about wrongdoing in the workplace. The Employment Rights Act 1996 as amended by the Public Interest Disclosure Act 1998 provides legal protection from detriment in their employment for employees who whistleblow. To be protected by current law the disclosure must be a "qualifying disclosure" and must comply with statutory conditions.

83 Definition of Qualifying disclosures

- 83.1 A qualifying disclosure is raising a concern that:
- A criminal offence has been committed, is being committed or is likely to be committed;
 - A person has failed, is failing or is likely to fail to comply with a legal obligation to which that person is subject;
 - A miscarriage of justice has occurred, is occurring or is likely to occur;

The health and safety of any individual has been, is being or is likely to be endangered;
The environment has been, is being or is likely to be damaged;
Information tending to show any of the above is being or is likely to be concealed.

83.2 Conditions for Legal Protection

83.3 In order to be protected:

- a disclosure must be in the public interest;
- the worker must have a reasonable belief that the information shows that one of the categories of wrongdoing listed in the legislation has occurred; and
- the concern must be raised in the correct way.

83.4 Restrictions on the use of the Policy

83.5 This Whistleblowing Policy is intended to cover concerns that fall outside the scope of other procedures and which involve an issue in the public interest. It is not to be used where other more appropriate procedures are available. In particular concerns in relation to how you are being treated at work (e.g. bullying, harassment or discrimination) should be raised under the Dignity at Work Procedure and not under the Whistleblowing Policy.

83.6 Concerns about the actions of elected Members and Co-opted Members of Transport for the North's Boards and Committees should be raised under the Code of Conduct for Members and referred to the Monitoring Officer.

84 Whistleblowing Procedure

84.1 Employees are often the first to realise that there may be something seriously wrong within an organisation. Normally you would be expected to raise any concerns initially with your line manager.

84.2 This Whistleblowing policy encourages and enables employees and others with serious concerns about any aspect of Transport for the North's business to come forward and voice those concerns.

84.3 The Act directs you towards raising your concerns internally in the first place and, where there is a Whistleblowing Procedure in place, to use it. However, the Act will protect workers where they make external disclosures in a range of circumstances such as when obtaining legal advice or when making disclosures to prescribed persons such as regulators (see list of prescribed persons set out in paragraph 90.0 below under the heading List of Prescribed Persons for External Whistleblowing.)

85 Statutory Protection

85.1 The law protects employees who raise concerns in the public interest from being discriminated against or victimized in their workplace. However, if you choose to

disclose information in a way which is not covered by the Act, then you will lose its protection.

86 Raising a Concern

86.1 You should raise any concerns promptly and report your concerns to your line manager in the first instance. However, you may raise a concern outside the normal management reporting line if your concern is about the actions of your line manager or you do not believe the line manager will take your concerns seriously. You may raise your concerns with a senior manager or with one of the Transport for the North post holders listed below in paragraph 86.3 under the heading List of Post Holders for Internal Whistleblowing.

86.2 When reporting your concern it is recommended that if possible, you use the Reporting Form attached at Appendix B.

86.3 List of Post Holders for Internal Whistleblowing

- a) Your Line Manager;
- b) Your Director;
- c) Finance Director – Paul Kelly;
- d) Chief Executive – Martin Tugwell;
- e) Head of Legal/ Monitoring Officer – Julie Openshaw;
- f) Head of HR – Stephen Hipwell.

86.4 This Whistleblowing Policy encourages and enables staff and others with serious concerns about any aspect of Transport for the North's work or those with whom it is engaged, to come forward and voice their concerns.

86.5 Do not:

- a) Do nothing;
- b) Be afraid of raising your concerns;
- c) Approach or accuse any individuals directly;
- d) Try to investigate the matter yourself; or
- e) Convey your suspicions to anyone other than those listed in the List of Post Holders for Internal Whistleblowing or the List of Prescribed Persons for External Whistleblowing.

(See Appendix A for more detailed advice).

87 Dealing with a Concern

87.1 Transport for the North is committed to treating all concerns consistently and fairly.
Where a concern is referred to a Line Manager, the Line Manager should consider the facts reported, together with any supporting documentation, and unless he or she has information which shows that the concerns are not valid should refer the matter immediately to the Finance Director for further enquiry.

87.2 If the concern is about either the Finance Director or the Chief Executive, the Monitoring Officer shall be informed, and he/she will advise on how the

investigation will proceed. Normally an external investigator will be appointed to investigate such allegations.

- 87.3 All concerns raised under this Whistleblowing Policy must be recorded in the central register and where they are not investigated further, the reasons why a concern has not been investigated should be recorded.

88 Procedure for Dealing with a Concern

- 88.1 The Finance Director will receive reports from employees or managers and will normally appoint a Designated Officer (DO) to conduct enquiries to establish the facts and the substance of any allegations/suspensions.

- 88.2 The DO will interview you to ascertain the basic facts and will:

- a) Ask you if you wish your identity to be kept confidential;
- b) Give assurances against possible reprisals and victimisation;
- c) Ask you for a written or verbal statement; and
- d) Write a brief summary of the interview, which you will be asked to agree.

- 88.3 Where any meetings are arranged during the course of the investigation of your concerns you may, if you wish, be accompanied by a trade union representative or a work colleague.

- 88.4 The DO will report back to the Finance Director normally within 10 working days . If initial enquiries establish that there is a prima facie case for investigation the Finance Officer will request the DO to proceed with a further investigation. Exceptionally a concern may be referred to Transport for the North's Internal Auditors for investigation.

- 88.5 The DO will inform you of the course of action which has been agreed by the Finance Director i.e. whether to carry out an investigation or to take the matter no further in which case they will provide you with the reasons for that decision.

- 88.6 In some cases it may be necessary to conduct the investigation under terms of strict confidentiality, i.e. by not informing the subject of the referral until it becomes necessary to do so. This course of action is normally appropriate in cases of suspected fraud or corruption or other serious criminal offences. In certain circumstances, it may be necessary to suspend the individual(s) from work pending completion of the investigation.

- 88.7 You may be contacted again during the course of the investigation and may be asked to provide further information

- 88.8 The DO shall report back to the Finance Director on the investigation normally within 10 working days. The Finance Director shall decide the outcome of the investigation and any further necessary action and shall inform the Chief Executive.

- 88.9 A central record of all whistleblowing referrals will be kept, and a regular review of all whistleblowing referrals will be undertaken to ensure that all concerns are being dealt with on a consistent basis.

89 Following the Investigation

- 89.1 If the investigation shows that there is a case to be answered by any employee, the matter will be considered under Transport for the North's Disciplinary Procedure. In cases where there is evidence of a criminal offence, the Police will be informed.
- 89.2 Transport for the North acknowledges the need to provide you with assurance that your concern has been properly addressed and, subject to any legal constraints, no later than one month following the completion of the investigation, you will be advised of the outcome of the investigation (this will not include details of any disciplinary action, which will remain confidential to the individual concerned).
- 89.3 If you are not satisfied with the outcome of the investigation, Transport for the North recognises the lawful rights of its employees and ex-employees to make disclosures to the prescribed persons listed in paragraph 90.9 in the List of Prescribed Persons for External Whistleblowing. If this course of action is taken, you should inform the DO who will inform the Finance Director.
- 89.4 The Finance Director has overall responsibility for this policy and will undertake an annual review of referrals under the policy and will prepare an annual report on the working of the policy to the Audit and Governance Committee. Where appropriate, outcomes of matters arising from Whistleblowing cases will be publicised throughout Transport for the North as part of the ongoing promotion of the Anti-Fraud and Corruption Policy, although the confidentiality of any whistleblowers and of any disciplinary processes will be maintained.

90 Safeguards

90.1 Confidentiality

- 90.2 Where requested to do so, Transport for the North will make every effort to maintain the confidentiality of the source of all whistleblowing referrals and will endeavour not to disclose your identity unless required by law to do so.

90.3 Protection from Reprisal

- 90.4 Transport for the North recognizes that the decision to report a concern can be a difficult one to make, not least because of fear of reprisal from those accused of wrongdoing. The organisation will not tolerate harassment or victimisation and will take action to protect you if you raise a concern which you reasonably believe to be true. This action may include disciplinary action against those that subject you to detriment as a result of a whistleblowing referral.
- 90.5 If at any time either during or after the investigation, you feel that you have suffered victimisation or any detriment as a result of your whistleblowing referral including breach of your confidentiality as a whistle bower, you should contact the D O who will refer the matter to the Head of HR. Where action is required this will be led by the Head of HR under the Disciplinary Policy.

90.6 If, when you raise a concern, you are already the subject of a procedure such as disciplinary, improving performance, grievance or improving attendance these will not be halted as a result of your whistleblowing referral.

90.7 **Anonymous Allegations**

90.8 Allegations can be made anonymously. However, anonymous reports can be more difficult or even impossible to investigate if further information cannot be obtained from the whistleblower particularly where evidence is missing or scant. This policy encourages you to provide your name and contact details together with as much detail as you are able to supply when making your allegation.

90.9 **Untrue Allegations**

90.10 If you make an allegation which is malicious and/or false and/or one which you could not reasonably have believed to be true, then this may be considered an abuse of the Whistleblowing Policy and disciplinary action may be taken against you.

90.11 **Independent Advice**

90.12 If you are unsure whether to raise your concerns under this policy, or if you wish to obtain independent advice at any time you may contact:
Your Trade Union Representative
Your Solicitor; or
The independent charity Protect (formerly Public Concern at Work)
Protect Advice Line – whistle@protect-advice.org.uk Telephone no 020 3117 2520 (option 1)

91 **External Contacts**

91.1 The aim of this policy is to provide an internal mechanism for reporting wrongdoing in the workplace. In most cases you should not find it necessary to alert anyone externally.

91.2 The law recognises that in certain circumstances it may be necessary to report your concern to certain prescribed people and bodies. It is strongly recommended that you seek advice before you report your concerns to any one external to Transport for the North. If you tell a prescribed person or body, it must be one which you reasonably believe deals with the issue you are raising. A list of the prescribed people or bodies is set out in paragraph 90.9 in the List of Prescribed Persons for External Whistleblowing.

92 **Raising a Concern Externally**

92.1 In order to retain legal protection if you raise your concern externally the concern must be a qualifying disclosure which meets the criteria for protection set out above in paragraph 82.3 under the heading Definition of Qualifying Disclosures.

92.2 You will only have legal protection if you raise your concern with a third party other than a prescribed body if you make the disclosure:

- in the reasonable belief that it is in the public interest and that the information and allegations are substantially true, and
- do not make the disclosure for personal gain, and
- have already raised the matter with TfN or a prescribed regulator, unless you reasonably believe that you will suffer a detriment, or there is no prescribed regulator and you reasonably believe that evidence will be concealed or destroyed if you make the initial disclosure to Transport for the North, and
- in all of the circumstances it is reasonable to make the disclosure.

93 Concerns of an exceptionally Serious Nature

93.1 You may raise your concern externally with legal protection without having first raised it internally if your concern is of an exceptionally serious nature and you make the disclosure:

- in the reasonable belief that it is in the public interest and, that the information and allegations are substantially true, and
- do not make the disclosure for personal gain, and
- in all of the circumstances it is reasonable to make the disclosure.

93.2 When considering whether it was reasonable for you to make the disclosure, regard will be had particularly to the identity of the person to whom the disclosure was made.

94 List of Prescribed Persons for External Whistleblowing

- 94.1
- Your own Solicitor; (to enable you to receive legal advice);
 - Your MP;
 - A Prescribed Person or Body.

A full list of all prescribed persons and bodies is on the Government Website. (www.gov.uk)

94.2 If you refer your concern to a prescribed person or body, you must make sure that you have chosen the correct person or body for your concern.

94.3 The following are a few of the most relevant to Transport for the North's business:

- The Comptroller and Auditor General (about proper conduct of public business, value for money, fraud and corruption)
- The Information Commissioner (about compliance with Data Protection and Freedom of Information legislation)
- The Environment Agency (about an actual or potential effect on the environment)
- Equality and Human Rights Commission (about breaches or Equalities and Human Rights legislation)
- The Health and Safety Executive (about the health and safety of individuals at work or of the public)
- The Office of Rail and Road (about the provision of railway services)
- Your Local Authority (about health and safety at work)

- The Director of the Serious Fraud Office (in relation to the offering or taking of bribes)
- National Crime Agency (in relation to the offering or taking of bribes)
- The Secretary of State for Transport (about road or rail transport security).

Appendix A

How to Raise a Concern (Dos and Don'ts)

DO NOT Ignore the concern – it is important that you feel comfortable raising legitimate concerns in the public interest as this provides Transport for the North the opportunity to address the associated issues as soon as possible

DO Report your suspicions in line with this policy to your line management, the relevant programme management, Senior Management, or the Finance Director. The decision on who to report your suspicions to will depend on the seriousness and sensitivity of the issues concerned and who is thought to be concerned in the wrongdoing. For example, if departmental management are involved then Transport for the North's Monitoring Officer can give advice and guidance on how the matter can be pursued.

Do make an immediate note of your concerns and deal with the matter promptly. The earlier you express your concern the easier it is to take action. Over time these details can be forgotten or remembered incorrectly which can make a concern more difficult to investigate and so it would help us if you make a note of your concerns at the time and let us know about them as soon as possible.

You will need to demonstrate that there are sufficient grounds for your concern. It would be useful to provide relevant information including where possible, but not limited to:

- The background and history to the case;
- The reason why you are particularly concerned;
- Any specific details available including names, dates, times and places;
- Details of any particular conversations that support the concerns;
- Details of any personal interest you may have in the matter; and
- How you think matters may be put right, if possible.

DO NOT be afraid of raising your concerns and if a manager **DO** be responsive to staff concerns

We want to encourage people to voice any reasonably held suspicions to help us to develop a culture of openness, honesty, and accountability. All concerns should be treated sensitively and seriously and be subject to the necessary investigation and follow up communication where possible. If you are a manager receiving a concern you also need to make sure you send details of all referrals to the Finance Director for monitoring and action.

DO NOT approach or accuse any individuals directly or tell anyone about your suspicions except those with the proper authority.

If a concern is discussed with someone directly involved, then it creates an opportunity for evidence to be tampered with or removed.

Concerns should not be discussed with others who are not involved in a properly structured investigation. Doing so may leave you open to allegations of making defamatory comments should your concerns be unfounded as these could damage the reputation of individuals and Transport for the North even if there is no evidence of any wrongdoing.

DO NOT try to investigate the matter yourself.

There are special rules surrounding the gathering of evidence. Any attempt to gather evidence by people who are unfamiliar with these rules may adversely affect the outcome of the investigation as evidence has to be gathered in accordance with statutory requirements. This is of particular importance with regard to surveillance. If you are at all unsure about the gathering of evidence, you should contact the Transport for the North legal team for advice.

All referrals will be treated in the strictest confidence.

APPENDIX B

RAISING A CONCERN AT WORK

REPORTING FORM

| | | |
|--|--------------|--|
| Name | | |
| Contact Details | e-mail | |
| | Phone number | |
| Please Note – you do not need to give your name or contact details but if you do not do so it may not be possible to investigate your concerns without further information | | |
| Short Description of your concern | | |
| Names of any individuals involved | | |
| Dates of any events | | |
| Place of any events | | |
| Details of any Documentary Evidence | | |
| Names of any other witnesses | | |
| Date of Complaint | | |

APPENDICES

TRANSPORT FOR THE NORTH CONSTITUTION:

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Appendix 1

THE REGULATIONS

STATUTORY INSTRUMENTS

2018 No. 103

TRANSPORT, ENGLAND

LOCAL GOVERNMENT, ENGLAND

**The Sub-national Transport Body (Transport for the North)
Regulations 2018**

Made - - - - 22nd January 2018

Coming into force - - 1st April 2018

These Regulations are made in exercise of the powers conferred by sections 102E, 102G, 102H, 102J, 102K, 102L and 102S of the Local Transport Act 2008(a).

The Secretary of State, having regard to a proposal made under section 102F(3)(a) of the Local Transport Act 2008, considers that the making of these Regulations will facilitate the development and implementation of transport strategies in the area to which these Regulations relate, and that the objective of economic growth in the area would be furthered by the development and implementation of such strategies.

The Secretary of State is satisfied that the area to which these Regulations relate meets the condition set out in section 102E(4) of the Local Transport Act 2008.

The constituent authorities for the area to which these Regulations relate, after consulting in accordance with section 102F(5) of the Local Transport Act 2008, have made a proposal for there to be a sub-national transport body for that area and have consented to the making of these Regulations in accordance with section 102F(3)(b) of that Act.

Consent has been obtained to the provisions made in these Regulations under section 102J of the Local Transport Act 2008 from those local authorities from which it is required under section 102J(6)(a) of that Act.

A draft of these Regulations has been approved by a resolution of each House of Parliament pursuant to section 102T of the Local Transport Act 2008.

Accordingly, the Secretary of State makes the following Regulations:

(a) 2008 c. 26; these sections were inserted by the Cities and Local Government Devolution Act 2016 (c.1), section 21.

Citation and commencement

- 1.(1) These Regulations may be cited as the Sub-national Transport Body (Transport for the North) Regulations 2018.
- (2) These Regulations come into force on 1st April 2018.

Interpretation

- 2.(1) In these Regulations, “constituent authorities” means the following authorities:

- Blackburn with Darwen Borough Council;
- Blackpool Borough Council;
- Cheshire East Council;
- Cheshire West and Chester Council;
- The Council of the City of York;
- Cumbria County Council;
- The Durham, Gateshead, South Tyneside and Sunderland Combined Authority (North East Combined Authority);
- Newcastle upon Tyne, North Tyneside, Northumberland Combined Authority (North of Tyne Combined Authority);
- The East Riding of Yorkshire Council;
- Greater Manchester Combined Authority;
- Kingston upon Hull City Council;
- Lancashire County Council;
- Liverpool City Region Combined Authority;
- North East Lincolnshire Council;
- North Lincolnshire Borough Council;
- North Yorkshire County Council;
- Sheffield City Region Combined Authority;
- Tees Valley Combined Authority;
- Warrington Borough Council;
- West Yorkshire Combined Authority;

“TfN” has the meaning given by regulation 3.

