

Constitution

As agreed by Transport for the North on

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PART 1 INTRODUCTION AND ARTICLES

1. Definitions

1.1 In this Constitution:

1.2 “TfN” means Transport for the North;

1.3 “The TfN Area” means the area consisting of all the areas of the Constituent Authorities;

1.4 “The Constituent Authorities” mean the local transport authorities who proposed the creation of TfN namely:

- Blackburn with Darwen Borough Council
- Blackpool Borough Council
- Cheshire East Council
- Chester West and Chester Council
- The Council of the City of York
- Cumbria County Council
- The Durham, Gateshead, Newcastle Upon Tyne, North Tyneside, Northumberland, South Tyneside and Sunderland 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

1.5 “The Order” means The Sub-National Transport Body (Transport for the North) Regulations 2018 (SI 2018 No. 103)

1.6 “The Rail North Area” means the combine areas of TfN and each of the Rail North Authorities.

1.7 “The Rail North Authorities” means the following Authorities which have been 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

- 1.8 Reserved Matters means the matters set out in Clause 24.3.3
- 1.9 Statutory Partner means TfN’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 (hereafter referred to as ‘TfN’) operates, how decisions are made and the procedures that are followed to ensure that TfN operates efficiently, effectively and is both transparent and accountable.
- 1.12 The Constitution is made up of seven parts and 11 Appendices.

2. Role and Powers of TfN

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

2.3 General Functions

- a) To prepare a Transport Strategy for the TfN 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 TfN 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 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.

2.4 Capital Grants exercisable concurrently with the Constituent Authorities

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

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 TfN 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**

2.7.1 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.

2.7.2 Functions relating to environmental impact assessments under sections 105A to 105C of the Highways Act 1980.

2.7.3 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 TfN**

2.8.1 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.

2.8.2 To construct new highways under section 24(2) of the Highways Act 1980.

2.8.3 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.

2.8.4 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.

2.8.5 Under the provisions of Regulation 14 of the Order, TfN 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:

- a) Each Council through whose area the road is to pass;

- b) The authority which is to be the highway authority for the road;
- c) The highway authority for any highway with which the new road will communicate, and;
- d) The Secretary of State.

2.8.6 Under the provisions of Regulation 15 of the Order, TfN 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

2.9.1 TfN 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 TfN Area.

2.9.2 TfN will take 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.

2.8.9 TfN will exercise its powers and duties in accordance with the law and this Constitution.

2.8.10 This Constitution, and all its Appendices, is the Constitution of TfN.

2.8.11 TfN will review the operation of the Constitution as set out at paragraph 13 below.

3. Members of TfN

3.1 Each of the 19 Constituent Authorities shall appoint one of its elected Members to be a Member of TfN. 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 TfN (the Substitute Member) in the absence of the Member appointed under paragraph 3.1 above.

3.3 The provisions relating to the appointment of Members are set out fully in Part 5 Procedure Rules paragraph 25.3.

3.4 All Members will:

- a) Collectively be the ultimate policy makers of TfN;
- b) Bring the views of their communities into TfN's decision making process;
- c) Maintain the highest standards of conduct and ethics;
- d) In carrying out the business of TfN, will observe the Code of Conduct for Members adopted by their appointing Authority.

3.5 As a point of clarification a member of TfN shall not be considered to have an

interest in any matter of business of TfN by virtue of being a Member of a Constituent Authority or a Rail North Authority.

4. Chiring TfN

4.1 TfN must appoint a Chair of TfN and any Vice Chair from among the Members and Co-opted members of TfN.

4.2 The process for the appointment of the Chair and any Vice-Chair is set out in the TfN Procedure Rules in Part 5 of this Constitution.

5. Meetings and Procedure

5.1 TfN will meet at least four times per year but additional meetings may take place, should the need arise.

5.2 There are three types of meeting of TfN:

- a) The Annual Meeting;
- b) Ordinary meetings; and
- c) 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 TfN, and if they are unable to attend, their nominated Substitute Member may attend in their place but attendance shall be in person.

5.5 A representative of the Secretary of State shall be entitled to attend meetings of TfN in the role of an observer. They will be entitled to speak when invited to do so but shall have no vote.

5.6 Only TfN at the Annual Meeting, an Ordinary Meeting or an Extraordinary Meeting, will exercise the functions set out in Part 5 of this Constitution.

5.7 TfN is a Local Authority for the purposes of Section 101 of Local Government Act 1972 and has power to delegate the discharge of TfN's functions which are not reserved to TfN to committees, sub-committees, officers, joint committees or other local authorities, pursuant to section 101 of the Local Government Act 1972.

5.8 TfN has delegated authority for the discharge of TfN's functions which are not reserved to TfN to committees and officers in accordance with the scheme of delegation contained in Part 3, of this Constitution.

5.9 TfN will review its scheme of delegation annually.

6. Voting Arrangements

6.1 TfN will endeavor 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 (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 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 TfN 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. as set out in the Voting Matrix at Appendix 2.

6.5 The Voting Matrix shall be re-calculated if a re-calculation is agreed by TfN 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 and Governance Committee voting shall be on the basis of one member one vote.

7. Financial Contributions

7.1 TfN 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 TfN as a Statutory Body ensures it has the stability and permanence to be confident of long term central Government support.

7.2 TfN 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 TfN 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 may be required to make an increased contribution to the budget of TfN towards the cost of rail franchise management without the prior written agreement of each Authority.

8. Committees of TfN

- 8.1 TfN will establish an Audit and Governance Committee to discharge the roles and functions set out in Part 4 of this Constitution.
- 8.2 TfN will establish a Scrutiny Committee to discharge the function of scrutiny as set out in Part 4 of this Constitution.
- 8.3 TfN will establish 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 TfN may establish such other committees as it thinks fit to discharge its functions.

9. Co-opted Members

- 9.1 TfN may appoint any person not being an elected Member of one of the Constituent Authorities as a non-voting Co-opted Member of TfN. No person may be appointed as a Co-opted Member unless all the voting Members of TfN 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 TfN.
- 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 TfN. The person appointed should be that Authority's 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 Member of TfN
- 9.4 The Chair of the Partnership Board shall cease to be a Co-opted Member of TfN if he or she ceases to be the Chair of the Partnership Board
- 9.5 A person co-opted to be a Member of TfN as the representative of a Rail North Authority or any other organization invited to appoint a representative to TfN shall cease to be a Co-opted Member of TfN if they cease to be an elected Member of the Rail North Authority or a member of the organization they represent.
- 9.6 The members of the public appointed by TfN 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 paragraph 25.3
- 9.8 Pursuant to section 102G (5) of the Local Transport Act 2008 TfN may resolve that Co-opted Members shall be entitled to vote. TfN shall exercise this power to give voting rights to Co-opted Members representing the Rail North Authorities on the Rail North Committee. 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 TfN shall also exercise this power to give ordinary voting rights of one member one vote to the Members co-opted to sit on the Scrutiny Committee and the Independent Members co-opted to sit on the Audit and Governance Committee.
- 10. Joint and Partnership Arrangements**
- 10.1 TfN 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.
- 11. Partnership with the Secretary of State for Transport**
- 11.1 Partnership with the Secretary of State**
- 11.1.1 TfN has been established to act as a single voice on transport for the North. TfN 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.
- 11.2 Partnership Board**
- 11.2.1 In accordance with the provisions of Regulation 4 of the Order, TfN will bring together a Partnership Board to be established between TfN, the Secretary of State for Transport, other National Agencies and representatives of all the Local Enterprise Partnerships (LEPs) within the area of TfN .The Partnership Board shall consist of the representatives of the 19 Constituent Authorities, the representatives of the Rail North Authorities, a representative of each of the 11 Local Enterprise Partnerships, and representatives of HS2 Ltd, Network Rail, Highways England and the Department for Transport.
- 11.2.2 The role of the Partnership Board will be to represent wider business interests and to advise on policies and priorities relating to transport and the effect of transport on the economy of the TfN area and to lead the development operations and delivery of the Regional Transport Strategy. The terms of reference of the Partnership Board are attached at Appendix 5 to this Constitution.
- 11.2.3 The Partnership Board shall recommend to TfN the Transport Strategy for adoption.
- 11.2.4 TfN will appoint an Independent Chair of the Partnership Board. The Independent Chair will be appointed as a Co-opted Member of TfN.

11.3 **Highways North Board**

11.3.1 TfN will participate in the Highways North Board together with Highways England and the Department for Transport. Highways North Board will recommend conclusions, papers and materials to inform the decision-making process for strategic highway investment.

11.3.2 Highways North Board will be one of the mechanisms through which TfN 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.

11.4 **Rail North Partnership Board**

11.4.1 Under the terms of its Partnership Agreement with the Secretary of State and the Franchise Management Agreement, TfN will participate in the Rail North Partnership Board together with the Department for Transport, The Rail North Board will recommend priorities for strategic rail investment and be the forum for TfN to implement its role as Statutory Partner.

11.4.2 The Rail North Partnership Board will be one of the mechanisms through which TfN fulfills their statutory partner role in relation to rail.

11.4.3 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. The terms of Reference of the Rail North Partnership Board are included in this Constitution at Appendix 7.

11.5 Rail North Limited

11.5.1 TfN will take over the role and functions of Rail North Limited in relation to the management of the TransPennine Express and Northern Rail Franchises and will establish a 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.

11.5.2 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 Order and set out in the Matrix contained in Appendix 2 hereto.

12. Officers

12.1 Statutory Officers

12.1.1 TfN shall appoint a Chief Executive, a Finance Director and a Monitoring Officer, whose responsibilities and delegations are as set out in Part 3, of this Constitution.

13. General

13.1 TfN may engage such staff (referred to as officers), as it considers necessary to carry out its functions.

13.2 Officers will comply with the Code of Conduct for Officers set out in Part 7, of this Constitution.

14. Decision Making

14.1 Responsibility for decision making

14.1.1 TfN will issue and keep up to date a record of what part of TfN or which individual has responsibility for particular types of decisions or decisions relating to particular functions. This record is set out in Part 3 of this Constitution.

14.2 Principles of decision making

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

14.2.2 All decisions of TfN 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.

14.3 Types of decision

14.3.1 Decisions reserved to TfN

- 14.3.1.1 Decisions relating to the functions listed in Part 3, of this Constitution will be made by TfN and not delegated. Meetings of TfN will follow the Rules of Procedure set out in Part 5, of this Constitution when considering any matter.