- (2) References in these Regulations to the area of TfN are to the area for which TfN is established (see regulation 3(1)).

Establishment of Transport for the North

3.(1) A sub-national transport body is established for the area consisting of the areas of the constituent authorities.

- (2) The body is to be known as Transport for the North (“TfN”).
- (3) TfN is to be a body corporate.
- (4) TfN has the functions conferred or imposed upon it, or delegated to it, by these Regulations or by or under any other enactment (whenever passed or made).

Constitution

4. The Schedule makes provision about TfN's constitution.

General Functions

5. TfN has the following general functions:

- (a) to prepare a transport strategy for its area;
- (b) to provide advice to the Secretary of State about the exercise of transport functions in relation to its area (whether exercisable by the Secretary of State or others);
- (c) to co-ordinate the carrying out of transport functions in relation to its area that are exercisable by different constituent authorities, with a view to improving the effectiveness and efficiency in the carrying out of those functions;
- (d) if TfN considers that a transport function in relation to its area would more effectively and efficiently be carried out by TfN, to make proposals to the Secretary of State for the transfer of that function to TfN;
- (e) to make other proposals to the Secretary of State about the role and functions of TfN.

Capital grants

6.(1) The function of the constituent authorities as local authorities specified in section 56(2) of the Transport Act 1968(a) (power to make capital grants) is exercisable by TfN in relation to its area.

(2) This function is exercisable concurrently with the constituent authorities.

Ticketing schemes

7.(1) The functions of the constituent authorities as local transport authorities specified in the following provisions of the Transport Act 2000(b) are exercisable by TfN in relation to its area

- (a) section 134C(1)(c) (power to make advanced ticketing schemes), and
- (b) section 135(1)(d) (power to make other kinds of ticketing schemes).

(2) These functions are exercisable concurrently with the constituent authorities.

(3) For the purposes of this regulation, the following provisions apply to TfN as they apply to a local transport authority—

- (a) section 134C(9) to (11) (duties applicable when carrying out functions in relation to an advanced ticketing scheme);
- (b) sections 134D to 134G(e) (other provisions applicable in connection with advanced ticketing schemes);
- (c) section 135(7) and (8) (duties applicable when carrying out functions in relation to other kinds of ticketing schemes);
- (d) sections 136(f) and 137(g) (other provisions applicable in connection with such ticketing schemes).

(a) 1968 c. 73; section 56 was amended by the Local Transport Act 2008 (c.26), Schedule 4, paragraph 12, and the Local Democracy, Economic Development and Construction Act 2009 (c.20), Schedule 6, paragraph 6.

- (b) 2000 c. 38.
- (c) Section 134C was inserted by the Bus Services Act 2017 (c.21), section 7.
- (d) Section 135 was amended by the Local Transport Act 2008 (c.26), Schedule 1, paragraph 3(2).
- (e) Sections 134D to 134G were inserted by the Bus Services Act 2017 (c.21), section 7.
- (f) Section 136 was amended by the Local Transport Act 2008 (Traffic Commissioners) (Consequential Amendments) Order 2013 (S.I. 2013/1644), Schedule 3.
- (g) Section 137 was amended by the Railways Act 2005 (c.14), Schedule 12, paragraph 17(2) and the Local Transport Act 2008 (Traffic Commissioners) (Consequential Amendments) Order 2013 (S.I. 2013/1644), Schedule 3.

Franchise agreements

8.(1) Section 13 of the Railways Act 2005(**a**) (functions relating to franchising) has effect as if—

- (a) references to a Passenger Transport Executive included references to TfN, and
- (b) references to the area of a Passenger Transport Executive (or the integrated transport area) included references to TfN's area.

(2) The functions of a Passenger Transport Executive specified in that section are exercisable by TfN in relation to its area concurrently with the constituent authorities by which the functions are exercisable in relation to their areas.

Highways

9.(1) TfN has in relation to its area the functions set out in the Highways Act 1980(**b**) that are mentioned in regulations 10 and 11.

- (2) The functions mentioned in regulation 10 are exercisable by TfN in relation to its area jointly with the Secretary of State.
- (3) The functions mentioned in regulation 11 are exercisable by TfN in relation to its area:
 - (a) concurrently with the local authorities by which the functions are exercisable in relation to areas within TfN's area (whether as highway authorities or in other capacities), and
 - (b) subject to regulation 14 (in the case of the function mentioned in regulation 11(b)) and regulation 15 (in the case of any other functions mentioned in regulation 11).

10. The functions exercisable jointly with the Secretary of State are—

- (a) the function in section 6(5)(c) (power to enter agreement with local authority for works relating to trunk road),
- (b) the functions in sections 105A to 105C(**d**) (functions relating to environmental impact assessments),
- (c) the functions in section 239(1)(e) and (2)(f) (powers to acquire land in connection with highways), in relation to trunk roads,
- (d) the functions in section 239(3), (4) and (5) (powers to acquire land for improvement of a highway), insofar as those functions are exercisable by the Secretary of State,
- (e) the functions in section 240(1), (2)(a) and (6) (acquisition of land in connection with highways: further general powers), insofar as those functions are exercisable by the Secretary of State,

(**a**) 2005 c. 14; section 13 was amended by the Local Transport Act 2008 (c.26), Schedule 4, paragraph 66(2) and the Deregulation Act 2015 (c.20), Schedule 8, paragraph 7. (**b**) 1980 c. 66.

(c) Section 6(5) was amended by the Local Government Act 1985 (c.51), Schedule 4, paragraph 4(c) and the Infrastructure Act 2015 (c.7), Schedule 1, paragraphs 7(8)(a) and 7(8)(b).

(d) Section 105A was inserted by the Highways (Assessment of Environmental Effects) Regulations 1988 (S.I. 1988/1241), regulation 2 and amended by the Highways (Assessment of Environmental Effects) Regulations 1999 (S.I. 1999/369), regulation

2, the Countryside and Rights of Way Act 2000 (c.37), Schedule 10, paragraph 5, Schedule 15, paragraph 5 and Schedule 16, Part 3, the Highways (Environmental Impact Assessment) Regulations 2007 (S.I. 2007/1062), regulation 2, the Conservation of Habitats and Species Regulations 2010 (S.I. 2010/490), Schedule 6, paragraph 3 and the Infrastructure Act 2015 (c.7), Schedule 1, paragraph 30. Section 105B was inserted by the Highways (Assessment of Environmental Effects) Regulations 1999 (S.I. 1999/369), regulation 2 and amended by the Highways (Environmental Impact Assessment) Regulations 2007 (S.I. 2007/1062), regulation 3, the Natural Resources Body for Wales (Functions) Order 2013 (S.I.

2013/755), article 4(1) and Schedule 2, paragraph 161 and the Infrastructure Act 2015 (c.7), Schedule 1, paragraph 31. Section 105C was inserted by the Highways (Assessment of Environmental Effects) Regulations 1999 (S.I. 1999/369), regulation 2 and amended by the Highways (Environmental Impact Assessment) Regulations 2007/1062, regulation 4 and the Infrastructure Act 2015 (c.7), Schedule 1, paragraph 32.

(e) Section 239(1) was amended by the Infrastructure Act 2015 (c.7), Schedule 1, paragraph 45(2).

(f) Section 239(2) was amended by the Infrastructure Act 2015 (c.7), Schedule 1, paragraphs 45(3)(a) and 45(3)(b).

(f) the functions in section 246(1), (2)(a), (2A)(b) and (5) (powers to acquire land to mitigate effects of constructing or improving highway), insofar as those functions are exercisable by the Secretary of State, and

(g) the functions in section 250(1) and (2) (powers relating to acquisition of rights over land), insofar as those functions are exercisable by the Secretary of State.

11. The functions exercisable by TfN in relation to its area concurrently with local authorities in relation to their areas are:

(a) the function in section 8(1)(c) (power to enter agreement with local highway authorities etc for doing certain works),

(b) the function in section 24(2)(d) (power of local highway authority to construct new highways),

(c) the function in section 25(1)(e) (power to enter into agreement for creation of footpath etc),

(d) the function in section 26(1)(f) (compulsory powers for creation of footpaths etc),

(e) the function in section 239(1), in relation to a highway which is to be a highway maintainable at the public expense, other than a trunk road,

(f) the functions in section 239(3), (4) and (5), insofar as those functions are exercisable by local authorities in relation to areas within TfN's area,

(g) the functions in section 240(1), (2)(a) and (6), insofar as those functions are exercisable by local authorities in relation to areas within TfN's area,

(h) the functions in section 246(1), (2), (2A) and (5), insofar as those functions are exercisable by local authorities in relation to areas within TfN's area, and

(i) the functions in section 250(1) and (2), insofar as those functions are exercisable by local authorities in relation to areas within TfN's area.

12. For the purposes of regulations 10 and 11, the following references in the Highways Act 1980 have effect as if they included references to TfN

(a) the references to the Minister in:

(i) section 6(2)(g), (6)(h), and (8)(i),

(ii) section 10(2)(a)(i)(j),

(b) the references to an "other" highway authority in section 8(3),

(c) the references to a local authority in

(a) Section 246(2) was amended by the Planning and Compensation Act 1991 (c.34), Schedule 15, paragraph 26.

(b) Section 246(2A) was inserted by the Planning and Compensation Act 1991 (c.34), section 62(2).

- (c) Section 8(1) was amended by the Infrastructure Act 2015 (c.7), Schedule 1, paragraphs 8(2)(a) and 8(2)(b).
- (d) Section 24(2) was amended by the Local Government Act 1985 (c.51), section 102 and Schedule 17 and the Infrastructure Act 2015 (c.7), Schedule 1, paragraphs 17(4)(a) and 17(4)(b).
- (e) Section 25(1) was amended by the Restricted Byways (Application and Consequential Amendment of Provisions) Regulations 2006 (S.I. 2006/1177), regulation 2 and Schedule 1, Part 1.
- (f) Section 26(1) was amended by the Restricted Byways (Application and Consequential Amendment of Provisions) Regulations 2006 (S.I. 2006/1177), regulation 2 and Schedule 1, Part 1 and the Infrastructure Act 2015 (c.7), Schedule 1, paragraphs 2(2)(a) to 2(2)(c).
- (g) Section 6(2) was amended by the Infrastructure Act 2015 (c.7), Schedule 1, paragraphs 7(5)(a) and 7(5)(b).
- (h) Section 6(6) was amended by the Local Government Act 1985 (c.51), Schedule 4, paragraph 4(d) and Schedule 17, the Local Government (Wales) Act (c.19), Schedule 7, paragraphs 2(3)(a) to 2(3)(c) and the Infrastructure Act 2015 (c.7), Schedule 1, paragraph 7(9).
- (i) Section 6(8) was amended by the Contracting Out (Highway Functions) Order 1995 (S.I. 1995/1986), article 3 and the Infrastructure Act 2015 (c.7), Schedule 1, paragraphs 7(10)(a) and 7(10)(b).
- (j) Section 10(2)(a)(i) was amended by the New Roads and Street Works Act 1991 (c.22), section 22(2)(a) and the Infrastructure Act 2015 (c.7), Schedule 1, paragraph 10(2).

- (i) section 25(3), (5)(a) and (6)(b),
- (ii) section 26(2)(c), (3)(d) and (3A)(e),
- (iii) section 27(1)(f) and (3),
- (d) the reference to “Councils” in section 29(g),
- (e) the reference to the Secretary of State in section 105D(1)(h),
- (f) the reference to a “local highway authority” in section 247(1)(i), (g) the references to a highway authority in—
 - (i) section 247(6),
 - (ii) section 249(1),
 - (iii) section 250(1) and (2),
 - (iv) section 251(1), (2) and (4),
 - (v) section 252(1), (2) and (4),
 - (vi) section 260(1),
 - (vii) section 261(1)(j), (3)(k), (4)(l) and (6),
 - (viii) section 272(1)(m),
 - (ix) section 274,
 - (x) section 282(1) and (3),
 - (xi) the definition of “proposed highway” in section 329(1)(n),
- (h) the references to “the authority” in section 252(3), and
- (i) the reference to “the acquiring authority” in section 261(2)(o).

13.—(1) Section 14 of the Highways Act 1980(p) has effect as if the references to “the highway authority” in subsections (1)(a) and (7) included references to TfN.

(2) An order under section 14 of the Highways Act 1980 in relation to TfN is to be made by the Secretary of State.

- (a) Section 25(5) was amended by the Restricted Byways (Application and Consequential Amendment of Provisions) Regulations 2006 (S.I. 2006/1177), regulation 2 and Schedule 1, Part 1.
- (b) Section 25(6) was inserted by the Wildlife and Countryside Act 1981 (c.69), section 64 and amended by the Restricted Byways (Application and Consequential Amendment of Provisions) Regulations 2006 (S.I. 2006/1177), regulation 2 and Schedule 1, Part 1.

- (c) Section 26(2) was amended by the Restricted Byways (Application and Consequential Amendment of Provisions) Regulations 2006 (S.I. 2006/1177), regulation 2 and Schedule 1, Part 1.
- (d) Section 26(3) was amended by the Infrastructure Act 2015 (c.7), Schedule 1, paragraph 18(3)(a) and 18(3)(b).
- (e) Section 26(3A) was inserted by the Countryside and Rights of Way Act 2000 (c.37), Schedule 6, paragraph 1 and amended by the Restricted Byways (Application and Consequential Amendment of Provisions) Regulations 2006 (S.I. 2006/1177), regulation 2 and Schedule 1, Part 1 and the Infrastructure Act 2015 (c.7), Schedule 1, paragraph 18(4).
- (f) Section 27(1) was amended by the Restricted Byways (Application and Consequential Amendment of Provisions) Regulations 2006 (S.I. 2006/1177), regulation 2 and Schedule 1, Part 1.
- (g) Section 29 was amended by the Countryside and Rights of Way Act 2000 (c.37), Schedule 6, paragraph 2.
- (h) Section 105D(1) was inserted by the Highways (Environmental Impact Assessment) Regulations 2007 (S.I. 2007/1062), regulation 5 and amended by the Infrastructure Act 2015 (c.7), Schedule 1, paragraph 33.
- (i) Section 247(1) was amended by the Infrastructure Act 2015 (c.7), Schedule 1, paragraph 48.
- (j) Section 261(1) was amended by the Transfer of Tribunal Functions (Lands Tribunal and Miscellaneous Amendments) Order 2009 (S.I. 2009/1307), Schedule 1, paragraph 134.
- (k) Section 261(3) was amended by the Transfer of Tribunal Functions (Lands Tribunal and Miscellaneous Amendments) Order 2009 (S.I. 2009/1307), Schedule 1, paragraph 134.
- (l) Section 261(4) was amended by the Transfer of Tribunal Functions (Lands Tribunal and Miscellaneous Amendments) Order 2009 (S.I. 2009/1307), Schedule 1, paragraph 134.
- (m) Section 272(1) was amended by the Planning (Consequential Provisions) Act 1990 (c.11), Schedule 2, paragraph 45(16).
- (n) Section 329(1), to which there are amendments not relevant to these Regulations.
- (o) Section 261(2) was amended by the Transfer of Tribunal Functions (Lands Tribunal and Miscellaneous Amendments) Order 2009 (S.I. 2009/1307), Schedule 1, paragraph 134.
- (p) Section 14 was amended by the Water Act 1989 (c.15), section 190 and Schedule 27, Part 1, the Planning Act 2008 (c.29), Schedule 2, paragraph 23 and the Infrastructure Act 2015 (c.7), Schedule 1, paragraphs 12(a) and 12(b).

14. TfN may not exercise the function in section 24(2) of the Highways Act 1980 to construct a new highway unless the manner in which it proposes to exercise the function has been approved by—

- (a) each council, within the meaning of section 329(1) of that Act, through whose area the highway is to pass,
- (b) the person who is proposed to be the highway authority for the highway (if not a council within the meaning of section 329(1)),
- (c) the highway authority for any highway with which the new highway will communicate (if not a council within the meaning of section 329(1)), and (d) the Secretary of State.

15. TfN may not exercise any other function mentioned in regulation 11 in relation to the area of a local authority unless the manner in which it proposes to exercise the function has been approved by the local authority.

16. Section 36(2) of the Highways Act 1980(a) has effect as if a highway constructed by TfN were a highway maintainable at the public expense.

17. Section 39 of the Road Traffic Act 1988(b) (functions in relation to road safety etc) has effect as if TfN were a “relevant authority” for the purposes of subsection (3)(c) of that section (duty to take measures when constructing new roads to reduce the possibility of accidents arising out of the use of vehicles).

Finance

18.—(1) The constituent authorities must make a contribution in respect of any reasonably incurred costs of TfN if they all agree on— (a) the need for a contribution, and (b) the amount required.

(2) The amount of any contribution under paragraph (1) is to be apportioned between the constituent authorities—

- (a) in proportion to the total resident population of the area of each authority at the relevant date as estimated by the Statistics Board(c), or
- (b) on such other basis as may be agreed by all the constituent authorities.

(3) For the purposes of paragraph (2) the relevant date in relation to a payment for a financial year is 30th June in the financial year which commenced two years previously.

- (4) Each constituent authority may contribute to the costs of TfN individually if it chooses to do so.

Incidental

19.(1) Section 9(5) of the Transport Act 1968(**d**) (power to provide services within passenger transport areas) has effect as if—

(a) Section 36(2) was amended by the Housing (Consequential Provisions) Act 1985 (c.71), Schedule 2, paragraphs 47(a) and 47(b), the Transport and Works Act 1992 (c.42), sections 64(2), 64(3) and Schedule 4, Part 1, the Planning (Consequential Provisions) Act 1990 (c.11), Schedule 2, paragraph 45(3), the Restricted Byways (Application and Consequential Amendment of Provisions) Regulations 2006 (S.I. 2006/1177), regulation 2 and Schedule 1, Part 1 and the Countryside and Rights of Way Act 2000 (c.37), Schedule 6, paragraph 5.

(b) 1988 c. 52; relevant amending instruments to section 39 are the New Roads and Street Works Act 1991 (c.22), Schedule 8, paragraph 121(3) and the Greater London Authority Act 1999 (c.29), sections 279(3) and 279(4)(a) to 279(4)(c).