14.3.2 Decision making by Committees and Joint Committees established by TfN

- 14.3.2.1 Committees and Joint Committees established by TfN will follow those parts of the Rules of Procedure set out in Part 5, of this Constitution as apply to them.

14.3.3 Decision making by Officers

- 14.3.3.1 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

15. Finance, Contracts and Legal Matters

15.1 Financial Management

- 15.1.1 The management of TfN's financial affairs will be conducted in accordance with the Financial Procedures set out in Part 6 of this Constitution.

15.2 Legal proceedings

- 15.2.1 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 TfN.
- 15.2.2 Any notices to be served on TfN are to be sent to the Monitoring Officer at 2nd Floor, No. 4 Piccadilly Place, Manchester M1 3BN, which for the purposes of any enactment shall be regarded as the principal office of TfN.

15.3 Authentication of documents

- 15.3.1 Where any document is necessary to any legal procedure or proceedings on behalf of TfN, it will be signed by the Monitoring Officer or some other person duly authorised by TfN or the Monitoring Officer, unless any enactment otherwise authorises or requires.
- 15.3.2 Any contract with a value exceeding £30,000 entered into by TfN shall be made in writing. Such contracts must be signed by two duly authorised officers of TfN or made under the Common Seal of TfN attested by two authorised officers. Any contract with a value exceeding £75,000 must be made under the Common Seal of TfN attested by two authorised officers.

15.4 Common Seal of TfN

15.4.1 The Common Seal of TfN will be kept in a safe place in the custody of the Monitoring Officer. A decision of TfN, 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 another authorised officer.

16. Review and Revision of the Constitution

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

16.2 Changes to the Constitution will only be approved by TfN 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 TfN PURSUANT TO THE ORDER

17. Role and Powers of TfN

17.1 TfN 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.

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

17.3 General Functions

- a) To prepare a Transport Strategy for the TfN 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 TfN 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 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.

17.4 Capital Grants exercisable concurrently with Constituent Authorities

17.4.1 To pay Capital Grants under section 56(2) of the Transport Act 1968 to support the funding and delivery of joint projects.

17.5 Ticketing Schemes exercisable concurrently with Constituent Authorities

- a) To make an advanced ticketing scheme under section 134C (1) of the Transport Act 2000;
- b) To make other kinds of 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).

17.6 Rail Franchise Agreements exercisable concurrently with Constituent Authorities

17.6.1 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 TfN Area and the right to enter into arrangements with the Secretary of State relating to the management of rail franchise agreements.

- 17.7 **Highway Functions exercisable jointly with the Secretary of State**
- 17.7.1 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.
- 17.7.2 Functions relating to environmental impact assessments under sections 105A to 105C of the Highways Act 1980.
- 17.7.3 Functions under 239, 240, 246 and 250 of the Highways Act 1980 in relation to the acquisition of land and rights over land.
- 17.8 **Highway Functions exercisable concurrently with the Local Authorities by which the functions are exercised within the TfN area.**
- 17.8.1 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.
- 17.8.2 To construct new highways under section 24(2) of the Highways Act 1980.
- 17.8.3 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.
- 17.8.4 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.
- 17.8.5 Under the provisions of Regulation 14 of the Order, TfN 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:
- a) each Council through whose area the road is to pass;
 - b) the authority which is to be the highway authority for the road;
 - c) the highway authority for any highway with which the new road will communicate and
 - d) the Secretary of State.
- 17.8.6 Under the provisions of Regulation 15 of the Order, TfN 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.
- 17.8.7 TfN 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 TfN Area.
- 17.8.8 TfN will take 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.

Duties and Functions under other Legislation

18.1 TfN 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.

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

- a) Part 5A of the Local Government Act 1972 (access to meetings and documents);
- b) Section 101 of the Local Government Act 1972 (arrangements for the discharge of functions);
- c) Section 113 of the Local Government Act 1972 (secondment of staff);
- d) Section 116 Local Government Act 1972 (Members of TfN not to be appointed as officers);
- e) Section 117 of the Local Government Act 1972 (disclosure by officers of interests in contracts);
- f) Sections 120-123) of the Local Government Act 1972 (acquisition and disposal of land);
- g) Section 135 of the Local Government Act 1972 (standing orders for contracts);
- h) Section 142 (2) of the Local Government Act 1972(provision of information);
- i) Section 222 of the Local Government Act 1972(power to instigate and defend legal proceedings);
- j) 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);
- k) Sections 4 and 5 of the Local Government and Housing Act 1989 (appointment of the Head of Paid Service and Monitoring Officer);
- l) Section 7 of the Local Government and Housing Act 1989 (staff to be appointed on merit);
- m) Section 13 of the Local Government and Housing Act 1989 (voting rights of Members on certain committees);
- n) Section 1 of the Local Government Act 1999 (a Best Value Authority);
- o) The Freedom of Information Act 2000 (the duty to publish a Publication Scheme and to respond to FOI requests for information);
- p) The Equality Act 2010 (including the Public Sector Equality Duty);
- q) Section 29 of the Localism Act 2011 (register of Members Interests);
- r) Section 40 of the Local Audit and Accountability Act 2014 (Duty to allow the recording/filming of public meetings).

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

- a) It considers appropriate for the purpose of carrying out its functions;
- b) It considers appropriate for purposes incidental to its functional purposes
- c) It considers connected with its functions or anything it may do under(a) or (b); and
- d) Commercially, anything which it can do under (a) to (c) above

18.4 TfN may not borrow money and may not charge for anything that it does otherwise

than for a commercial purpose.

- 18.5 Where TfN 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.
- 18.6 TfN is a public body for the purposes of Section 1 of the Local Authorities (Goods and Services) Act 1970.
- 18.7 TfN is treated as a Local Authority for the purposes of section 9(5) of the Transport Act 1968.

19 Protocol on the Exercise of TfN's Functions

19.1 TfN 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 TfN employs 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.

19.2 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 TfN officers and the delivery agencies in the development of plans and proposals.

19.3 Exercise of Concurrent Functions

19.4 Before exercising any transport functions which it holds concurrently with the Constituent Authorities TfN 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.

19.5 In accordance with the provisions of Regulations 14 and 15 of the Order, TfN 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

19.6 Merseyrail Electrics Network

19.7 TFN acknowledges that Merseytravel has the primary responsibility for the letting of the concession agreement in relation to the operation of the Merseyrail Electrics Network. TFN 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

20 Functions Reserved to TfN

20.1 TfN will not delegate the following functions:

- a) Adopting and changing the Constitution;
- b) The adoption, approval, amendment, modification, revision, variation, withdrawal or revocation of a Transport Strategy under section 102H of the Local Transport Act 2008;
- c) The approval of the business plan and budget;
- d) The approval of the report of the Chief Executive setting out proposals for the co-ordination of TfN's functions, the numbers and grades of staff required and the organization appointment and management of staff;
- e) The determination of collective terms and conditions of staff.
- f) 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.

21 Scheme of Delegations to Officers

21.1 Introduction

21.1.1 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 TfN to delegate any of its functions to its officers. TfN is also required by section 100G of this Act to maintain a list for public inspection specifying those powers of TfN which, for the time being, are exercisable from time to time by officers of TfN, and stating the title of the officer in question by whom the powers are exercisable.

21.1.2 Chief Officers in the context of this document mean the Chief Executive, the Finance Director, and the Monitoring Officer.

21.1.3 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.

21.1.4 The exercise of delegated powers by officers is required to be in accordance with:

- 21.1.1 Statute or other legal requirements, including the principles of public law, the Human Rights Act 1998, statutory guidance and statutory codes of practice;
- 21.1.2 The Constitution and TfN's Rules of Procedure and Financial Regulations currently in force;
- 21.1.3 The revenue and capital budgets of TfN, subject to any variation thereof which is permitted by TfN's Financial Regulations; and

21.1.4 Any policy or direction of TfN, any Committee acting in exercise of powers delegated to that Committee by TfN.

21.1.5 Officers may not exercise delegated powers where:

- a) The matter is reserved to TfN by law or by TfN's Constitution;
- b) The matter is a function which cannot by law be discharged by an officer;
- c) TfN, or a Committee, Sub-Committee or Joint Committee to which TfN is a party, has determined that the matter should be discharged otherwise than by an officer;
- d) The Chief Executive has directed that the officer concerned should not exercise a delegated function in special circumstances.

21.1.6 Any reference in this Scheme of Delegation to any enactment shall include a reference to any amendment or re-enactment of the same.

21.1.7 Where, in relation to an item before TfN 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.

21.2 **Delegations to the Chief Executive**

21.2.1 To discharge the functions of the Head of Paid Service in relation to TfN as set out in Section 4 of the Local Government and Housing Act 1989. The duties of the Chief Executive are to report to TfN where appropriate setting out proposals with respect to the co-ordination of TfN's functions, the number and grades of staff required and the organisation, appointment and proper management of TfN's staff.

21.2.2 To establish and determine the grading of posts (within approved budgets).

21.2.3 To discharge any function which is neither the statutory responsibility of nor been specifically delegated to another officer, Committee or reserved to TfN under Part 3 of this Constitution.

21.2.4 To direct any officer not to exercise a delegated function in special circumstances unless they are required to do so by law.

21.2.5 Take any action which is required as a matter of urgency in the interests of TfN, in consultation (where practicable) with the Chair of TfN. Where action is taken as a matter of urgency a report shall be submitted to the next meeting of TfN.

21.2.6 Take preliminary steps to protect the rights and interests of TfN subject to consultation with the Chair of TfN in relation to any Bill or Statutory Instrument or Order in Parliament.

21.2.7 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 TfN 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 TfN not opposing any Private Bill.