(c) Section 25 of the Statistics and Registration Service Act 2007 (c.18) provides that the Statistics Board is responsible for the functions in section 19 of the Registration Service Act 1953 (c.37).

(d) 1968 c. 73; section 9(5) was amended by the Transport Act 1985 (c.67), sections 57(1)(b) and 58(2)(c), the Local Transport Act 2008 (c.26), Schedule 4, paragraph 2, the Greater Manchester Combined Authority Order 2011 (S.I. 2011/908), Schedule 2, paragraph 5 and the Combined Authorities (Consequential Amendments) Order 2014 (S.I. 2014/866), Schedule, paragraph 2(5).

(a) after “combined authority area” there were inserted “or the area of Transport for the North”, and

(b) after “subsidiary of the Executive,” there were inserted “or Transport for the North (as the case may be)”.

(2) Section 1 of the Local Authorities (Goods and Services) Act 1970(**a**) has effect as if TfN were a local authority for the purposes of that section.

(3) The following provisions of the Local Government Act 1972 (**b**) have effect as if TfN were a local authority for the purposes of those provisions—

(a) section 113 (secondment of staff) (**c**);

(b) section 116 (member of TfN not to be appointed as officer) (**d**);

(c) section 117 (disclosure by officers of interests in contracts) (**e**);

(d) section 135 (standing orders for contracts);

(e) section 142(2) (provision of information) (**f**);

(f) section 222 (power to investigate and defend legal proceedings) (**g**);

(g) section 239 (power to promote or oppose a local or personal Bill) (**h**).

(4) Sections 120, 121 and 123 of that Act (acquisition and disposal of land) have effect as if—

(a) TfN were a principal council;

(b) section 120(1)(b) were omitted; (c) section 121(2)(a) were omitted.

(5) Section 29 of the Localism Act 2011 (registers of interests) has effect as if—

(a) TfN were a relevant authority, and

(b) references to “the monitoring officer” were references to an officer appointed by TfN for the purposes of that section.

(6) In the Local Government Pension Scheme Regulations 2013(**i**)—

(a) 1970 c. 39; section 1 was amended by the Local Government Act 1972 (c.70), Schedule 30, the Local Government (Scotland) Act 1973 (c.65), Schedule 27, paragraph 195, the Local Government Act 1985 (c.51), sections 1, 102 and 84, Schedule 14, paragraph

47 and Schedule 17, the Education Reform Act 1988 (c.40), sections 231(7), 235(6), 237(2) and Schedule 13, Part 1, the Housing Act 1988 (c.50), section 89(2), the Norfolk and Suffolk Broads Act 1988 (c.4), sections 21, 23(2), 27(2) and Schedule 6, paragraph 8, the Local Government (Wales) Act 1994 (c.19), section 25(8), the Police and Magistrates' Courts Act 1994 (c.29), Schedule 4, paragraph 5, the Local Government etc. (Scotland) Act 1994 (c.39), Schedule 13, paragraph 84, the Greater London Authority Act 1999 (c.29), section 388, the Criminal Justice and Police Act 2001 (c.16), Schedule 7, part 5, paragraph 1, the Local Government and Public Involvement in Health Act 2007 (c.28), Schedule 13, paragraph 29, the Offender Management Act 2007 (Consequential Amendments) Order 2008 (S.I. 2008/912), Schedule 1, part 1, paragraph 4(2), the Local Democracy, Economic Development and Construction Act 2009 (c.20), Schedule 6, paragraph 9, the Police Reform and Social Responsibility Act 2011 (c.13), Schedule 16, paragraph 94, the Localism Act 2011 (c.20), Schedule 20, paragraph 1 and Schedule 22, paragraph 2, the Deregulation Act 2015 (c.20), Schedule 13, paragraph 6(6) and the Policing and Crime Act 2017 (c.3), Schedule 1, paragraph 22 (b) 1972 c. 70.

(c) Section 113 was amended by the National Health Service Reorganisation Act 1973 (c.32), Schedule 4, paragraph 151(1), the National Health Service and Community Care Act 1990 (c.19), Schedule 9, paragraph 13, the Health Act 1999 (Supplementary, Consequential etc. Provisions) Order 2000 (S.I. 2000/90), Schedule 1, paragraph 10(a), the National Health Service Reform and Health Care Professions Act 2002 (Supplementary, Consequential etc. Provisions) Regulations 2002 (S.I. 2002/2469), Schedule 1, paragraph 7, the Health and Social Care (Community Health and Standards) Act 2003 (c.43), Schedule 4, paragraph 18, the National Health Service (Consequential Provisions) Act 2006 (c.43), Schedule 1, paragraph 51(a), the References to Health Authorities Order 2007 (S.I. 2007/961), Schedule, paragraph 8(2), the Health and Social care Act 2012 (c.7), Schedule 5, paragraph 17, Schedule 7, paragraph 3 and Schedule 17, paragraph 3,

(d) Section 116 was amended by the Local Government Act 1985 (c.51), section 102 and Schedule 17 and, in relation to England, by the Local Authorities (Executive and Alternative Arrangements) (Modification of Enactments and Other Provisions) (England) Order 2001 (S.I. 2001/2237), article 8.

(e) Section 117 was amended by the Criminal Justice Act 1982 (c.48), sections 38 and 46.

(f) Section 142(2) was amended by the Local Government Act 1986 (c.10), section 3(1).

(g) Section 222 was amended by the Greater London Authority Act 1999 (c.29), Schedule 29, paragraph 20 and the Policing and Crime Act 2017 (c.3), Schedule 1, paragraph 26.

(h) Section 239 was amended by the Local Government Act 1985 (c.51), Schedule 14, paragraph 32, the Local Government and Public Involvement in Health Act 2007 (c.28), Schedule 13, paragraph 23, the Local Democracy, Economic Development and Construction Act 2009 (c.20), Schedule 6, paragraph 37, the Local Government (Democracy) (Wales) Act 2013 (anaw 4), Schedule 1, paragraph 1(10) and the Deregulation Act 2015 (c.20), Schedule 13, paragraph 6(7)(u). (i) S.I. 2013/2356.

(a) in Schedule 2 (scheme employers), in Part 2 (employers able to designate employees to be in scheme), after paragraph 14 insert—

“15. Transport for the North.”;

(b) in Schedule 3 (administering authorities), in the table in Part 2 (appropriate administering authorities for categories of scheme members), at the end insert—

“An employee of Transport for the North

Tameside Metropolitan Borough Council”

Signed by authority of the Secretary of State for Transport

Jesse Norman

Parliamentary Under Secretary of State 22nd January 2018 Department for Transport

SCHEDULE Constitution

Regulation 4

Membership

1.(1) Each constituent authority is to appoint one of its elected members to be a voting member of TfN.

(2) The person appointed must be—

- (a) in the case of a constituent authority that has an elected mayor, the mayor or the elected member with responsibility for transport, or
- (b) in any other case, the leader of the constituent authority, the Chair or the elected member with responsibility for transport.

(3) Each constituent authority is to appoint another of its elected members to be a voting member of TfN in the absence of the member appointed under sub-paragraph (1) (the “substitute member”).

(4) A person appointed by a constituent authority to be a member or substitute member of TfN ceases to be a member or substitute member of TfN on ceasing to be a member of the constituent authority that made the appointment.

(5) A person appointed to be a member or substitute member of TfN may resign as a member or substitute member by written notice served on the proper officer of the constituent authority that made the appointment and the resignation takes effect on receipt of the notice by that officer.

(6) Where a person ceases to be a member or substitute member of TfN by virtue of subparagraph (4) or (5) the constituent authority that made the appointment must, as soon as practicable—

- (a) give written notice of that fact to TfN, and
- (b) appoint another of its elected members in that person’s place.

(7) A constituent authority may at any time terminate the appointment of a member or substitute member appointed by it to TfN and appoint another of its elected members in that person’s place.

(8) Where a constituent authority exercises its power under sub-paragraph (7), it must give written notice of the new appointment and the termination of the previous appointment to TfN.

(9) The new appointment is to take effect and the previous appointment is to terminate at the end of—

- (a) the period of one week beginning with the day on which notice is given, or (b) such longer period not exceeding one month as is specified in the notice.

(10) Sub-paragraph (11) applies in relation to each local transport authority—

- (a) which is a member of Rail North Ltd or, at any time when Rail North Ltd no longer exists, was a member of Rail North Ltd immediately before it ceased to exist, and (b) which is not a constituent authority.

(11) Each local transport authority to which this sub-paragraph applies is to appoint one of its elected members to be a co-opted member of TfN.

(12) The chair of the Partnership Board (see paragraph 4) is to be appointed as a co-opted member of TfN.

(13) The voting members of TfN may appoint further co-opted members if they all agree to do so.

(14) Co-opted members of TfN are non-voting (subject to any resolution by the voting members under section 102G (5) of the Local Transport Act 2008(a))

(15) For the purposes of this paragraph, an elected mayor of a constituent authority is to be treated as a member of the constituent authority.

Chair and vice-chair

2.(1) TfN—

- (a) must in each year appoint a chair, and (b)
- may appoint one or more vice-chairs.

(2) The chair and any vice-chair may be appointed only from among the members of TfN, including the co-opted members.

Proceedings

3.(1) There are to be at least 4 meetings per year of the members of TfN.

(2) A question to be decided by TfN on the matters in sub-paragraph (3) may be decided only if agreed by both—

- (a) members who together hold at least 75% of the votes in a weighted vote, and
- (b) a simple majority of the members.

(3) The matters are—

- (a) the approval or revision of TfN’s transport strategy,
- (b) the approval of TfN’s annual budget, and
- (c) the adoption of and any changes to TfN’s constitution.

(4) Except as provided in these Regulations, a question to be decided by TfN on any other matter may be decided only if agreed by members who together hold more than 50% of the votes in a weighted vote.

(5) For the purposes of this regulation, a “weighted vote” is—

(a) 2008 c.26; this section was inserted by the Cities and Local Government Devolution Act 2016 (c.1), section 21.

(a) in the case of a question about the management of the Northern or TransPennine Express franchises, a vote in which the number of votes to be cast by a member appointed by a constituent authority is determined by multiplying the percentage of passenger miles on the Northern and TransPennine Express franchises that are in the area of the constituent authority by ten, and, if the result is not a whole number, rounding to the nearest whole number, and

(b) in any other case, a vote in which the number of votes to be cast by a member appointed by a constituent authority is determined by dividing the total resident population of the area of that constituent authority at the relevant date as estimated by the Statistics Board by 200,000, and, if the result is not a whole number, rounding up to the next whole number.

(6) For the purposes of sub-paragraph (5)(b) the relevant date in relation to a vote is 30th June in the financial year which commenced two years before the financial year in which the vote takes place.

(7) If a vote is tied on any matter it is deemed not to have been carried.

(8) In this paragraph, references to “members”—

- (a) are to the members present at a meeting of TfN who are entitled to vote in relation to the question to be decided, and
- (b) include references to “substitute members”.

Partnership Board

4.(1) TfN is to establish a board (the “Partnership Board”) to advise TfN on matters relating to transport to, from or within the area of TfN.

(2) TfN is to appoint a person to chair the Partnership Board.

Scrutiny committee

5.(1) TfN must appoint a committee (the “scrutiny committee”) to—

- (a) review or scrutinise decisions made, or other action taken, in connection with the discharge by TfN of its functions,
- (b) make reports or recommendations to TfN with respect to the discharge by TfN of its functions, and
- (c) make reports or recommendations to TfN on matters relating to transport to, from or within TfN’s area.

(2) Each constituent authority is entitled to appoint—

- (a) one member of the authority to be a member of the scrutiny committee, and
- (b) one member of the authority to be a member of the scrutiny committee in the absence of the person appointed under paragraph (a) (a “substitute member”).

(3) In sub-paragraph (2) the references to a “member of the authority” are to—

- (a) in the case of a constituent authority which is a combined authority, an elected member of the combined authority or of any of the constituent councils of the combined authority, and
- (b) in the case of a constituent authority which is not a combined authority, an elected member of that constituent authority.

(4) No person who is a member of TfN (including as a substitute member or a co-opted member) may be appointed to be a member or a substitute member of the scrutiny committee.

Standing orders

6. TfN may make and vary or revoke standing orders for the regulation of—

- (a) its proceedings and business, and
- (b) the proceedings and business of the scrutiny committee.

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations establish Transport for the North (TfN) as a sub-national transport body.

Part 5A of the Local Transport Act 2008 (as inserted by section 21 of the Cities and Local Government Devolution Act 2016) (“the 2008 Act”) provides for the establishment of subnational transport bodies for the whole of the area of two or more relevant authorities. Subnational transport bodies are bodies corporate which may be given power to exercise specific functions.

Regulations 1 to 4, and the Schedule, set out the name, commencement, interpretation, establishment and constitution of Transport for the North.

Regulations 5 to 8 provide for TfN's general transport functions, powers to make capital grants and set up ticketing schemes and confer some Passenger Transport Body powers under s13 of the Railways Act 2005 in relation to rail franchising.

Regulations 9 to 12 provide for TfN to exercise various functions under the Highways Act 1980 as regards highways, concurrently with local authorities and jointly with the Secretary of State.

Regulations 12 and 13 provide for various references in the Highways Act 1980 to be treated as if they included references to TfN, so as to enable TfN to undertake various highways related functions.

Regulation 14 provides that prior to exercising the function of constructing new highways, TfN must first obtain the approval of various authorities and the Secretary of State, as to the manner in which it intends to exercise that function.

Regulation 15 provides that TfN may not exercise any other function listed in regulation 11, concurrently with a local authority, unless the manner in which it proposes to exercise such function has been approved by the local authority.

Regulation 16 ensures that a highway constructed by TfN will be maintainable at the public expense.

Regulation 17 places TfN under a duty, when constructing a new highway, to take such measures as appear to it to be appropriate to reduce the possibilities of accidents when that highway comes into use.

Regulation 18 makes provision for the constituent authorities to make a contribution in respect of any reasonably incurred costs of Transport for the North.

Regulation 19 makes some incidental provisions relating to Transport for the North to enable it to carry out its functions effectively.

An Explanatory Memorandum and a Parliamentary Report by the Secretary of State are available with these Regulations on www.legislation.gov.uk. Copies have also been placed in the Libraries of both Houses of Parliament.

A full regulatory impact assessment has not been prepared as this instrument will have no impact on the costs of business or the voluntary sector.

Appendix 2

THE VOTING MATRIX amended September 2021

| Constituent Authorities | Population 2017 | Population 2019 | 200,000 Or part | RN Votes |
|---|--------------------|--------------------|--------------------|----------|
| Greater Manchester Combined Authority | 2,798,799 | 2,865,686 | 15 | 223 |
| West Yorkshire Combined Authority | 2,307,035 | 2,332,469 | 12 | 209 |
| North East Combined Authority (now South of Tyne) | 1,152,885 | 1,160,885 | 6 | 14 |
| Liverpool City Region Combined Authority | 1,544,420 | 1,559,320 | 8 | 59 |
| South Yorkshire Mayoral Combined Authority | 1,393,445 | 1,409,020 | 8 | 78 |
| Lancashire County Council | 1,201,855 | 1,219,790 | 7 | 55 |
| North of Tyne | 819,345 | 833,167 | 5 | 51 |
| Tees Valley Combined Authority | 672,497 | 672,497 | 4 | 33 |
| North Yorkshire Council | 611,633 | 611,633 | 4 | 32 |
| Cheshire East | 378,846 | 384,152 | 2 | 21 |
| Cheshire West and Chester | 337,986 | 343,071 | 2 | 11 |
| East Riding of Yorkshire | 338,061 | 341,061 | 2 | 9 |
| Cumberland Council | N/A | 274,622 | 2 | 13 |
| Hull City | 260,673 | 259,778 | 2 | 13 |
| Westmorland and Furness Council | N/A | 225,390 | 2 | 27 |

| | | | | |
|-------------------------|----------------|----------------|-----------|-----|
| City of York | 208,163 | 210,618 | 2 | 54 |
| Warrington | 209,704 | 210,014 | 2 | 12 |
| North Lincolnshire | 171,294 | 172,292 | 1 | 4 |
| North East Lincolnshire | 159,826 | 159,563 | 1 | 6 |
| Blackburn with Darwen | 148,772 | 149,696 | 1 | 6 |
| Blackpool | 139,870 | 139,446 | 1 | 15 |
| Total Votes | | | 89 | 945 |

| | | | | |
|-------------------------------|-----------|--|-----------|------------|
| Rail North Authorities | | | | |
| Nottingham | (318,901) | | | 15 |
| Derbyshire | (782,365) | | | 14 |
| Stoke-on-Trent | (251,648) | | | 8 |
| Lincolnshire | (736,665) | | | 7 |
| Nottinghamshire | (805,848) | | | 3 |
| Staffordshire | (862,562) | | | 1 |
| Total Votes | | | 89 | 993 |

“Rail North matters” would be determined on the basis of the Rail North voting metrics.

Notes

- 1) Column 1 authorities are CAs/LTAs on their existing boundaries.
- 2) Column 2 population figures are ONS 2017 mid-year estimates based on current CA/LTA boundaries.
- 3) Column 3 population figures are ONS mid-year 2019
- 4) Column 4 awards one vote to each CA/LTA for each 200,000 or part thereof of resident population.
- 5) Column 5 shows the number of votes each CA/LTA has as a member of RNL, based on one vote for each 0.1% of passenger miles on the Northern/TPE franchises relating to their area

Appendix 3

FINANCIAL CONTRIBUTIONS

The Rail North Support Payment

Each of the Constituent Authorities and each of the Rail North Authorities shall pay to Transport for the North a proportion of the annual contribution of £36,000 calculated in accordance with the proportion that Members' weighted voting rights in relation to Rail North matters bears to the overall number of Rail North weighted votes.

Rail North Supplemental Payment

The Secretary of State may pay the sum of £500,000 (indexed) (the Rail North Supplemental Payment) either directly to Transport for the North or to the Constituent Authorities listed below as Rail Administration Grant. In the event that the Rail North Supplemental payment is paid to the Constituent Authorities and is not separately distinguishable from other rail grant or funding amounts received from the Secretary of State by the Constituent Authority (or their Passenger Transport Executive) then the Constituent Authority in receipt of rail administrative grant shall subject to the Secretary of State confirming that the Constituent Authority has actually received the element to be allocated to the Rail North Supplemental Payment and the amount received, pay the Rail North Supplemental Payment to Transport for the North in the proportion as follows:

| | |
|--|-----|
| Greater Manchester Combined Authority | 35% |
| Liverpool Region Combined Authority | 10% |
| North East Combined Authority /North of Tyne Combined Authority | 10% |
| South Yorkshire Mayoral Combined Authority | 10% |
| West Yorkshire Combined Authority | 35% |

The Rail North Support Payment shall be paid annually on or before the start of each financial year and shall be subject to annual indexation in accordance with RPI from 1st April 2015.

The Rail North Supplemental Payment shall be paid annually in advance on or before the start of the financial year and shall be subject to annual indexation from 1 April 2015 in accordance with RPI ,provided always that should the payment of rail administration grant by the Secretary of State to the relevant Constituent Authority be made in monthly instalments, the annual payment to Transport for the North may be made in monthly instalments and provided that if the Secretary of State should pay the rail administration grant without annual indexation the relevant Constituent Authority may make the annual payment without indexation. In the event that the rail administration grant ceases to be paid to the Constituent Authorities listed above or ceases to include an amount in respect of the Rail North Supplemental payment then these Constituent Authorities shall be under no further obligation to pay the Rail North Supplemental payment to Transport for the North.

Appendix 4

DfT/Transport for the North PARTNERSHIP AGREEMENT

**Memorandum of Understanding
between the Department for Transport and Transport for the North**

Dated

31 July

2018

Section 1: Vision

1. The Department for Transport ('the Department') and Transport for the North (TfN) are both committed to delivering transformational economic growth in the North - with transport at the heart of this - and the creation of TfN as the first sub-national transport body (STB) embodies this commitment. The shared vision of the Department and TfN is for a North which has a vibrant and growing economy that builds on the existing strengths of the North, attracts and retains the brightest and best talent and attracts investment from overseas. A strong knowledge economy, centred on thriving cities, is at the heart of this vision for the North's economy. The aim of the partnership between the Department and TfN is to support this vision becoming a reality.
2. Central to TfN's agenda will be to identify the right strategic, transformational transport interventions to connect major centres of population, trade and commerce. TfN is a unique arrangement that sees Government, Northern local authorities and Local Enterprise Partnerships (LEPs) working together, along with National Highways, Network Rail and HS2 Ltd, with the shared aim of transforming Northern growth by rebalancing the economy and establishing the North as a global powerhouse. The role of TfN is to represent the collective views of the North and its constituent bodies, acting as one voice to the Department. Through this partnership, the Department and TfN agree to work together to deliver the following shared objectives:
 - Demonstrable, improved outcomes for passengers, freight and all transport users across the North;
 - Furthering of transport interventions which will boost transformational economic growth and opportunity in the North; and
 - Supporting decisions to be taken at the right level and geography.
3. The Department and TfN agree that they will work in a collaborative spirit to achieve the objectives set out above, ensuring that the North has the voice and powers it needs to set the strategic direction for transport in the North.

Section 2: Background

This document

4. With these objectives in mind, this document has been drawn up collaboratively by the Department and TfN to set down the obligations, principles and working arrangements that underpin the relationship between the two parties. The aim is to provide both the Department and TfN with the information and lines of communication needed to ensure the effective functioning of both bodies and to ensure an effective partnership between the two.
5. This document is not legally binding but both parties agree to operate in line with it. To this purpose, it is signed and dated by the Department and TfN. Copies of the document are placed with TfN and the Department and made available to members of the public on TfN's website.
6. A light-touch review of this document will be carried out annually by the Department and TfN, with a more comprehensive review to be carried out every three years by both parties. However, the Department or TfN may propose amendments to this document at any time.

Legislation

7. Under the Local Transport Act 2008, amended by the Cities and Local Government Devolution Act 2016, TfN has been established as the first STB, with the purpose of developing and implementing transport strategies in the region. TfN's aim is to plan and ensure the development

of new infrastructure and the delivery of the improvements needed to truly connect the region with fast, frequent and reliable transport links, driving economic growth and supporting the creation of a Northern Powerhouse. TfN's vision as the first STB is to facilitate transformational economic growth in the North through a world class transport system, representing one legitimate voice for the whole of the North.

8. The Department put forward legislation to establish TfN in statute to ensure it has the stability, permanence, and authority to inform policy and to prioritise investments across the North¹ which the Department must then have regard to in national decision-making. The Regulations establishing TfN as the first STB were passed in January 2018 and became effective on 1 April 2018. As a 'statutory partner', TfN will work with the Department to enable northern priorities to be incorporated in its national level prioritisation decisions, ensuring Ministers have the best evidence and advice on which to take decisions

Section 3: TfN's statutory functions and responsibilities

9. TfN's statutory functions are to:
 - Prepare a transport strategy for the North;
 - Provide advice to the Secretary of State about the exercise of transport functions in relation to the North (whether exercisable by the Secretary of State or others);
 - Co-ordinate the carrying out of transport functions in relation to the area that are exercisable by different constituent authorities, with a view to improving the effectiveness and efficiency in the carrying out of those functions;
10. Consider whether a transport function in relation to the area would more effectively and efficiently be carried out by TfN and if so to make proposals to the Secretary of State for the transfer of that function to TfN; and make other proposals to the Secretary of State about the role and functions of TfN.
11. In order to fulfil its statutory functions, both parties agree that TfN will:
 - Speak with a single, strong voice to the Department, bringing together all the relevant parties across the North;
 - Focus on improving outcomes for passengers and transport users across the North;
 - Prioritise transport interventions that will further transformational economic growth in the North;
 - Make recommendations to the Secretary of State for consideration within the context of the national transport policy.
 - Engage with the Department to ensure the priorities it identifies are understood and recognised in national decision-making; and
 - Provide the Department with information, outlined in this document, to ensure the Department can fulfil its responsibilities as sponsor and funder of TfN.
12. TfN must satisfy the conditions attached to any funding from the Department. These will be set out in an annual funding letter issued by the Department. More information on the annual funding letter can be found in Section 6.

¹ *'The North' in this document refers to the geographical area that Transport for the North, through its Members, represents.*

13. TfN will be accountable to local citizens through its constituent authorities. Further to this, TfN's Head of Paid Service (the Chief Executive), Monitoring Officer and Chief Finance Officer (Finance Director) must comply with their statutory duties defined in sections 4, 5 and 6 of the Local Government and Housing Act 1989, and with the requirements of the CIPFA Code. This includes preparation of an annual statement of accounts in accordance with the Local Audit and Accountability Act 2014. The Department acknowledges these responsibilities placed upon TfN by local government legislation.
14. In addition, in carrying out its statutory functions and responsibilities (including its obligations to its partners) TfN must take into account the Department's obligations (as funder) to deliver value for money in accordance with HM Treasury's *Managing Public Money* and *The Green Book* and the necessary sponsorship arrangements this requires (see sections 5, 6 and 7).

Section 4: TfN's role in the national transport network

15. TfN was established to represent the collective views of the North, acting as one voice on their behalf. In this respect, an essential function of TfN is to act as a statutory partner in the Department's road and rail investment processes. This provides TfN with a strong, formal and ongoing role in the Department's investment processes insofar as they relate to the North, enabling TfN to set its long-term strategic priorities for the region which will then inform the Secretary of State's decisions on national investments.
16. The Department expects TfN to prioritise the investments that drive economic growth in the North. The Department will have regard for the priorities identified by TfN, however the Secretary of State remains the final decision maker. If TfN considers the Department to have not taken due account of a recommendation, TfN reserves the right for the Chair of the TfN Board to raise this with the Secretary of State.
17. In its role as a statutory partner of the Department, TfN is responsible for:
 - Developing a statutory Transport Strategy;
 - Undertaking statutory consultation on the Transport Strategy;
 - The setting of the North's objectives and priorities with regards to strategic road and rail investments; and
 - Engaging with the Department to ensure that these priorities are understood and recognised in national decision making.

Road - Highways North Board

18. The Highways North (HN) Board has been established comprising representatives from TfN, the Department and National Highways. This Board will meet at least quarterly and recommend conclusions, papers, and materials to be shared with decision-making groups, informing the creation of future Road Investment Strategy and other competitive major road funding programmes. The Terms of Reference for this Board, including membership, role and working practices, is included at Appendix 1.
19. The HN Board will have access to certain key process documents to enable candid discussions to be held. However, these materials will remain confidential and both parties agree to the careful management and handling of this information. An appropriate Departmental Director will provide internal oversight of how any potentially sensitive information is shared with the HN Board.

Rail - Franchising

20. The North has, through a Partnership Agreement relating to rail franchise management and cooperation on investment planning signed between the Department and Rail North in March 2015 (Partnership Agreement), worked in partnership with the Department in the management of the region's two principal franchises (TransPennine Express and Northern). TfN's proposal to become an STB, agreed by the Secretary of State in March 2017, included the proposal that Rail North's functions for the North's franchises would be transferred to TfN to enable it to best fulfil its statutory role. This has been affected by the novation to TfN and amendment of the Partnership Agreement such that the existing roles and responsibilities of Rail North will in future be discharged by TfN. A copy of the updated agreement (Updated Partnership Agreement) is at Appendix 2.

Rail - Infrastructure Investment

21. The updated Partnership Agreement gives effect to TfN's 'statutory partner' role in rail investment planning and delivery. TfN will work with the relevant investment planning teams within the Department to identify and progress the case for investments that could assist with the delivery of the TfN Statutory Transport Plan. One of the means by which TfN will discharge its functions will be through its membership of the Rail North Partnership Board in accordance with the separate updated Partnership Agreement, with provision that either the Secretary of State or TfN may seek advice directly from the other on any key issues or priorities relating to the area covered by TfN.

Section 5: TfN Governance

22. TfN's Constitution and Governance Framework sets out the remit and responsibilities of the boards and committees within TfN's structure. These bodies' roles are characterised as decision-making, consultative or review based. These governance arrangements support TfN to function as an independent body. TfN's Governance Framework is included at Appendix 3.
23. It should be noted that individual joint projects, such as the Northern Powerhouse Rail (NPR) programme and the Integrated and Smart Travel (IST) programme (Smart Ticketing) have their own governance and funding arrangements (see section 8 below). However, any and all expenditure that is effected through TfN must comply with the requirements of the TfN Constitution and Scheme of Delegation (irrespective of individual programme governance arrangements).

Decision-making bodies

24. Decision-making is the responsibility of TfN meeting as a corporate body (herein referred to as the Board) comprising representatives of the 19 constituent authorities. The regulations establishing TfN also provide for representatives of the 6 Rail North Authorities to be co-opted onto the Board, as well as the independent Chair of the Partnership Board. The Board has also agreed to co-opt the 11 LEPs represented on the Partnership Board and the statutory agencies, HS2 Ltd, Network Rail and National Highways. The Board will, through its constitution, delegate the discharge of its functions to its officers. Expenditure decisions taken are subject to conditions included in this Memorandum of Understanding and related programme funding letters, which are issued by the Department.

Consultative bodies

25. The TfN Partnership Board and the TfN Executive Board are consultative bodies. The Membership of these boards is derived from the Department, the TfN Members' Board, plus representatives from

key stakeholders. The Terms of Reference for these Boards, including the governance structures, are in TfN's constitution.

26. The Partnership Board's purpose is to contribute to TfN's effective exercise of its powers, and the development and delivery of its strategy and programmes through transparency and inclusivity. The Partnership Board has an independent chair.
27. The Executive Board promotes dialogue on key issues across TfN's portfolio, including finance, risk and business planning from the different work programmes.

Review bodies

28. TfN has an Audit and Governance Committee, which has a high-level focus on the audit, assurance and reporting framework that supports the financial management and governance arrangements of TfN. TfN also has a Scrutiny Committee, whose role is to scrutinise the decisions of TfN and to make recommendations to TfN on matters relating to transport in the TfN area.

Section 6: The Department's role and responsibilities

29. The Department's role, in the capacity of funder and representation for TfN, is to:
 - Have due regard to the priorities identified by TfN when making decisions affecting the North;
 - Review and, where appropriate, approve TfN's proposals to access core funding, based on the requirements of TfN's core funding letter. Review access to programme specific funding in light of previous business case approvals and ongoing monitoring of funding terms;
 - Communicate its requirements as funder and sponsor of TfN and regularly assess and review TfN's progress against these requirements, in line with the working arrangements and practices set out in this agreement and funding letter;
 - Support TfN to take forward the delivery of its functions across all areas of the Department's responsibilities; and
 - Support TfN in its dealings with other Government Departments.
30. If TfN considers the Department to have not taken due account of a recommendation, TfN reserves the right for the Chair of the TfN Board to raise this with the Secretary of State.
31. In addition to this role, the Department's Principal Accounting Officer is accountable to Parliament for any funding the Department makes available to TfN and must act in accordance with HM Treasury's *Managing Public Money* and *The Green Book*.
32. In particular, the Department's Principal Accounting Officer must ensure that the financial and other governance and sponsorship controls applied by the Department to TfN (as set out in this agreement and/or accompanying funding letters) are appropriate and sufficiently safeguard public funds. TfN's compliance with these controls, must therefore be effectively monitored by the Department. In doing so, the Department will take into account TfN's additional statutory duties under local government legislation.

Section 7: Annual funding letter

33. The Department will provide an annual funding letter setting out the conditions attached to TfN's funding. This will cover:
 - Ensuring effective governance;
 - The development of specific projects or programmes;

- The preparation of TfN's Business Plan; and
 - Financial reporting.
34. Beyond these, the conditions in the funding letter will be subject to annual review. The latest version of the letter should therefore be consulted for the current conditions and requirements placed on the Department's funding of TfN. At the time of writing this document these were:
- TfN Board to sign-off reward and pay policy;
 - TfN to seek the Department's approval for recruitments of individuals over £150,000;
 - Report on any financial changes that impact on the conditions set out in the annual funding letter; and
 - Report any single expenditure over £180,000 (which is in keeping with TfN's scheme of delegation) from the core funding, and to provide any information the Department requests in relation to this expenditure.
35. Should the conditions in the funding letter not be met by TfN, a joint discussion will be held to agree any corrective action. This could ultimately include ceasing to make payments to TfN.
36. Government funding is continually subject to regular review given the number of competing priorities, which may adversely impact on TfN's future funding. Any proposed changes to TfN funding will be discussed with TfN such that consequences can be fully understood, and any mitigating financial actions taken.

Section 8: Sponsorship and governance arrangements

Sponsorship

37. The Chair of TfN is responsible for providing strategic direction to the organisation and will be TfN's primary contact with the Secretary of State. However, in addition the Department and TfN will each name an individual to act as a lead liaison officer who is responsible for the day-to-day relationship of the parties. The lead liaison officers are supported by the regular Sponsorship Meeting, which brings together senior officials in the Department and TfN for the purpose of reporting and monitoring.

Lead liaison officer's role

38. The lead liaison officer's role is to facilitate and support the working relationship between the parties across the full range of TfN's programmes. They:
- Ensure that the principles and values contained in the Memorandum of Understanding are adhered to and support the engagement between the organisations;
 - Act as the primary source of information and advice for their organisations;
 - Act as a main channel through which information is exchanged between the organisations;
 - Consider which documents should be shared with officials for wider discussion at the regular Sponsorship Meeting; and
 - Take appropriate actions to ensure any issues are resolved in a timely manner, with the first route of escalation being the regular Sponsorship Meeting.

39. Where a disagreement arises, the lead liaison officer should involve colleagues as necessary with the view to jointly resolving the problem. If an issue cannot be resolved through the working level arrangements, the lead liaison officers are responsible for further escalation through their respective organisations.

Regular Sponsorship Meeting and respective obligations

40. Subject to its Terms of Reference, the regular Sponsorship Meeting provides a regular checkpoint between the senior officials in the Department and TfN. It is the forum through which TfN provides certain information to ensure that the Department can fulfil its responsibilities as sponsor and funder of TfN. It is expected that TfN considers the Department's views expressed during the Sponsorship Meeting in any future discussions and papers going to Executive Board.
41. In order for the Department to fulfil its sponsorship responsibilities, TfN will need to provide a certain level of information on a regular basis. At the regular Sponsorship Meeting, TfN must therefore provide the following information:
- Provide quarterly updates on actual and planned expenditure against its annual budget, including across its individual programmes (such as Northern Powerhouse Rail and Smart Ticketing) and core activities;
 - Report any financial changes that impact on the conditions set out in the annual funding letter;
 - Update on resourcing against their baseline plans through a regular update report, and seeking approval from the Department for any proposed individual recruitments over £150,000²;
 - Provide an update on the Business Plan process, giving the Department appropriate opportunity to review and comment on the draft business plan when it is available (in recognition of the joint delivery of some of TfN's workstreams);
 - Provide updates on any changes to the approved Business Plan;
 - Update on any proposed changes to TfN's governance structure, as set out in TfN's constitution and governance framework;
 - Update on any unplanned use of TfN's financial reserves; and
 - Provide an overview of recent and upcoming engagement with the Department.

2 These figures are correct at the time of publishing, but the latest annual funding letter sets out the current position.

42. At the Sponsorship Meeting it is also expected that TfN and the Department's Sponsorship Team will report on progress on individual programmes and will monitor and consider: risk, communications, value for money and any other issues, as determined by the Chair, in consultation with all attendees.
43. The Department is the Secretariat and Chair for this meeting, reflective of its role as the sponsor of TfN. The Terms of Reference for this meeting is included at Appendix 4.

Section 9: Joint working

44. The Department and TfN undertake a number of projects jointly – currently the NPR programme and elements of the IST programme – and it is expected this will continue in the future.
45. These projects are funded separately from the annual budget TfN is provided with by the Department, and in these instances separate funding arrangements and working practices have been developed. As such, the detailed working arrangements for joint projects are not included here but are instead set out in individual Terms of Reference (or similar documentation). However, when undertaking any

joint project, the Department and TfN agree that the principles outlined in this agreement will underpin the development of any project-specific ways of working and governance arrangements. In addition, as noted above any and all expenditure that is effected through TfN must comply with the requirements of TfN's Constitution and Scheme of Delegation. A summary is provided below for the two projects currently being undertaken jointly.