- 21.2.8 Nominate, appoint and remove, in consultation with the Chair or Vice- Chair of TfN, TfN representatives on the board of companies, trusts and other bodies, of which TfN is a member, and to agree constitutional arrangements for such companies, trusts and other bodies and give any necessary consent required within relevant constitutions.
- 21.2.9 To nominate an officer to act as the Responsible Officer for TfN projects who will act as the main point of contact for the Department for Transport in accordance with the Partnership Agreement.
- 21.2.10 To provide a comprehensive policy advice service to TfN and in particular to advise on TfN's plans and strategies.
- 21.2.11 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 TfN publicity and official publications.
- 21.3 **Delegations to the Finance Director**
- 21.3.1 As proper Officer under section 73, of the Local Government Act 1985, to effect the proper administration of TfN's financial affairs particularly in relation to financial advice, procedures, records and accounting systems, internal audit and financial control generally.
- 21.3.2 The taking of all actions requiring investment and financing, subject to the submission to TfN 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.
- 21.3.3 To affect all insurance cover required in connection with the business of TfN and to settle all claims under such insurances arranged for TfN's benefit.
- 21.3.4 The preparation of manuals of financial and accounting procedures to be followed by Officers of TFN.
- 21.3.5 To bid for and accept grant offers on behalf of TfN, subject to all the terms and conditions set out by the grant awarding body.
- 21.3.6 The submission of all claims for grant.
- 21.3.7 To make all necessary banking arrangements on behalf of TfN, to include authorization of all forms of payment.
- 21.3.8 To monitor revenue and capital spending and submit a report to TfN at not more than quarterly intervals. This report will separately identify the capital expenditure relating to schemes promoted by TfN.
- 21.3.9 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 TfN for consideration of a supplementary estimate.

- 21.3.10 The approval of contracts and agreements proposed to be entered into by TfN provided that, subject to any other requirement of this Constitution, the Finance Director may give a general consent to TfN 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.
- 21.3.11 The collection of all money due to TfN, and the writing-off of bad debts.
- 21.3.12 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.
- 21.3.13 To supervise procedures for the invitation, receipt and acceptance of tenders.
- 21.3.14 To make all necessary arrangements to ensure the payment of staff employed by TfN.
- 21.3.15 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.
- 21.3.16 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 TfN at the end of the year to which it relates and of TfN's income and expenditure for that year.
- 21.3.17 To discharge the functions of TfN under the Accounts and Audit (England) Regulations 2015 (with the exception of regulation, 6(2))
- 21.3.18 To sign certificates under the Local Government (Contracts) Act 1997.
- 21.3.19 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.
- 21.3.20 To exercise the responsibilities assigned to the Finance Director in the Financial Regulations and the Contract Procurement Rules.
- 21.4 **Delegations to the Monitoring Officer**
- 21.4.1 Under the provisions of "section 5" of the Local Government and Housing Act 1989, TfN shall appoint a Monitoring Officer. The functions of the Monitoring Officer shall be as follows:
- 21.4.2 Should at any time it appear to the Monitoring Officer that any proposal, decision or omission by TfN has given rise to, or is likely to give rise to, unlawfulness or maladministration, they will prepare a report to TfN with respect to that proposal, decision or omission.
- 21.4.3 Contribute to the promotion and maintenance of high standards of conduct. TfN

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:

- a) To act as TfN's Proper Officer to receive complaints that Members of TfN have failed to comply with their appointing Authority's Code of Conduct for Members;
- b) To refer such complaints to the Monitoring Officer of the elected Member's appointing Authority;
- c) 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 TfN's website as required by the Act.
- d) To receive complaints from the Monitoring Officer of a Constituent Authority concerning the administration of TfN's affairs.

- 21.4.4 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 TfN.
- 21.4.5 To institute, conduct, prosecute and defend any legal proceedings on behalf of TfN, as may be necessary to protect and promote TfN's interests in accordance with any general policy laid down by TfN, subject to consultation with the Chair in any case where the matter is of significance to TfN's reputation or where TfN is to appeal to the Court of Appeal or the Supreme Court.
- 21.4.6 To settle, if appropriate, and in the interests of TfN, any actual or threatened legal proceedings.
- 21.4.7 To instruct Counsel and professional advisers, where appropriate.
- 21.4.8 To give undertakings on behalf of TfN.
- 21.4.9 To supervise the preparation and sealing or signature of legal documents.
- 21.4.10 To authorise other officers to seal documents in accordance with Article 15.4 of TfN'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 TfN or Committees or Chief Officers acting under the Scheme of Delegation.
- 21.4.11 To determine exemptions under Section 36 of the Freedom of Information Act 2000.
- 21.4.12 To accept on behalf of TfN the service of notices, orders and legal procedures.
- 21.4.13 To provide a comprehensive administrative service to TfN.
- 21.4.14 Be the Proper Officer for ensuring the maintenance of public access to information in relation to TfN documents, reports and background papers.
- 21.4.15 To authorise the attendance of officers at professional conferences or seminars which are appropriate to the work of TfN and within any policy framework from time to time laid down by TfN.

21.5 Schedules of Proper Officers

21.5.1 There are a number of specific references in enactments affecting TfN, 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:

21.5.1.1 Chief Executive

21.5.2.1.1 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 TfN has designated another officer as Proper Officer.

21.5.2.2 Finance Director

21.5.2.2.1 The Finance Director is appointed the Proper Officer under section 73 of the Local Government Act 1985 and is responsible for the proper administration of TfN’s financial affairs and compliance with the Accounts and Audit Regulations 2015.

21.5.2.3 Monitoring Officer

21.5.2.3.1 The Monitoring Officer is appointed the Proper Officer in relation to the following:

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

21.5.2.4 General

21.5.2.4.1 All Officers in whose name reports are submitted to TfN 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

22 Audit and Governance Committee

22.1 Statement of purpose

22.1.1 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.