Northern Powerhouse Rail

46. The Department and TfN work in partnership to develop and deliver the NPR programme; a major strategic rail programme, designed to transform connectivity between the key economic centres of the North.

Smart Ticketing

47. The Department is sponsor for the IST programme which is being delivered by TfN. The programme focuses on making journeys simpler and faster for people and businesses. TfN will take forward its development for a multi-modal vision by working closely with a wide range of interested parties and stakeholders and business cases are subject to Government approval, through the Department. TfN is also a member of the Department-led Smart Ticketing National Programme Delivery Board that oversees delivery of the Secretary of State's vision for every passenger to have the option of a smart ticket on the rail network at national level.

TfN's relationships with national agencies and public bodies

48. TfN has working relationships with the Department's national agencies and public bodies, such as National Highways, HS2 Ltd and Network Rail. These relationships are managed by TfN independently of the Department, and as such are not detailed in this agreement. However, both the Department and TfN have undertaken to be transparent at all times when managing these relationships, ensuring that all parties have a mutual understanding of respective roles and responsibilities.

Section 10: Adoption, consideration and publication of documents

49. The TfN Board is responsible for the adoption of the Statutory Transport Plan. TfN is committed to having regard to the recommendations of the Partnership Board for any decisions it makes relating to the Transport Plan.
50. The Board also has responsibility for the adoption of the Business Plan. Prior to the adoption of this Plan, TfN will provide the Department with the opportunity to review and comment on the draft Business Plan, initially via the regular Sponsorship Meeting.
51. In addition to being consulted on the Business Plan, the Executive Board is ordinarily consulted on all papers that TfN officials intend to submit to the Board³ activity plans with significant expenditure implications; and revenue expenditure over the current OJEU limit.
52. In advance of the adoption or publication of TfN documents, the Department expects TfN to consider the appropriateness of engaging its working level contacts. Such engagement occurs primarily through the lead liaison officers, who may decide that a document should be shared more widely for discussion through the regular Sponsorship Meeting.

³ *In instances where a paper is submitted to the Board without first consulting the Executive Board, the Department will be informed through the named lead liaison officer.*

53. The Department will always respect and give appropriate consideration to the status of TfN as a statutory body before providing any comments on TfN's documents, proposals or recommended priorities for transport investment.
54. The Department and TfN will cooperate with respect to media, press and communications activity and agree working practices in support of this.

Section 11: Funding and finance

Long Term Funding

55. The Department has committed funding to support TfN through to the end of the current spending review period (2019/20). The arrangements relating to the provision of this funding are set out in a separate annual funding letter from the Department to TfN (see Section 6). In addition, future funding decisions may be taken by the constituent authorities; the regulations establishing TfN as a statutory body enables the constituent authorities to individually contribute to the costs of TfN, or as a collective if all authorities agree on the need for a financial contribution and the amount required.
56. Whilst future central government funding decisions will remain the responsibility of the government at the time, establishing TfN in statute ensures it has the stability and permanence to be confident of central government support, however, future central funding decisions will remain the responsibility of the government at the time.
57. In recognition of this, both parties agree that TfN will conduct its financial planning on the basis that funding will continue to be provided to enable it to perform its statutory duties. However, it is expected that TfN will seek to minimise any liabilities, subject to meeting its core objectives as an organisation, outside of the period for which it has secured funding, and that the Department and TfN members will be kept sighted of any expenditure in this category through agreed sponsorship and governance mechanisms.
58. In the event that TfN's funding was to be discontinued by the Government of the day, and TfN was unable to raise sufficient funds from its constituent members to allow it to continue to operate the Department would work with TfN to ensure the orderly winding down of the organisation. Part of this process would be to determine the extent of any future TfN related assets and liabilities and how best to deal with them.

Maintenance of Reserves

59. At present, TfN is reliant on the Department for its funding and, specifically, to progress the NPR programme and the IST programme, and for its core team/back office function.
60. At the same time, establishing TfN as a Local Government body means that it is required to operate within the context of Local Government accounting regulations, including the need to comply with the CIPFA code, which the Department recognises and accepts. These regulations include a requirement for Local Government bodies to adopt a reserves policy and to consider their reserving requirements on an ongoing basis in light of that policy and changes in the nature and quantum of the activity undertaken.

A key element of the work performed by TfN's external auditor will be to assess the adequacy of and compliance with this policy.

61. TfN has an extremely limited ability to raise revenue that is additional to the funding that it receives from the Department through voluntary contributions from its Constituent Authorities, under article 18 of the Sub-national Transport Body (Transport for the North) Regulations 2018 and therefore any reserve will de facto be resourced through the funding that it receives from the Department.

TfN Cash Flow / Payment of Grant

62. In order for TfN to meet its immediate and shorter-term financial commitments it is recognised that it should maintain a level of cash appropriate to the size and nature of its activities, and its obligation to maintain reserves. The minimum level of cash required at any point may change as TfN develops and its programmes progress, and this will be agreed between TfN and the Department.
63. Furthermore, the minimum level of cash will be set at an individual programme / funding stream level, taking into account reserving requirements, which means there will minimum cash levels set for core activities, NPR and IST (and potentially other programmes in the future). This will also provide greater clarity and transparency around exactly which programmes the cash transfers from the Department are funding.

Ways of Working

64. At the beginning of each quarter, or by reference to the agreed funding terms for individual programmes, TfN will provide the Department with an analysis of actual expenditure incurred in the previous quarter, the current cash balance held together with a forward look of planned expenditure over the next quarter. This analysis will be carried out at individual programme level i.e. core activities, NPR and IST. The cash pay over to TfN from the Department will then be calculated by taking the current cash balances for each programme plus the planned expenditure for the following quarter plus/minus an adjustment to ensure the minimum cash reserve is rebalanced.

Section 12: Information sharing and confidentiality provisions

65. As set out in TfN's constitution, TfN will comply with all legal requirements with regard to the provision of information, including adherence to a publication scheme using the model publication scheme developed by the Information Commissioners Office
66. If either TfN or the Department receives a request for information which was either supplied by or relates to the other body, the party receiving the request shall consult the other. Where appropriate, the parties shall discuss the potential application of any Freedom of Information Act 2000 (Fol) exemption or Environmental Information Regulations 2004 exception.
67. Subject to any statutory and regulatory requirements, either party may request that commercially sensitive or otherwise confidential information provided to the other should not be disclosed.

Signed on behalf of the parties by:

Date 31 July 2018

Chief Executive, Transport for the North

Date 12 July 2018

Director General of Roads, Devolution and Motoring Group, Department for Transport

Agreement Appendix 4a

Terms of Reference of the Sponsorship Meeting

Purpose

The purpose of the regular Sponsorship Meeting is to provide a checkpoint for senior officials in DfT and TfN.

Membership

The regular Sponsorship Meeting is attended by senior managers from the key organisations involved in the Programme:

- Department for Transport
- Transport for the North

The following representatives will attend the Sponsorship Meeting.

| Organisation | Position and role | |
|--------------|--|--|
| DfT | Head of Northern and Transport for the North Engagement Team - Chair | |
| | Head of Transport for the North Sponsorship | |
| | Transport for the North Sponsorship Manager - Secretariat | |
| TfN | | |
| | Director of Road and Rail | |
| | Finance Director | |
| | | |

Others may attend by invitation for specific topics.

Role of the Sponsorship Meeting:

The meeting provides an opportunity for:

- TfN and DfT's Regions, Cities and Devolution Directorate to report progress on individual programmes;
- TfN to provide quarterly updates on actual and planned expenditure against its annual budget, including across its individual programmes (such as Northern Powerhouse Rail and Smart Ticketing) and core activities.
- TfN to provide an update on the Business Plan process (including any changes to the approved Business Plan), giving the Department appropriate opportunity to review and comments on the draft business plan when it is available;
- TfN to report any financial changes that impact on the conditions set out in the annual funding letter and provide an update on any unplanned use of TfN's financial reserves;
- TfN to update on resourcing against their baseline plans through a regular report to the sponsorship meeting, including seeking approval from the Department for any proposed individual recruitments above £150,000 per year;
- TfN to provide an update on any proposed changes to TfN's governance structure, as set out in TfN's Constitution and governance framework;
- TfN to provide an overview of recent and upcoming engagement with the Department; and
- TfN and the Department to monitor and consider risk, communications and any other issues, as determined by the Chair.

Reporting

The reports presented at this meeting provide an opportunity to monitor and report progress across work streams; and to review finance, HR, risk and any other issues as determined by the Chair. These matters will be covered in either detail or by exception, as part of the regular reporting cycle to TfN and DfT governance groups.

The Sponsorship Meeting serves as the primary route through which the working-level Liaison points in DfT and TfN raise issues for wider discussion. This may include matters relating to work streams, reporting issues, or documents to be published by TfN and the Department.

Location and Frequency of Meetings

Meetings will alternate between the offices of DfT and TfN, in London, Leeds and Manchester respectively. These will take place on a six-weekly basis.

Chair and Secretarial Services

The Chair, and responsibility for producing formal meeting notes and actions arising, will sit with DfT.

The circulation of papers will be as follows:

- Agenda and commissioning of papers – 1 week before
- Circulation of papers – 3 days before
- Minutes circulated – up to 1 week after.

Appendix 5 – TERMS OF REFERENCE OF THE PARTNERSHIP BOARD

Terms of Reference of the Partnership Board

The Transport for the North Partnership Board is a partnership made up of all the Local Transport Authorities and Local Enterprise Partnerships (LEPs) across the North of England meeting together with representatives of the Department for Transport, National Highways, Network Rail and HS2 Limited aimed at developing an ambitious, transformational pan-northern transport strategy and delivering transport improvements that will drive economic growth in the region.

Membership

- b) The Independent Chair;
- b) The Member or Substitute Member of Transport for the North of each of the Constituent Authorities;
- c) The Co-opted Member or Substitute Co-opted Member of Transport for the North of each of the Rail North Authorities;
- d) A nominated representative from each of the 11 Northern LEPs; the person appointed should not be an elected Member of any UK Local Authority.
- e) A representative from the Department for Transport;
- f) Representatives from National Highways, Network Rail and HS2 Limited; and the Transport for the North Chief Executive.
- g) The three regional TUC officers of whom only one shall attend any one meeting
- h) A representative of Disability Rights UK
- i) A representative of the Committee for Climate Change
- k) A representative of Transport Focus
- l) A representative of the Northern Chambers of Commerce
- m) A representative of the Directors of Public Health from Transport for the North's Constituent Authorities
- n) such other members as the Transport for the North Board shall appoint from time to time.

Role

The role of the Partnership Board is:

- a) To contribute to Transport for the North's effective exercise of its powers and the development and delivery of its strategy and programmes.
- b) To advise on the strategic direction, policies and priorities of Transport for the North, emerging regional transport issues and the extent to which current and proposed transport infrastructure meets the requirements of the Northern economy, industry and the wider community.
- c) To provide a forum for an exchange of views and information in relation to strategic or policy matters;
- d) To represent to Transport for the North the wider interests of business and the community;
- e) To advise Transport for the North on policies and priorities relating to transport and the effect of transport on the economy of the area of Transport for the North;
- f) To advise Transport for the North on all matters relating to transport to, from and within the area of Transport for the North;
- g) To advise on the development of the Strategic Transport Plan;

- h) To recommend to Transport for the North the adoption of the Strategic Transport Plan;
- i) To advise Transport for the North on the delivery of the proposals set out in the Strategic Transport Plan;
- j) To be consulted on content of the Transport for the North Business Plan, activity plans with significant expenditure implications and the initiation and submission of business cases.

Meetings

- a) The Partnership Board shall meet quarterly or at such intervals as the Transport for the North Board shall determine;
- b) The Partnership Board shall be chaired by an Independent Chair appointed by Transport for the North;
- c) A meeting of the Partnership Board shall be quorate if not less than 10 Members of Transport for the North, 3 Co-opted Members representing Rail North Authorities, and 5 representatives of the LEPs are present; attendance shall be in person;
- d) Decisions are expected to be made unanimously and without a vote. Where a unanimous decision cannot be reached a vote will be taken on the basis of one member one vote and a decision will be passed by a simple majority of those present and voting.

Appendix 6 – HIGHWAYS NORTH BOARD TERMS OF REFERENCE

Highways North Board Terms of Reference

Transport for the North has a wide range of interests in the work being brought forward by National Highways, across the area for which Transport for the North is the Sub-National Transport Body. Transport for the North is also actively engaged in establishing a vision for the future of transport in the area, which National Highways has a strong interest in understanding and helping to shape. The Highways North Board is intended to serve as a forum for these discussions to take place.

Role and purpose

- 1) The Highways North Board will:
 - a) Oversee and support the development by Transport for the North of a 'northern vision' for the future of the northern road network, identifying priorities between now and 2050, to shape and inform the creation of future RIS, and other competitive major road funding programmes.
 - b) Provide advice on prioritisation of schemes and help manage the political consequences if this advice is followed.
 - c) The Board will be clearly identified in the published RIS governance process. The Board's advice will feed directly in to RIS Steering Group but will be non-binding.
 - d) Have:
 - i. access to the high-level plan and key decision points for RIS2;
 - ii. access to and comment on early drafts of RIS products as relevant to Transport for the North, and with appropriate, protocols in place for sensitive information.
 - e) Where projects are taken forward under the RIS, having access to technical advice and reports.
 - f) Input into business case development for agreed northern schemes, ensuring their views are represented in the decision-making process.
 - g) Oversight of remaining work on northern strategic studies.
 - h) Oversee and support the development of any formal Transport for the North contribution to the RIS
 - i) As and when required, seek input from ORR to ensure the regulator is kept informed of the work of the Board
- 2) The remit of the Highways North Board extends beyond the development of RIS2 and the Board may produce advice and recommendations to the RIS2 working and steering groups.
- 3) The operation of the Board is intended to ensure better infrastructure for the North. The roles listed in paragraph 2 are to be exercised to better support the provision of infrastructure. Any input to formal processes and documentation will not be exercised in such a way as to place into question the committed dates set out in National Highways' delivery plan. Where there is a risk of this being the case, National Highways will make this clear to the board as early as possible.

Membership

The core membership of the group will be composed of officer representatives from Transport for the North, DfT and National Highways.

In addition to these members, further attendees from HE Major Projects and DfT Local Roads will attend upon request.

Working Practices

- 1) Secretariat functions will be provided by Transport for the North. The secretariat will be responsible for arranging meetings, preparing the agenda, circulating papers and taking minutes.
- 2) The group will meet at least quarterly but may arrange additional meetings and invites other attendees as appropriate.

Appendix 7 – RAIL NORTH PARTNERSHIP BOARD TERMS OF REFERENCE

The detailed principles of the Rail North Partnership Board are set out in paragraphs 6.1-6.13 and Schedule 2 of the DfT/Rail North Partnership Agreement.

Appendix 8 – PROTOCOL FOR THE EXERCISE OF CONCURRENT FUNCTIONS

Appendix 8 – PROTOCOL FOR THE EXERCISE OF CONCURRENT FUNCTIONS

Background

- 1) By Regulations made the 22nd January 2018 Transport for the North has been established as a Sub-national Transport Body with the following key functions.
 - a) The preparation of a Northern Transport Strategy;
 - b) The provision of advice on the North's priorities as a Statutory Partner in the Departments investment processes;
 - c) The co-ordination of regional transport activities (such as smart ticketing);
 - d) The co-management of the TransPennine Express and Northern Rail franchises.
- 2) The carrying out of these functions may entail the exercise of the functions set out in the Regulations which Transport for the North holds concurrently with the Constituent Authorities or other local authorities.

Transport for the North and the Constituent Authorities have agreed to enter into this Protocol to govern the way in which these concurrent functions will be exercised.

Protocols

- 1) Where Transport for the North has defined a project, and this has been approved by Transport for the North, the Constituent Authorities acknowledge in principle that Transport for the North shall exercise those powers and functions which it holds concurrently with the Constituent Authorities so as to enable it to carry out the project, subject to the consent provisions set out in the Transport for the North Regulations. A project shall be any defined proposal for works that is to be proposed to the Partnership Board and to the Transport for the North Board for approval.
- 2) Transport for the North agrees that where it proposes to carry out a project that requires the exercise of concurrent powers within the geographical area of one or more of the Constituent Authorities it will carry out prior consultation with any relevant Authorities including those Constituent Authorities and other Authorities over the exercise of those powers and functions, the outcome of which will be taken into account when considering whether to approve the project.
- 3) Transport for the North agrees that it will not exercise the highway powers or functions it holds concurrently with the highway or other relevant authorities without having first obtained the agreement of the authorities concerned to the exercise of those powers and functions and the manner in which they will be exercised.
- 4) Transport for the North agrees that it will request any consents required under the Regulations in relation to:
 - a) The exercise of any concurrent function or

- b) The manner in which Transport for the North proposes to exercise any concurrent function

In a timely manner, and that where practicable, this should be secured before the approval of the project.

Transport for the North will exercise its concurrent functions in such a way as to be compatible with and complementary to the exercise of these functions by the Constituent Authorities

- 5) Where either party considers that the scale and nature of a project are of a complex nature Transport for the North and the Constituent Authority or other Authority will enter into a bespoke Protocol to govern the way in which Transport for the North's activities will interact with those of the Constituent Authority or other Authority.
- 6) The parties will act in a spirit of mutual co-operation but any disagreement between Transport for the North and a Constituent Authority or other Authority about the exercise of concurrent powers and functions will be referred in the first instance to the Chief Executives of Transport for the North and the other party with a view to achieving a resolution between the parties, and in default of agreement to the Partnership Board for resolution provided always that notwithstanding any recommendations made by the Partnership Board under this provision, the consent of any Authority required under the Regulations will still be required.