22.1.2 Membership comprises:

- a) four members of TfN (not the Chair, or Vice Chair) appointed by TfN; and,
- b) three Independent members (to be recruited on the basis of relevant skills);

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

22.1.3 The Constitution places responsibility on the Audit and Governance Committee 'to oversee the effectiveness of TfN'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.

22.2 Terms of Reference

22.2.1 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 TfN;
- 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 TfN'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.

22.3 Internal audit

22.3.1 Recommend Approval of the Internal Audit Charter.

22.3.2 Oversee and support Internal Audit's effectiveness including strategy, planning and

process and ensure conformance with Public Sector Internal Audit Standards (PSIAS).

- 22.3.3 Approve the risk-based internal audit plan including resources, the reliability of other sources of assurance and any significant in-year changes.
- 22.3.4 Make enquiries of the Finance Director and other managers to determine any inappropriate scope or resource limitations.
- 22.3.5 Consider reports and assurances from the Finance Director in relation to:
- a) internal Audit performance including key findings and actions from audit assignments, significant non-conformance with PSIAS and the Quality Assurance and Improvement Programme;
 - b) annual Assurance Opinion on the adequacy and effectiveness of the framework of governance, risk management and control;
 - c) risk management and assurance mapping arrangements;
 - d) progress to implement recommendations including concerns or where Officers have accepted risks that the Authority may find unacceptable;
 - e) provide assurances over the effectiveness of internal audit functions assuring the internal control environments of TfN.
- 22.3.6 Contribute to the Quality Assurance and Improvement Programme, including the external quality assessment of internal audit.
- 22.3.7 Consider and comment on the Finance Director's Annual Review of the Effectiveness of the System of Internal Audit.
- 22.3.8 Develop effective communication with the Finance Director and senior audit staff.
- 22.4 **External audit**
- 22.4.1 Consider reports including the Annual Audit Letter, assess the implications and monitor managers' response to concerns.
- 22.4.2 Comment on the nature and scope of work to ensure it gives value for money.
- 22.4.3 Advise on the effectiveness of relationships between external and internal audit and other inspection agencies or relevant bodies.
- 22.5 **Financial reporting**
- 22.5.1 Consider whether accounting policies were appropriately followed and any need to report concerns to the Authority.
- 22.5.2 Consider any issues arising from external audit's audit of the accounts.
- 22.5.3 Ensure there is effective scrutiny of the treasury management strategy and policies in accordance with CIPFA's Code of Practice.
- 22.5.4 Make recommendations to the Finance Director and Monitoring Officer in respect of Part 6 of the Constitution (Financial Regulations).

22.6 **Membership and Quorum**

22.6.1 The Committee shall be composed of 7 members and the quorum shall be four of whom at least two shall be representatives of the Constituent Authorities.

22.7 **Accountability arrangements**

22.7.1 Report the Committee's findings, conclusions and recommendations to the Authority on the effectiveness of governance, risk management and internal controls, financial reporting and internal and external audit functions.

23 **Scrutiny Arrangements**

23.1 **Introduction**

23.1.1 The Order of the Secretary of State made on the 22nd January 2018 contains provisions relating to Scrutiny of the decisions of TfN.

23.1.2 The key provisions of these Scrutiny Provisions are set out for information below.

23.1.3 The Scrutiny Provisions will be reviewed annually to ensure that they remain effective.

23.1.4 References in these Arrangements to major and strategic decisions of TfN taken in accordance with the delegations set out in Part 3 Paragraph 21 of this Constitution include major and strategic decisions taken by sub-committees of TfN in accordance with such delegations.

23.2 **Objectives of Scrutiny**

23.2.1 These arrangements have been established to act as a focus for the scrutiny and challenge of TfN, and for investigating matters of strategic importance to residents, those travelling within the combined administrative area covered by the Constituent Authorities and other stakeholders.

23.2.2 The role of these arrangements will include:

23.2.2.1 Reviewing:

- a) The decisions of TfN;
- b) The decisions of TfN which are taken in accordance with the delegations set out in Part X Section XI of this Constitution;
- c) Making reports or recommendations to TfN with respect to the discharge of its functions;
- c) Making reports and recommendations to TfN on matters relating to transport to, from or within TfN's area.
- d) Making recommendations to TfN in advance of any decisions that TfN proposes to take

23.3 **Operation of Scrutiny Arrangements**

- 23.3.1 Each of the Constituent Authorities shall be entitled to appoint 1 Member and 1 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 not be Members of TfN (including substitute and co-opted members),
- 23.3.2 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 TfN is advised by any of the Constituent Authorities that it wishes to change one or more of its appointees to the Scrutiny Committee.
- 23.3.1 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 TfN may decide. Unless TfN decides otherwise, such Co-opted Scrutiny Members shall be non-voting members.
- 23.4 Meetings of Scrutiny Committee**
- 23.4.1 The members appointed to the Scrutiny Committee under Clause 23.3 above will hold at least one annual meeting and may convene additional joint meetings in accordance with these arrangements.
- 23.4.2 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.
- 23.4.3 The quorum for the annual meeting and any other meetings held under this Clause 23.4 will be 10, and must include representatives of at least 10 of the Constituent Authorities.
- 23.4.4 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 paragraph 6 and appendix 2 shall not apply to the Scrutiny Committee or to Scrutiny Panels.
- 23.4.5 The venue for each annual meeting and any other Scrutiny Committee meetings held under this Clause 4 will be decided by TfN as part of the approved Calendar of Meetings and shall be notified to Constituent Authorities for inclusion on their Council web sites.
- 23.4.6 Notice of the annual meeting and any other Scrutiny Committee meetings held

under this Clause 23.4 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.