Appendix 9

GOVERNANCE FRAMEWORK

1. Introduction

- 1.1 This document sets out Transport for the North's governance and high-level working arrangements and should be read in conjunction with the Transport for the North Constitution. The governance framework forms an appendix to Transport for the North's constitution but can be regarded as a free-standing document. In the case of inconsistency between the two documents, the Constitution prevails.
- 1.2 Corporate Governance is defined as the system by which Transport for the North is directed and controlled.
- 1.3 The Governance Framework:
- Establishes the control environment, by setting out the control activities to be undertaken, how they will be undertaken and who will do them; and
 - Develops the foundations for governance, review and reporting framework around the integrated organisation.
- 1.4 This document will be maintained as a working document. Feedback is encouraged and will be considered on the whole, before being incorporated where practicable.
- 1.5 This document has been prepared in conjunction with the Constitution of Transport for the North and will be maintained and updated accordingly.

2. Overview

- 2.1 These governance arrangements have been established in accordance with the Constitution of Transport for the North.
- 2.2 The Constitution outlines how Transport for the North operates, how decisions are made and the procedures which are followed in order to ensure that Transport for the North operates efficiently, effectively and in a transparent and accountable manner.
- 2.3 The benefits of an established Governance Framework include:
- Providing assurance to Transport for the North of the effectiveness and efficiency of the overall project and programme delivery;
 - The establishment of high-level working arrangements and practices; and
 - The formalisation of required reporting structures which will allow the performance of functions, projects and programmes to be monitored and measured.
- 2.4 Formal governance arrangements define:
- Lines of authority, accountability and assurance;

- Governance Bodies / Organisation;
- Frequency of meetings; and
- Terms of Reference of each.

3. Governance Framework

Terms of Reference for each body is provided below. This sets out the breakdown of governance roles, and the authorities and responsibilities of each body, in accordance with legislation.

4. Governance of Meetings

The Terms of Reference of Transport for the North Committees (described in the Constitution in Part 4 are approved by Transport for the North at a Full Meeting of its Members and will be reviewed as part of the annual review of the Constitution. The Terms of Reference of other officer meetings are approved by the Operations Board (OBT).

All meetings of Transport for the North's Boards or Committees which may influence the outcome of a specification, evaluation or procurement should record the Declarations of Interests of attendees at the outset of the meeting.

5. Transport for the North Members' Bodies

Section 5 describes those committees which are primarily member bodies.

5.1 Transport for the North

The Transport for the North Board

| Entity | The Transport for the North Board |
|---|--|
| Members and Co-opted Members | Constituent Authority and Rail North Authorities Elected Mayors/Leaders/Chairs or Member with Responsibility for Transport or Substitute Members and the Chair of the Partnership Board and any other Co-opted Members |
| In attendance | Head of Legal as Secretary (Monitoring Officer) Transport for the North Chief Executive and Finance Director Any other person at the invitation of the Transport for the North Board |
| Establishment Transport for the North was established as a corporate body on 1 April 2018. A meeting of all of the Members of Transport for the North is referred to in this document as the Transport for the North Board. | |
| Composition | |

A meeting of the Transport for the North Board shall be quorate where ten or more Voting Members are present who together hold more than 50% of the weighted voting rights.

Meeting Frequency

Quarterly or at such intervals as the Transport for the North Board may decide, but not less than four times per year.

Authority and Responsibilities

The Transport for the North Board is the ultimate decision-making body within Transport for the North and is responsible for the exercise of all Transport for the North powers.

The Transport for the North Board may delegate its powers to a Committee or any of its officers (to the extent that officer is properly able to exercise that delegation), except:

- (i) Adopting and changing the Constitution (with the exception of the authority granted in paragraphs 13.5 and 18.10 of the Constitution to the Monitoring Officer to make administrative amendments);
- (ii) The adoption, approval, amendment, modification, revision, variation, withdrawal or revocation of a Transport Strategy under section 102I of the Local Transport Act 2008;
- (iii) The approval of the Transport for the North business plan and budget;
- (iv) The approval of the report of the Chief Executive setting out proposals for the co-ordination of Transport for the North's functions, the numbers and grades of staff required and the organisation, appointment, and management of staff;
- (v) The determination of collective terms and conditions of staff.
- (vi) Subject to the provisions of Clause 22 of this Constitution, the designation of officers as the Head of Paid Service, Monitoring Officer and Finance Director
- (vii) The approval of payments to officers in excess of £150,000.

The Transport for the North Board approves a detailed revenue and capital budget each year and subsequently quarterly budget revisions.

Transport for the North has the statutory functions set out in the Statutory Instrument made on 22nd January 2018 creating Transport for the North as a Sub-National Transport Body (the Statutory Instrument) within the meaning of the Local Transport Act 2008.

Transport for the North exercises the role and functions of Rail North Limited and through a Partnership Agreement with the Secretary of State for Transport will exercise management functions in relation to the Trans Pennine Express and Northern Franchise Agreements.

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| <p>The Transport for the North Board approves the Statement of Accounts and Annual Governance Statement.</p> <p>The Transport for the North Board may at any time appoint such committees as it thinks fit or dissolve or alter the membership of any such committee.</p> <p>The Transport for the North Board may co-opt any person as Co-opted Member of the Board provided all the voting Members of the Board agree to do so</p> |
|--|

5.2 Audit and Governance Committee Terms of Reference

| Entity | Audit and Governance Committee |
|--|--|
| Members | <p>Member (Chair)</p> <p>6 Members drawn from the elected membership of the Constituent Authorities</p> <p>4 co-opted Independent Members to be recruited to supply required specialist skills</p> |
| In Attendance | <p>Finance Director</p> <p>The Head of Legal as Secretary (Monitoring Officer)</p> <p>A representative of DfT</p> <p>Any other person at the invitation of the Committee or the Statutory Officers</p> |
| <p>Establishment</p> <p>The Audit and Governance Committee will be established as a committee of the Transport for the North Board in accordance with the Transport for the North Constitution. It has the following purposes:</p> <ul style="list-style-type: none"> (i) assisting the Transport for the North Board in meeting its responsibilities in relation to the integrity of Transport for the North's financial reporting, including the effectiveness of the internal control and risk management systems; (ii) monitoring the effectiveness and objectivity of internal and external auditors; and (iii) assisting the Transport for the North Board in providing leadership, direction and oversight of the overall risk appetite and risk management strategy. <p>Membership</p> <p>The Members of the Audit and Governance Committee are the Members of the Transport for the North Board appointed to the Committee and the Independent Members co-opted to the Committee by the Transport for the North Board in accordance with [the powers granted to Transport for the North under the Statutory instrument.</p> <p>Meetings</p> | |

The Audit and Governance Committee shall meet quarterly or at such intervals as the Chair may decide.

A meeting shall be quorate where three Members of whom at least two are Members of the Constituent Authorities are present.

The Committee may invite any individual, whether internal or external, to attend all or part of any meeting in whatever capacity as the Chair of the Committee deems appropriate in order to assist the Committee in its duties.

The Committee will meet privately with the external auditor at least once a year, without the presence of Transport for the North Officers.

The Head of Legal, or a delegate, will attend each meeting as Secretary.

The Committee shall meet quarterly or at such intervals as the Chair may decide.

Authorities and Responsibilities

The Audit and Governance Committee will advise the Transport for the North Board on the matters set out below:

- (i) financial reporting, internal control, and audit processes; and
- (ii) advising the Transport for the North Board on the risk exposures of Transport for the North, reviewing Transport for the North's risk management framework, and monitoring its effectiveness and adherence to the risk policies.

Risk Management

Independently monitoring and assessing the adequacy and effectiveness of the risk management framework, with particular focus on:

- (i) the risk management strategy for managing key risks;
- (ii) risk ownership, accountability, and the development of mitigating actions;
- (iii) the alignment of internal audit and other assurance planning through a risk-based approach to auditing; and
- (iv) receiving reports from management on the adequacy and effectiveness of the internal control and risk management framework.

Financial Control Framework

Advise the Finance Director in respect of the Annual Governance Statement to be incorporated within the Annual Reports and Accounts.

Consider the robustness of financial controls, including the financial reporting process; the accounting policies; and the Annual Statement of Accounts of Transport for the North, to ensure that published financial information has

integrity; is balanced; and is transparent; and also seeking to ensure assets are safeguarded against fraud and irregularity.

Considering, (in the absence of management if appropriate), sensitive audit findings and matters which the internal and external auditors may wish to raise and to report, if appropriate, to the Board with any recommendations for improvements.

Seek assurances regarding the adequacy and effectiveness of Transport for the North's arrangements to satisfy the requirements of the [CIPFA/SOLACE] framework of corporate governance.

Internal Audit

Will consider and advise the Board annually on the adequacy of the rolling work plans for internal audit and ensure that the work plans link appropriately to those of the external auditors and other assurance providers.

At each meeting will receive a report from the Internal Audit Representative which will include:

- (i) progress made on delivery of the audit plan;
- (ii) any proposed changes to the annual audit plan;
- (iii) key findings arising from Internal Audit and, where appropriate, compliance work;
- (iv) the timeliness and suitability of management responses to audit recommendations; progress made in implementing Internal Audit recommendations; and
- (v) any significant resourcing issues affecting the delivery of Internal Audit objectives.

Will discuss with the Internal Audit Representative, as appropriate, any issue relating to their report, in the absence of management where necessary. The Committee may also direct Internal Audit to carry out work in any area where it believes further assurance is required.

Will ensure the Internal Audit function is adequately resourced and has the necessary experience, skills, independence, and appropriate standing within the organisation. Will conduct an annual review of the effectiveness of internal audit; this should include consideration of the effectiveness of any internal audit services provided by third parties.

The Committee may invite to meetings those Functional Leads responsible for internal audit recommendations to explain the reasons for agreed timescales not being met or in instances where Internal Audit are not satisfied that action taken has addressed the risk appropriately.

External Audit

To review progress reports, to be provided at each meeting, from the External Auditors on work that they are performing including both interim and annual accounts audits, value for money exercises and other reviews.

To oversee Transport for the North's relations with the external auditor.

To consider and make recommendations on the appointment, reappointment and removal of the external auditor as far as the Audit Commission's rules permit.

To approve the terms of engagement and remuneration to be paid to the external auditor.

To assess the qualification, expertise and resources, effectiveness and independence of the external auditors annually.

To discuss with the external auditor, before the audit commences, the nature and scope of the audit.

To review with the external auditors, the findings of their work, including any major issues that arise during the course of their audit that have subsequently been resolved and any issues that remain unresolved; key accounting and audit judgements; and any errors identified during the audit, obtaining explanations from management and where necessary, the external auditors, as to why certain errors might remain unadjusted.

To review the audit representation letters before consideration by the Transport for the North Board, giving particular consideration to matters that relate to "non-standard" issues.

To assess at the end of the audit cycle, the effectiveness of the audit process, by reviewing whether the external auditor has delivered against the agreed audit plan and understanding the reasons for any changes, including changes in perceived audit risks and the work undertaken by the external auditors to assess those risks.

To consider the robustness and perceptiveness of the auditors in their handling of the key accounting and audit judgements identified and in responding to questions from the Audit and Governance Committee, and in their commentary, where appropriate on the systems of internal control.

To obtain feedback about the conduct of the audit from key individuals involved in the process; and

To review the annual Audit Letter to assess whether it is based on a good understanding of the company's business and establish whether recommendations have been acted upon.

Compliance with laws and regulations

The Audit and Governance Committee is responsible for:

- (i) Reviewing the effectiveness of the system for monitoring compliance with laws and regulations and advising on the adequacy of Transport for the North's counter-fraud policies and procedures and ensuring that arrangements are in place by which staff may, in confidence, raise concerns about any potential improprieties.
- (ii) Receiving reports of management's investigations and any action taken in respect of any fraudulent act or non-compliance with laws and regulations.

Governance and Support

Minutes of the meetings shall be taken and reported to the Transport for the North Board.

The Committee will undertake an annual review of its own performance and review its Terms of Reference, recommending any changes it considers necessary to the Transport for the North Board for approval.

Appropriate and timely training will be available, both in the form of an induction programme for new Members and on an ongoing basis for all Members.

5.3 Scrutiny Committee Terms of Reference

| | |
|---|--|
| Entity | Transport for the North Scrutiny Committee |
| Members | Constituent Authority Representatives |
| In attendance | Any other person at the invitation of the Transport for the North Scrutiny Committee |
| Authorities and Responsibilities <p>These arrangements have been established to act as a focus for the scrutiny and challenge of the Transport for the North Board and to investigate matters of strategic importance to the combined administrative area covered by the constituent authorities.</p> <p>The role of these arrangements will include monitoring and to make recommendations for improvement and/or changes on:</p> <ul style="list-style-type: none"> (i) The decisions of Transport for the North; (ii) The decisions of Transport for the North which are taken by Transport for the North in accordance with the delegations set out in Part X Section XI of the Constitution; (iii) Making reports or recommendations to Transport for the North with respect to the discharge of the functions of Transport for the North; | |

- (iv) Making reports and recommendations on transport matters that affect the area of Transport for the North or the inhabitants of the area.
- (v) Making recommendations to Transport for the North in advance of any decisions that Transport for the North proposes to take.

In order to discharge these responsibilities, the Scrutiny Committee has the power:

- (i) To review and scrutinise decisions made, or other action taken by Transport for the North;
- (ii) To make reports or recommendations with respect to the discharge of the functions of Transport for the North;
- (iii) To make reports or recommendations on transport matters that affect the area of Transport for the North or inhabitants of the area;
- (iv) To require members or officers of Transport for the North to attend meetings of the Committee to answer questions;
- (v) To invite other persons to attend meetings of the Committee.
- (vi) To make recommendations to the Transport for the North Board in advance of any decision that the Transport for the North Board proposes to take.

Key Principles for the Operation of the Scrutiny Committee

The Constituent Authorities will work together to maximise the exchange of information and views, to minimise bureaucracy and make best use of the time of members and officers of other bodies or agencies.

- (i) Members of the Scrutiny Committee will, when considering reviews, determine whether the issue is more appropriately dealt with by one of the constituent councils or elsewhere and will not duplicate the work of existing bodies or agencies.
- (ii) Subject to prior consultation, the Constituent Authorities will respond positively to requests for information, or for the attendance of a Member or officer at any meetings set up under these arrangements.
- (iii) It is for each Constituent Authority to decide who it considers the most appropriate person(s) to speak on its behalf at any meetings set up under these arrangements.

Scrutiny Panels

The first annual meeting of members of the Scrutiny Committee will establish Scrutiny Panels to undertake agreed scrutiny reviews.

Membership of the Scrutiny Panels will be determined at the annual or any other meeting of the Committee.

Scrutiny Panels established shall include representatives from at least 5 of the Constituent Authorities.

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| <p>Each Scrutiny Panel shall appoint a Chair and Vice Chair from amongst its members.</p> <p>Scrutiny Panels established under this protocol must be appointed to carry out specific scrutiny tasks and be time limited. Their continuation will be subject to confirmation at each annual meeting of the Scrutiny Committee.</p> <p>Different approaches to scrutiny reviews may be taken in each case but members will seek to act in an inclusive manner and will take evidence from a wide range of opinion.</p> <p>The primary objective of any Scrutiny Panel established under these arrangements will be to reach consensus on its recommendations, but where a minimum number of 2 members express an alternative to the majority view, they will be permitted to produce a minority report.</p> <p>Voting, if needed, will be by a show of hands and a simple majority will be required to approve any recommendation.</p> <p>The Scrutiny Panels will meet as appropriate for the scope of scrutiny required.</p> <p>Budget and Administration</p> <p>The Scrutiny Budget will be agreed as part of Transport for the North's annual budgetary processes.</p> <p>The budget will be required to meet all officer support to the scrutiny arrangements, including research support.</p> <p>The decisions and recommendations of any Scrutiny Panels set up under these arrangements will be communicated to Transport for the North, and other Scrutiny Committee members as soon as possible after resolution by those appointed to any such Scrutiny Panel.</p> <p>Any external expenditure shall be procured and managed through and in accordance with Transport for the North's adopted financial processes.</p> |
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5.4 Transport for the North Partnership Board Terms of Reference

| Entity | Transport for the North Partnership Board |
|---------|--|
| Members | <p>Independent Chair;</p> <p>Constituent Authority leaders / elected mayors;</p> <p>Representatives from each of the 11 Northern LEPs;</p> <p>A representative from the Department for Transport;</p> <p>Representatives from National Highways, Network Rail and HS2 Limited; Regional TUC, Disability UK, Committee for Climate Change, Transport Focus and Transport for the North Chief Executive.</p> |

| | |
|---|---|
| In attendance | Transport for the North Finance Director, HR and Mobilisation Director, Portfolio Director, Strategy Director, Monitoring Officer (Secretary) and any other person at the invitation of the Transport for the North Partnership Board |
| <p>Establishment</p> <p>The Transport for the North Partnership Board was established in accordance with the provisions of the Order to advise Transport for the North on matters relating to transport to, from and within Transport for the North's area and to provide a consultative forum for Transport for the North Members in the development of Transport for the North's Strategy and programmes.</p> <p>Composition</p> <p>The Transport for the North Members Board will appoint an Independent Chair of the Partnership Board who will become a co-opted member of the Transport for the North Members Board.</p> <p>The role of the Chair shall be to:</p> <ul style="list-style-type: none"> • chair the Partnership Board ensuring a strong partnership is maintained across the North • lead discussions between Transport for the North and the Secretary of State • represent Transport for the North in the media, and • be an advocate for Transport for the North with the business community and wider public. <p>The position of Chair of the Partnership Board is a remunerated position</p> <p>If the Chair is not present, an alternative Chair shall be elected by and from the Partnership Board members.</p> <p>Meeting Frequency</p> <p>Quarterly or at such intervals as the Transport for the North Board may decide and agree with the Partnership Board. Attendance shall be in person.</p> <p>Role and Function</p> <p>The role of the Partnership Board is:</p> <ul style="list-style-type: none"> • To contribute to Transport for the North's effective exercise of its powers and the development and delivery of its Strategy and programmes; • To advise on the strategic direction, policies and priorities of Transport for the North, emerging regional transport issues and the extent to which current and proposed transport infrastructure meets the requirements of the Northern economy, industry and the wider community; | |

- To provide a forum for an exchange of views and information in relation to strategic or policy matters;
- To represent to Transport for the North the wider interests of the business community;
- To advise Transport for the North on policies and priorities relating to transport and the effect of transport on the economy of the area of Transport for the North;
- To advise Transport for the North on all matters relating to transport to, from and within the area of Transport for the North;
- To advise on the development of the Strategic Transport Plan;
- To recommend to Transport for the North the adoption of the Strategic Transport Plan;
- To advise Transport for the North on the delivery of the proposals set out in the Strategic Transport Plan;
- To be consulted on content of the Transport for the North Business Plan, activity plans with significant expenditure implications and the initiation and submission of business cases.

6. Transport for the North Officer Bodies

6.1 Section 6 describes those bodies which consist of Transport for the North officers and officers representing the Constituent Authorities and other organisations.

6.2 Transport for the North Executive Board Terms of Reference

| Entity | Transport for the North Executive Board |
|---|---|
| Members | Chief Executives or nominated representatives from Constituent Authorities. A representative from the Department for Transport. Representatives from National Highways, Network Rail and HS2. Transport for the North Chief Executive. |
| In attendance | Transport for the North's Finance Director and any other person at the invitation of the Executive Board. |
| Establishment The Transport for the North Executive Board will be established to provide a consultative forum for Transport for the North Officers in the development or delivery of programmes and activity required to deliver the objectives of Transport for the North as set out in its Business Plan and varied by the Transport for the North Board from time to time. The Executive Board should reflect the priorities of both private and public-sector organisations within the North. It is the responsibility of the representatives of the Constituent Authorities to ensure that the views of the private sector in their locality are represented. | |

Composition

The Board will elect a Chair from one of its Constituent Authority members.

If the Chair is not present an alternative Chair will be elected by and from the Constituent Authority members.

Meeting frequency

Monthly, or at such intervals as the Executive Board may decide. Attendance may be in person or via teleconference.

Role and Function

The primary objective of the Executive Board is to contribute to Transport for the North's effective exercise of its powers and the delivery of its objectives as set out in the Transport for the North business plan.

This might include , but not be limited to, the strategic direction, policies and priorities for Transport for the North; emerging regional transport issues and the extent to which current and proposed transport infrastructure meets the requirements of the Northern economy, industry and the wider community.

The Executive Board is to:

- (i) Provide a forum for an exchange of views and information in relation to strategic or policy matters;
- (ii) Provide an environment for Transport for the North officers and Constituent Authority representatives to discuss/share strategic information on matters impacting on the objectives of Transport for the North;
- (iii) Provide leadership, information and advice that informs Transport for the North on the transport priorities of the North; and
- (iv) Review the effectiveness of the flow of information to and from the Constituent Authorities and provide advice to Transport for the North regarding improvements as appropriate.

The Executive Board will receive a monthly operating report covering the activities of Transport for the North.

The Executive Board will normally be consulted on all papers that are intended to be submitted for consideration by the Transport for the North Board.

The Executive Board will be consulted on content of the Transport for the North Business Plan, activity plans with significant expenditure implications, the preparation of business cases, and on all revenue expenditure proposals in excess of the EU threshold

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| <p>The Executive Board may refer any item to the Transport for the North Operating Board (OBT) for consideration.</p> <p>To ensure the Executive Board remains effective the Terms of Reference should be reviewed on an annual basis.</p> |
|--|

6.3 Transport for the North Operating Board Terms of Reference

| Entity | Operations Board (OBT) |
|--|---|
| Members | <p>Chief Executive (Chair)</p> <p>Finance Director</p> <p>Head of Legal (Monitoring Officer)</p> <p>Other Officers invited to attend by the Chief Executive</p> |
| <p>Establishment</p> <p>The Operations Board (OBT) was established as a meeting of the Chief Officers to consider proposals and facilitate the effective management of Transport for the North.</p> <p>Composition</p> <p>The Chief Executive shall chair the meeting. Statutory Officers may nominate a deputy to attend on their behalf as required. Note decisions can only be taken by Officers with a formal delegation either from Transport for the North or from a Chief Officer with delegated authority.</p> <p>Proposing Officers (lead authors of submissions to meetings) and subject matter experts may be invited to attend by any Member of the Operations Board.</p> <p>Meeting Frequency</p> <p>Monthly or at such intervals as the Chair may decide.</p> <p>Authorities and Responsibilities</p> <p>General Business</p> <p>Assume responsibility for the day-to-day management of Transport for the North.</p> <p>Approve corporate policies.</p> <p>Co-ordinate Transport for the North's business planning and performance management processes and, in particular:</p> | |

- (i) To monitor key performance indicators and the priority tasks being undertaken and report key performance indicators and the priority tasks to the Transport for the North Board.
- (ii) To approve the Transport for the North Business Plan and Budget for submission to the Transport for the North Board.

Approve the submission of functional strategies to the Transport for the North Board.

Approve any changes in the staffing structure/establishment (if within the scheme of delegation). Note significant changes to the establishment would need to go to Transport for the North Members' Board for approval

Implement the risk management strategy, ensuring ownership and the active management of risk and the reporting of significant risks.

Approve the issue of reports to the Transport for the North Board, subject to the responsibilities of the Statutory Officers.

Manage and approve process for external communications and engagement.

Approve the appointment of Transport for the North officer representatives to outside bodies.

Approve the cessation of an activity that was previously approved to proceed by the Operations Board (OBT).

Approve business cases for submission to DfT or other central government departments.

HR matters will be managed via the HR Committee, as set out in section 6.4 below.

Approve the internal audit plan.

At least once per year, review Transport for the North's governance arrangements to ensure that these remain appropriate to Transport for the North's objectives and make changes/recommend changes to the Transport for the North Board as required.

Capital Programme

Monitor the progress of capital programmes and associated projects with respect to funding and schedule parameters and review performance indicator data.

Ensure that overall programmes are managed to budget, time and quality and focused on the successful delivery of identified benefits.

Monitor and direct common matters between programmes and direct the activities of Programme Boards as required.

Financial Matters

Be responsible for the following financial matters:

- i) Monitoring of capital expenditure and revenue income and expenditure.
- ii) Subject in all cases to compliance with the Transport for the North Contracts and Procurement Rules and the Transport for the North Financial Regulations, approval of capital expenditure items subject to the limits prescribed within the Schedule of Approvals at Appendix 10], provided that:
 - the relevant capital scheme has previously been approved by the Transport for the North Board; and
 - the item is within the approved capital budget for the scheme.
- iii) Subject in all cases to compliance with the Transport for the North Contracts and Procurement Rules and the Transport for the North Financial Regulations, approval of revenue expenditure items and purchasing and contractual approvals subject to the limits prescribed within the Schedule of Approvals at Appendix 10, provided that:
 - the expenditure is explicitly identified within a budget previously approved by the Transport for the North Board; and
 - the item is within the approved budget for the scheme.
- iv) Approving the waiving of the Contracts and Procurement Rules at Appendix C (subject to the limited delegation to the Finance Director to approve a waiver where the value is below the limit set out in the Scheme of Delegation).

Monitor the performance of marketing and other commercial activity.

6.4 Transport for the North Human Resources Committee Terms of Reference

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|---|--|
| Entity | Transport for the North Human Resources Committee |
| Members | Chief Executive Finance Director Head of Human Resources Other Officers as invited by the Chief Executive |
| Establishment The Transport for the North Human Resources Committee was established by the Chief Officers as a sub-committee of Transport for the North's Operating Board (OBT). The Committee is responsible to OBT for considering, approving and monitoring human resource policies, procedures and practice including recruitment, movement and organisation of employees and the conduct of all Officers. | |

Meeting frequency

At such intervals as the HR Committee Members may decide. Attendance may be in person or via teleconference.

Role and Function

The primary objective of the Human Resources Committee is to consider and specifically approve:

- a) organisational change and structure
- b) human resources planning and utilisation
- c) workforce development
- d) motivational and welfare issues
- e) Equality & diversity issues
- f) employment policies, procedures and practices, inclusive of any Code of Conduct issues
- g) employment legislation
- h) job evaluation
- i) employee terms and conditions
- j) industrial relations framework

The Human Resources Committee may refer any item to the Transport for the North Operating Board for consideration.

To ensure the Human Resources Committee remains effective the Terms of Reference should be reviewed on an annual basis.

Reporting Arrangements:

Actions taken by the Human Resources Committee will be reported to the OBT.

As appropriate, the OBT and / or the Transport for the North Board will be consulted prior to decisions being made which may have more wide-ranging impact. Equally, on issues that require it, consultation will be held with the Transport for the North's Employee Representatives (Employee Forum), utilising the normal communication channels.

Appendix 10 – SCHEDULE OF APPROVALS

| Category | Functional Lead | Operations Board | Executive Board | TfN Members Board |
|--|--|------------------|-----------------|--|
| 1. Approval of Business Plan and Capital and Revenue Budgets | Preparation coordinated by Finance Director | - | Consultation | Approval |
| 2. Virement between heads of expenditure within revenue budgets | <p>Director approval for both the receiving and transmitting budgets up to £100,000</p> <p>All amounts up to £25,000 require approval by Financial Accountant.</p> <p>All amounts of £25,000 or more also require approval by Finance Director.</p> <p>CEO to provide final approval on all virements of £100,000 or more.</p> | - | - | <p>Will be provided with a budget revision each quarter.</p> <p>Budget Virements between revisions will be reported in the Quarterly Operating Report.</p> |
| 3. Approval of release of contingency (not including financial reserves) | <p>Director approval for the release budgeted contingency.</p> <p>All amounts up to £25,000 require approval by Financial Accountant.</p> <p>All amounts of £25,000 or more require approval by Finance Director.</p> | - | - | - |
| 4. Approval of release of financial reserves | Finance Director and Chief Executive to approve non- | - | - | Members to be informed of non- |

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| (supplemental estimates resourced from reserves) | budgeted draws on reserves | | | budgeted draws on reserves. |
| 5. Approval to commission budgeted works, goods and services from TfN Core funding . | Up to £50,000 requires formal approval by the budget holder and Procurement Manager. All amounts of £50,000 or more require in addition functional Director, Finance Director and CEO approval. | - | Consulted on all amounts more than the OJEU limit. | Prior approval of Scope / remit required for contracts more than £1,000,000. |
| 6. Approval to award contracts for which appropriate commissioned approvals exist for the supply of works, good and services from TfN Core funding . | Up to £50,000 requires formal budget holder and Procurement Manager approval. All amounts of £50,000 or more require in addition functional Director and Finance Director approval. All amounts greater than above the OJEU limit also require CEO approval. | Contracts above the OJEU limit where the intention is to appoint via single source. | Consulted for contracts above the OJEU limit where the intention is to appoint via single source. | - |
| 7. Approval to submit business cases to access capital funding | Up to £1,000,000 to require approval from the functional Director, the Finance Director and CEO. | All amounts of £1,000,000 or more. | Consulted on all business case submissions. | Prior approval of Scope / remit required for Business case applying for greater than £5,000,000. |
| 8. Agree terms of funding agreements with DfT / other. | Up to £5,000,000 to include the Finance Director. | - | - | - |

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| | All amounts of £5,000,000 or more to include the CEO. | | | |
| 9. Approval to commission works, goods and services for Programme /Capital items with business case approval / funding approval. NB – these will be subject to funding conditions. | <p>Up to the OJEU limit requires formal budget holder and Procurement Manager approval.</p> <p>All amounts at or more than the OJEU limit in addition require functional Director and Finance Director approval.</p> <p>All amounts of £1,000,000 or more also require CEO approval.</p> | Greater than £2,000,000 | Consulted on all amounts more than £2,000,000 | Actual capital expenditure to be reported against budget in Quarterly reporting. |
| 10. Approval to award contracts for which appropriate commissioned approvals exist for the supply of Programme / Capital works (potentially including goods and services) | <p>Up to the OJEU limit requires formal budget holder and Procurement Manager approval.</p> <p>All amounts equal to or greater than the OJEU limit also require approval from the functional director, the Finance Director and the CEO.</p> | Contracts above the OJEU limit where the intention is to appoint via single source. | Consulted for contracts above the OJEU limit where the intention is to appoint via single source. | - |
| 11. Contract cost over-runs to any contracts already awarded (subject to compliance with legislation, and commissioning and procurement regulations). | <p>Up to the OJEU limit requires formal budget holder and Procurement Manager approval.</p> <p>All amounts equal to or greater than the OJEU limit also require approval from the functional director, Finance Director and CEO.</p> | Greater than £500,000 | Consulted on all amounts more than £500,000. | All changes to contracts that result in an increase in expenditure of over £30,000 are to be reported to TfN Members Board. |

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| 12. Contract scope changes to contracts for budgeted works, goods and services from TfN Core funding (subject to compliance with legislation, and commissioning and procurement regulations). | Up to £50,000 requires formal budget holder and Procurement Manager approval. All amounts equal to or greater than £50,000 also require approval from the functional director, the Finance Director and the CEO. | Greater than the OJEU limit | Consulted on all amounts more than the OJEU limit | Prior approval of Scope / remit required for scope changes to contracts where the total aggregate value is more than £1,000,000. |
| 13. Contract scope changes to contracts for the supply of budgeted Programme / Capital items with business case approval / funding approval. NB – these will be subject to funding conditions. (subject to compliance with legislation, and commissioning and procurement regulations). | Up to the OJEU limit requires formal budget holder and Procurement Manager approval. All amounts equal to or greater than the OJEU limit also require approval from the functional director and Finance Director. All amounts of £1,000,000 or more also require CEO approval. | Greater than £2,000,000 | Consulted on all amounts more than £2,000,000. | - |
| 14. Grant Awards to third parties (Prior approval of the intention to disburse grant required) | Up to £200,000 to include functional Director, Finance Director and CEO. | All amounts of £200,000 or more. | Consulted on all grants. | - |
| 15. Bidding for Grants from DfT or other bodies | Thematic directors to manage the development of bids. Finance Director to formally approve all bids following | For bids for Grants of £1,000,000 or more. | Consulted on all Grant Bids | Prior approval for bids for more than £5,000,000. All grant bids to be |

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| | <p>endorsement by the thematic Director.</p> <p>CEO to approve all Grant bids up to £1,000,000.</p> | | | reported quarterly. |
| 16. Approval of Suppliers | Procurement Manager, with engagement with the Financial Accountant where appropriate for credit checks. | - | - | - |
| 17. Purchases below £1,000 | <p>Budget holder approval in accordance with relevant policies (including travel and expenses).</p> <p>If purchase is a call off from an existing contract, a copy of the agreed price is required.</p> <p>If the purchase is from a new supplier, 3 written quotes are required obtained by TfN officer.</p> | - | - | - |
| 18. Purchases likely to be £1,000 or more but below £10,000 | Three written quotes obtained by TfN officer, approved by budget holder and Procurement Manager. | - | - | - |
| 19. Purchases likely to be £10,000 or more but below £50,000. | Three written quotations obtained by Procurement Manager, approved by budget holder. | - | - | - |
| 20. Purchases likely to be | Formal competition managed by | - | - | - |

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| £50,000 or more but below OJEU threshold. | Procurement Manager in consultation with Budget Holder. | | | |
| 21. Purchases likely to exceed the OJEU limit or relevant procurement thresholds. | Formal competition managed by Procurement Manager in consultation with Budget Holder. | See (5) and (9) above. | See (5) and (9) above. | - |
| 22. Disposal of assets (Values based upon the market value of the assets pre-disposal). | All amounts up to £50,000 require the approval of the Finance Director. All amounts of £25,000 or more also require the approval of the CEO. | All amounts of £50,000 or more, or where the most economically advantageous sale is not proposed. | To be consulted on all amounts of £50,000 or more, or where the most economically advantageous sale is not proposed. | To be informed of asset disposals in Quarterly Operating Report. |
| 23. Write-off of assets, including bad debts | All amounts up to £500,000 require the approval of the Finance Director. All amounts of £250,000 or more also require the approval of the CEO. | All amounts of £500,000 or more. | To be consulted on all amounts of £500,000 or more. | To be informed of asset disposals in Quarterly Operating Report. |
| 24. Acquisition of any interest in land (including freehold transfers, contracts for leases or leases on property) or leases of equipment of any form. | All amounts up to £500,000 require approval by the Finance Director. All amounts of £250,000 or more also require the approval of the CEO. | All amounts of £500,000 or more. | To be consulted on all amounts of £500,000 or more. | To be informed of the acquisition / lease of property or the lease of equipment in the Quarterly Operating Report. |
| 25. New (or changes to existing) bank and investment accounts or terms of service. | All such changes require the approval of the Finance Director | Any substantive changes to banking arrangements. | - | To be informed of any substantive changes to banking |

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| | | | | arrangements in the Quarterly Operating Report. |
| 26. Treasury Strategy Review / sign-off/ in-year amendments. | Finance Director | - | To be consulted. | To approve the Annual Treasury Management Strategy. To approve substantive in-year changes to Treasury Management strategy that can be considered in a timely manner. |
| 27. Short term investment of excess funds | Cash management protocols agreed through a Treasury Management Practices document. Finance Director approval is required for any investment that is for three months or less with a value is £5,000,000 or less. For any investment with a longer duration or greater value, the approval of the CEO is also required. | - | - | - |
| 28. Payments from TfN bank accounts | Up to £50,000 – any two authorised signatories All amounts of £50,000 or more – the Finance Director | - | - | - |

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| | and one other authorised signatory. | | | |
| 29. Legal, Financial consultancy / advisory, or IT expenditure of any type. | Subject to normal approval limits but must be approved by the relevant Directorate head (ie Monitoring Officer, Finance Director, IT Manager etc). | - | - | - |

Notes to the table of Authority

- 1) For the avoidance of doubt, all values referred to exclude VAT.
- 2) References to the OJEU limit should be taken to mean the OJEU limit (or equivalent) at the point in time that the activity is taking place.
- 3) Unless stated otherwise, the authority of budget holders is limited to decisions affecting their own cost centre. Decisions impacting on multiple cost centres must be taken jointly, via the Operations Board.
- 4) Membership of the TfN Operations and Executive Boards are included in the TfN Governance Framework.
- 5) Procurement of any type, whether capital or revenue in nature is subject to the provisions of the Contracts and Procurement Rules contained within this Constitution
- 6) Formal Monitoring Officer advice must be sought for certain procurements per 29.5 of the Constitution.