23.4.7 The Chair will approve the agenda for each annual meeting and any other Scrutiny Committee meetings held under this Clause 23.4; however, any member of the Scrutiny Committee will be entitled to require an item to be placed on the agenda for the meeting.

23.4.8 Each Scrutiny Panel established under paragraph 23.4.2 of this Clause 4 shall determine its own calendar of meetings and the venue for each meeting.

23.4.9 Subject to paragraphs 23.4.1-23.4.7 of this Clause 23.4, meetings will proceed in accordance with the Rules of Procedure set out at Part 5 of the Constitution.

23.5 **Powers of the Scrutiny Committee**

23.5.1 The Scrutiny Committee has the power to:

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

23.6 **Key principles for the operation of the scrutiny arrangements**

23.6.1 TfN 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.

23.6.2 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.

23.6.3 Subject to prior consultation, TfN will respond positively to requests for information, or for the attendance of a member or officer at any meetings set up under these arrangements.

23.6.4 While it is ultimately for TfN 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.

23.6.5 Dates and times for officer and member attendance at any meetings set up under these arrangements should be by agreement.

23.6.6 Members appointed under these arrangements may require the attendance of officers employed by TfN 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 TfN. If any request is declined by the Monitoring Officer, he/she must state the reasons for so doing.

- 23.6.7 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.

23.7 **Scrutiny Panels**

- 23.7.1 The annual meeting of members of the Scrutiny Committee will establish Scrutiny Panels to undertake agreed scrutiny reviews.
- 23.7.2 Membership of the Scrutiny Panels will be determined at the annual meeting. The political balance of each Scrutiny Panel should as far as reasonably practicable reflect the political balance of the elected Members on the constituent Authorities (or in the case of Combined Authorities their Constituent Authorities taken together).
- 23.7.3 Scrutiny Panels established by this Clause 23.7 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.
- 23.7.4 Scrutiny Panels established under this Clause 23.7 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.
- 23.7.5 TfN 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 TfN.

23.8 **Reviews and Recommendations**

- 23.8.1 The process of scrutiny will be an open and transparent process designed to engage the Constituent Authorities, their residents and other stakeholders.
- 23.8.2 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.
- 23.8.3 The terms of reference, timescale and outline of any review will be agreed by the Scrutiny Committee at their annual meeting.
- 23.8.4 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.
- 23.8.5 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.

- 23.8.6 Voting if needed will be by a show of hands and a simple majority will be required to approve any recommendation.
- 23.8.7 A completed Scrutiny Review shall be forwarded to TfN for consideration. TfN shall consider the findings of a Scrutiny Review at the next available meeting and the decision of TfN on the findings of a Scrutiny Review will be reported back to the next available meeting of the Scrutiny Committee.
- 23.9 **Budget and Administration**
- 23.9.1 The Scrutiny Budget will be agreed as part of TfN's annual budgetary processes.
- 23.9.2 The budget will be required to meet all officer support to the scrutiny arrangements, including research support.
- 23.9.3 The decisions and recommendations of any Scrutiny Panels set up under these arrangements will be communicated to TfN, and other Scrutiny Committee members as soon as possible after resolution by those appointed to any such Scrutiny Panel.
- 23.9.4 Any external expenditure shall be procured and managed through and in accordance with TfN's adopted financial processes.
- 23.10 **Support and advice to scrutiny arrangements**
- 23.10.1 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.
- 23.10.2 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.
- 24 **Rail North Committee**
- Terms of Reference**
- 24.1.1 The Rail North Committee shall consider and advise TfN on the all matters relating to rail franchise management in the Rail North area including the following matters:
- a) The promotion and improvement of rail services in the area of TfN and the wider Rail North area; through the improvement of franchised rail services
 - b) The management of the performance of obligations under franchise agreements let by the Secretary of State in respect of the carriage of passengers by rail;
 - c) Recommending to TfN the Rail North business Plan and related annual budget and any Rail North policies in so far as they related to rail franchise matters.

24.2 **Membership**

24.2.1 The Rail North-Committee shall be established consisting of one Member appointed by each of the Member Groups as follows:

24.3 **Member Groups**

- Greater Manchester Combined Authority 1 member
- West Yorkshire Combined Authority and the Council of the City of York 1 member
- Sheffield City Region 1 member
- Liverpool City Region 1 member
- North East Combined Authority (Blackburn with Darwin Borough Council) 1 member
- Blackpool Borough Council
- Cumbria County Council
- Lancashire County Council 1 member
- Tees Valley Combined Authority 1 member
- North Yorkshire County Council. 1 member
- East Riding of Yorkshire Council
- Hull City Council
- North East Lincolnshire Council
- North Lincolnshire Council 1 member
- Cheshire East Council
- Cheshire West and Chester Council
- Staffordshire County Council
- Stoke on Trent City Council
- Warrington Borough Council 1 member
- Derbyshire County Council
- Lincolnshire County Council
- Nottinghamshire City Council
- Nottinghamshire County Council 1 member

24.3 **Voting Rights**

24.3.1 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.