Appendix 11- Terms of Reference of NERMU

Extract from the Report on North East Rail Management of 8 February 2016 to the Rail North Partnership Board

- 1.1 However, the dialogue with the North East Authorities has identified a way forward that will support the establishment of a North East Rail Management Unit as a guiding mind in engaging with the new Northern Franchisee and delivering greater local accountability for service performance and quality for the North East regional route network.
- 1.2 RNP will retain 'ownership' of the relationship with the Northern Franchisee, and be solely responsible for franchise management, change management, compliance and enforcement. The North East Rail Management Unit will assume 'ownership' of the relationship with the Northern Franchise Business Unit for the North East and its Regional Director and will lead in the following areas:
- Oversight of the Franchise Business Unit's operational and financial performance through monthly meetings with the Northern's Regional Director, lead on the monitoring of the North East Franchise Business Unit in terms of performance and service quality
 - Lead Oversight and influence Guide regional stakeholder interfaces with the Regional Franchise Business Unit including franchise obligations to consult and cooperate with North East Authorities on areas such as integrated transport, ticketing, concessionary travel, marketing, branding etc
 - Support and influence the development of local investment schemes required by the Franchise Agreement including station investment and service developments
 - Develop bi-lateral commercial arrangements, joint investment schemes or joint feasibility studies for service or infrastructure developments that are not covered by the Franchise Agreement.
 - In addition to the responsibilities in relation to the Northern franchise, the North East authorities intend to utilise the RBU resource and governance structure to develop closer links between local authorities, the Northern Franchisee, local communities and the private sector. These links will inform local transport policy and allow closer integration between local rail services and other forms of public transport.
- 1.3 The RNP Commercial Manager for the Northern Franchise will support the Rail Management Unit in escalating issues and concerns through the formal franchise management process. RNP will also support the Rail Management Unit in developing and delivering amendments, derogations or changes to the Franchise Agreement that are recommended to improve local delivery of services in the North East, subject to an agreed business case and funding approval by the RNP Strategic Board.

Appendix 12

Terms of Reference of NWRPB

Extract from “North-West Regional Business Unit – The Case for Change, Roles and Responsibilities of Implementation” reported to Rail North Committee 22 February 2023

Proposed roles and responsibilities

- 1.1 The roles and responsibilities for the NWRBU have been developed in a series of collaborative workshops with officials from the authorities that are proposed members of the NWRBU. There has been positive reception all round and a strong commitment from LTAs in the North-West to proceed with the establishment of the RBU.
- 1.2 It should be noted that in formulating the role for the NWRBU, the key principle has been that there are no changes to the risk, responsibilities or accountabilities for the way rail services are governed in the North of England. All NWRBU are members of the Franchise Management Agreement and are represented via three TfN appointed members on the RNP board. The NWRBU is designed to support TfN and the RNP in executing their formal duties and close partnership working with both organisations is envisioned. The NWRBU will only advise on matters relevant to their geographical area.
- 1.3 It is also intended that NWRBU should be ‘future-proofed’ to evolve into alternative partnership arrangements, especially as part of the ongoing Rail Reform and Devolution agendas.
- 1.4 The role is proposed across the following areas set out below including supporting franchise management of rail services and supporting the development of rail infrastructure. The NWRBU will work with TfN to refine and evolve ways of working together utilising existing structures.
- 1.5 Support TfN on infrastructure:
 - 1.5.1 Provide advice to TfN (relevant to the NWRBU area) to support its statutory partner role on infrastructure (priorities, schemes and projects), including data, technical studies, evidence-based advice and local / regional consultations. Work collaboratively with TfN to provide advice that can maximise potential for the NW region. For example, replicating / formalising a role for NWRBU similar to TfGM’s role in the Manchester Recovery Task Force to address the poor performance of the rail network in the Manchester area, working alongside TfN, DfT, TOCs, Network Rail and any other relevant party;
 - 1.5.2 Advise on TOC Business Plans: Advise RNP in the development and agreement of Operators Annual Business Plans and Business Plan Commitments, working within the affordability envelope set by Secretary of State;
 - 1.5.3 Advise RNP on service specification and fares: Provide advice across a range of areas relevant to the NWRBU area, specifically those identified in ‘TfN matters’ within the

RNP Franchise Agreements but broadly covering train service specification/operations, fares and ticketing, stations, rolling stock and decarbonisation;

- 1.5.4. Support NTL/TPE franchise management: Embedded into RNP team to provide support and advice on contract management / annual business planning process collaboratively. For agreement between NWRBU and RNP, however this would be intended to include;
 - a) defined, dedicated resources from NWRBU members to provide support and advice relevant to the NWRBU area e.g. development of proposals / business cases, or preparation of performance improvement / action plans;
 - b) sharing of data, systems integration (where feasible);
 - c) aligned governance, regular meetings, consistent reporting approaches (dashboards, KPIs etc.).
- 1.5.5 Put forward Output Adjustment proposals: Ability to propose / put forward Passenger Service Contract Output Adjustment proposals (this specifically covers train service specification and fares within RNP Agreement), subject to RNP Board approval and funding / risk conditions.
- 1.5.6 Put forward contract variation proposals: Ability to put forward further contract variation proposals (in addition to those above), subject to RNP Board approval and funding (e.g. sourcing direct or third party funding) / risk conditions (e.g. financial risk on payback assumptions).
- 1.5.7 Monitor and scrutinise NTL/TPE performance: Support RNP's contract management processes, monitor and scrutinise ToC performance / contract compliance. Share data analysis, information, studies to support RNP's role and to identify opportunities for improvements.
- 1.5.8 Stakeholder management: Act as extension of RNP in the management of stakeholders within NW region, as well as direct engagement / relationship with Operators to share information, ideas, opportunities (noting formal contract management sits with RNP). The focus of TOC engagement will primarily be NTL and TPE as RNP has formal responsibilities for contract management of these operators. It is acknowledged, however, that there will be a need to interact with other TOCs and the NWRBU will engage openly with these operators on any shared issues. There are precedents for such informal collaboration between regional transport bodies and train operators, notably in the West Midlands and at Transport for London.

Appendix 13

Code of Conduct for Non-Elected Co-opted Members



Guidance

Code of Conduct for Board Members of Public Bodies June 2019

Updated 1 November 2019

Contents

1. Introduction
2. Key principles of public life
3. General conduct
4. Conflicts of Interest
5. Responsibilities as a board member, including non-executive chairs
6. Responsibilities towards employees
7. Social Media
8. Raising concerns



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Foreword

The Government expects all holders of public office to work to the highest personal and professional standards. In support of this, all non-executive board members of UK public bodies must abide by the principles set out in this Code of Conduct. The Code sets out, clearly and openly, the standards expected from those who serve on the boards of UK public bodies and should form part of individual members' terms and conditions of appointment. It also makes clear that harassing, bullying or other inappropriate or discriminatory behaviour is not consistent with what is expected of a board member

of UK public bodies and will not be tolerated. Any breach of the Code should be viewed as a breach of the terms of appointment.

The principles set out in this code apply to all non-executive members on the boards of government departments, non-ministerial departments, executive agencies, non-departmental public bodies (NDPBs) and national public corporations. The Code should be observed alongside the [12 Principles of Governance for all Public Body Non-Executive Directors](https://www.gov.uk/government/publications/public-bodies-non-executive-director-principles/12-principles-of-governance-for-all-public-body-neds)

(<https://www.gov.uk/government/publications/public-bodies-non-executive-director-principles/12-principles-of-governance-for-all-public-body-neds>).

The Code complements a public body's governing documents (legislation, memorandum and articles of association, royal charter) and any administrative documents (framework agreements, memoranda of understanding) which may set out the responsibilities and obligations of its board members. The Code's provisions must be observed alongside the provisions set out in these documents.

In the first instance any propriety and ethics issues should be raised with the senior responsible official within your sponsoring department, or the Permanent Secretary as necessary. If additional advice is required, any questions should be directed to the Cabinet Office on:

pbpropriety@cabinetoffice.gov.uk.

1. Introduction

As a public office holder, your behaviour and actions must be governed by the principles set out in this Code of Conduct. It is your responsibility to ensure that you are familiar with, and comply with, all the relevant provisions of the Code.

2. Key principles of public life

2.1 The key principles upon which this Code of Conduct is based are the Seven

Principles of Public Life. These are:

Selflessness

Holders of public office should act solely in terms of the public interest.

Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

Honesty

Holders of public office should be truthful.

Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

[Read more about the 7 principles of public life.](https://www.gov.uk/government/publications/the-7-principles-of-public-life)

[\(<https://www.gov.uk/government/publications/the-7-principles-of-public-life>\)](https://www.gov.uk/government/publications/the-7-principles-of-public-life)

2.2 These principles should inform your actions and decisions as a board member.

3. General conduct

Use of Public Funds

- 3.1 You have a duty to ensure the safeguarding of public funds and the proper custody of assets which have been publicly funded.
- 3.2 You must carry out these obligations responsibly – that is, take appropriate measures to ensure that the body uses resources efficiently, economically and effectively, avoiding waste and extravagance. It will always be an improper use of public funds for public bodies to employ consultants or other companies to lobby Parliament, Government or political parties.

Allowances

- 3.3 You must comply with the rules set by the board and the public body regarding remuneration, allowances and expenses. It is your responsibility to ensure compliance with all relevant HM Revenue and Customs' requirements concerning payments, including expenses.

Gifts and Hospitality

- 3.4 You must not accept any gifts or hospitality which might, or might reasonably appear to, compromise your personal judgement or integrity or place you under an improper obligation.
- 3.5 You must never canvass or seek gifts or hospitality.
- 3.6 You must comply with the rules set by the body on the acceptance of gifts and hospitality. You should inform the Chief Executive (or equivalent) of any offer of gifts or hospitality and ensure that, where a gift or hospitality is accepted, this is recorded in a public register in line with the rules set by the body.
- 3.7 You are responsible for your decisions on the acceptance of gifts or hospitality and for ensuring that any gifts or hospitality accepted can stand up to public scrutiny and do not bring your public office and the public body into disrepute.

Use of Official Resources

- 3.8 You must not misuse official resources for personal gain or for political purposes. Deployment of such resources must be in line with the body's rules on their usage.

Use of Official Information

- 3.9 You must not misuse information gained in the course of your public service for personal gain or for political purpose.
- 3.10 You must not disclose any information which is confidential in nature or which is provided in confidence without authority. This duty continues to apply after you have left the board.

Political Activity

- 3.11 In your public role, you should be, and be seen to be, politically impartial. You should not occupy a paid party political post or hold a particularly sensitive or high-profile role in a political party. You should abstain from all controversial political activity and comply with the principles set out in Cabinet Office rules on attendance at party conferences and on conduct during the period prior to elections and referendums, whether local or national. 3.12 On matters directly related to the work of the body, you should not make political statements or engage in any other political activity.
- 3.13 You should inform the Chair, Chief Executive and/or the parent/sponsor department before undertaking any significant political activity. Subject to the above, you may engage in political activity but should, at all times, remain conscious of your responsibilities as a board member and exercise proper discretion.
- 3.14 If you are an MP, member of the House of Lords, member of a devolved legislature, directly elected mayor, local councillor or police and crime commissioner, you are exempt from these requirements. There is no bar on such representatives taking a political party whip relating to their political role. You must exercise proper discretion on matters directly related to the work of the body and recognise that certain political activities may be incompatible with your role as a board member. You should not allow yourself to become embroiled in matters of political controversy.
- 3.15 In your official capacity, you should be even-handed in all dealings with political parties.

Employment and Appointments

- 3.16 If you wish to take up additional employment or appointments during your term of office, you must inform the Chair and/or the relevant parent department in advance, and allow them the opportunity to comment. Care should be taken if you accept additional public appointments to ensure that you are not being paid twice from the public purse for the same time.
- 3.17 On leaving office, you must comply with the rules of the body on the acceptance of future employment or appointments. Each body should have its own rules on this.

4. Conflicts of Interest

- 4.1 When accepting an appointment to the public body you should consider if any conflicts of interest arise from your private interests or by virtue of any other roles you hold. You should consider, with advice from the

appointing department how these should best be managed, and agree these with the organisation.

- 4.2 You must ensure that no conflict arises, or could reasonably be perceived to arise, between your public duties and your private interests, financial or otherwise.
- 4.3 You must comply with the rules of the body on handling conflicts of interests. As a minimum, these will require you to declare publicly, usually in the body's register of interests, any private financial or non-financial interests of your own, or of close family members, which may, or may be perceived to, conflict with your public duties.⁸ The rules will also require you to remove yourself from the discussion or determination of matters in which you have a financial interest. In matters in which you have a non-financial interest, you should not participate in the discussion or determination of a matter where the interest might suggest a danger of bias.^{4.4} It is your responsibility to ensure that you are familiar with the body's rules on handling conflicts of interests, that you comply with these rules and that your entry in the body's public register of members' interests is accurate and up-to-date.

5. Responsibilities as a board member, including non-executive chairs

- 5.1 You should play a full and active role in the work of the body. You should fulfil your duties and responsibilities responsibly and, at all times, act in good faith and in the best interests of the body.
- 5.2 You should promote an inclusive and diverse culture in the body and your actions should help create an environment where different perspectives and backgrounds are encouraged and valued.
- 5.3 You should deal with the public and their affairs fairly, efficiently, promptly, effectively and sensitively, to the best of your ability. You must not act in a way that unjustifiably favours or discriminates against particular individuals or interests.
- 5.4 You must not harass, bully or act inappropriately towards or discriminate towards others. Such behaviour is not consistent with what is expected of you as a board member and will not be tolerated.
- 5.5 You must comply with any statutory or administrative requirements relating to your post.^{5.6} You should respect the principle of collective decision-making and corporate responsibility. This means that, once the board has made a decision, you should support that decision.^{5.7} You must not use, or attempt to use, the opportunity of public service to promote your personal interests or those of any connected person, firm, business or other organisation.

- 5.8 You must inform the sponsor department of the body of any bankruptcy, current police investigation, unspent criminal conviction or disqualification as a company director in advance of appointment, or should any such instances occur during your appointment.
- 5.9 You must also inform the sponsor department of the body of any change in your circumstances which results in you becoming bankrupt, subject to a police investigation, convicted of a criminal offence or disqualified from being a company director.
- 5.10 You have additional responsibilities as the chair of the body in leading the board/body and in ensuring that the principles covered in the Codes of Conduct for Board Members and Staff (where applicable) are upheld.

6. Responsibilities towards employees

- 6.1 You will treat any staff employed by the body with courtesy and respect. It is expected that employees will show you the same consideration in return.
- 6.2 You will not ask or encourage employees to act in any way which would conflict with their own
Code of Conduct.

7. Social Media

- 7.1 Social media is a public forum and the same considerations, including the provisions of this
Code, apply as would to speaking in public or writing something for publication, either officially or in a personal capacity. When engaging with social media you should at all times respect confidentiality, financial, legal and personal information.
- 7.2 Where any personal social media accounts used by you make reference or link to your public role, you should take care to ensure that it is clear in what capacity you are acting.

8. Raising concerns

- 8.1 You should ensure that the body has an open, transparent and safe working environment where employees feel able to speak up and raise concerns, and complaints procedures are clearly communicated to them.
- 8.2 If you have a concern about a possible breach of this Code, a concern that you or any staff of the body are being asked to act in contravention of their own code of conduct, or a concern about misconduct or

wrongdoing in any other areas, then you have a responsibility to raise that internally with the chair of the body or the Permanent Secretary of the sponsor department as appropriate.

1. For more guidance on how to handle public funds, please refer to Managing Public Money.
(<https://www.gov.uk/%20government/publications/managing-public-money>).
2. This should be taken to include all forms of receipts from fees, charges and other sources.
3. This includes facilities, equipment, stationery, telephony and other services.
4. Board members who misuse information gained by virtue of their position may be liable for breach of confidence under common law or may commit a criminal offence under insider dealing legislation.
5. Civil servants and party conference guidance.
6. Election guidance for civil servants.
7. In general, all financial interests should be declared. When considering what non-financial interests should be declared, you should ask yourself whether a member of the public, acting reasonably, would consider that the interest in question might influence your words, actions or decisions.
8. These are common law provisions.
9. In the case of a body incorporated under the Companies Act.
([https://www.legislation.gov.uk/ukpga/2006 / 4 6 / c o n t e n t s](https://www.legislation.gov.uk/ukpga/2006/46/contents)) or the Companies (Northern Ireland) Order
([http://www.legislation.gov.uk/nisi/1986/10 3 2](http://www.legislation.gov.uk/nisi/1986/1032))
you will also be subject to the duties of directors under company law. In the case of a body that has charitable status, you will also be subject to the duties of trustees under charities law.
10. This does not apply to departmental non-executive board members, whose role is to advise and challenge the board and department.

Appendix 14

Appointments Sub Committee of the General Purposes Committee

Membership

The membership of this Appointment Sub-Committee shall consist of the following:

- TBC, TfN GPC Chair
- TfN GPC Member (Labour Party Group Representative)
- TfN GPC Member (Conservative Party Group Representative)
- TfN GPC Member (Other Minority Party Group Representative)
- TfN GPC Member (LEP Representative) - Observer Capacity
- TfN Chief Executive – Observer Capacity

Each Member of the Appointment Sub-Committee in circumstances where they are unable to act, will be permitted allow their Authority's appointed General Purposes Committee Substitute Member to participate in the process, but where a Member or Substitute Member attends the interview of a candidate only that Member or Substitute Member may take any further part in the appointment process and after that point no Substitute Member may be substituted.

Chair

The Appointment Sub-Committee shall be chaired by the Chair of General Purposes Committee. If the Chair of General Purposes Committee is not present at any Appointments Sub-Committee meeting, and if no Vice Chair is present, the Members of the General Purposes Committee who are present shall elect a chair from amongst their number, each Member present having one vote. The Chair shall not have a casting vote.

Quorum

Any such meetings (and associated decisions) will only be considered quorate if a quorum of the General Purposes Committee (or their nominated substitute Member) is present.

Rules of Debate, Voting and Procedure

Except where incompatible with the above, and as applicable, TfN's procedure rules as contained in its Constitution and Recruitment & Selection Policy shall apply. Any decision of the Appointment Sub-Committee to recommend a candidate to the TfN Board for appointment must be supported by a majority of the voting Members of the Appointment Sub-Committee.