24.3.2 The Voting Matrix shall be re-calculated if a re-calculation is agreed by TfN 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.

24.3.3 The following Reserved Matters shall require an increased majority of 75% of the weighted votes of Members before it can be recommended to TfN for approval:

- a) Withdrawal of TfN from the Rail North Partnership Agreement;
- b) The approval of the Rail North Business Plan and Budget;
- c) A material change in the scope or nature of the Rail North operations;
- d) The approval of a further rail franchise devolution Proposal.

24.4 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.

24.5 **Officer's Reference Group**

24.5.1 Each Member Group shall be entitled to appoint an officer to sit on the Officers' Reference Group (ORG).

24.5.2 The Role of the ORG shall be to:

- a) Review of draft Rail North Committee papers;
- b) Provision of support to the Rail North Committee;
- c) Overseeing the formulation and presentation of Rail North plans;
- d) Consulting their appointing Member Authorities on rail franchise matters

24.6 **Regional Business Units**

24.6.1 Two or more Constituent Authorities may together form a Regional Business Unit (RBU) in relation to the geographical area covered by the Authorities. Where a 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 TfN and the Secretary of State allocate functions to the RBU.

24.6.2 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 TfN's role in relation to franchise management issues in the area;
- c) Carrying out functions allocated to it by the Secretary of State.

24.6.3 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.

24.6.4 Where a proposal is approved by the Rail North Committee, it will be forwarded to the Rail North Partnership Board for consideration.

24.6.5 Where a RBU has been established an Authority may give notice to TfN requiring TfN 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.

24.6.6 A Regional Business Unit, the North East Regional Management Unit (NERMU) has been established in relation to the geographical areas of the Durham, Gateshead, Newcastle on Tyne, North Tyneside, Northumberland, 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 08/02/16 and by Rail North Limited on 12/05/16 and set out in Appendix 11.

24.7 **Rail North Lead Officer**

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

PART 5 PROCEDURE RULES

25 Procedure Rules

25.1 Interpretation, Suspension and Chair's Ruling

25.1.1 These Rules apply to meetings of TfN and, where appropriate, to meetings of Committees and Sub Committees of TfN.

25.1.2 References in these Rules to the "Chair" mean the Member of TfN for the time being presiding at the meeting of TfN and a meeting of a Committee or Sub Committee of TfN.

25.1.3 These Rules should be read in conjunction with other parts of TfN's Constitution.

25.1.4 **These Rules are subject to any statute or other enactment whether passed before or after these Rules came into effect.

25.1.5 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.

25.2 Suspension and Revocation of TfN Procedure Rules

25.2.1 **With the exception of the Rules marked by a double asterisk (**) any Rule may be suspended at a meeting of TfN 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 TfN are present.

25.2.2 Rules may be changed by TfN either at the Annual Meeting or by a motion on notice made at a meeting of TfN.

25.2.3 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 25 14 (Voting)).

25.3 Membership of TfN

25.3.1 **Each Constituent Authority shall appoint one of its elected members to be a Member of TfN. 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.

25.3.2 **Each Constituent Authority shall appoint another of its elected members to act as a Member of TfN in the absence of the Member appointed under sub-paragraph 25.3.1 above ("the Substitute Member").

25.3.3 **A person shall cease to be a Member or a Substitute Member of TfN if they cease to be a member of the Constituent Authority that appointed them.

25.3.4 **A person may resign as a Member or Substitute Member of TfN by written notice served on the proper officer of the Constituent Authority that appointed them (who for the purposes of this sub-paragraph 25.3.4 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.

- 25.3.5 **Where a Member or Substitute Member of TfN's appointment ceases by virtue of sub-paragraph 25.3.3 or 25.3.4, the Constituent Authority that made the appointment must, as soon as practicable, give written notice of that fact to TfN's Monitoring Officer and appoint another of its elected members in that person's place.
- 25.3.6 **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.
- 25.3.7 **Where a Constituent Authority exercises its power under sub- paragraph 25.3.6, 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 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).
- 25.3.8 **For the purposes of this paragraph 25, an elected mayor of a Constituent Authority shall be treated as a member of the Constituent Authority.
- 25.3.9 **Each of the Rail North Authorities shall appoint one of its Members to be a Co-opted Member of TfN. 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 TfN.
- 25.3.10 Each Rail North Authority shall appoint another of its elected members to act as a Co-opted Member of TfN in the absence of the Member appointed under sub-paragraph 25.3.9 above ("the Substitute Co-opted Member").
- 25.3.11 A person shall cease to be a Co-opted Member or a Substitute Co-opted Member of TfN if they cease to be a member of the Authority that appointed them.
- 25.3.12 A person may resign as a Co-opted Member or Substitute Co-opted Member of TfN by written notice served on the proper officer of the Authority that appointed them (who for the purposes of this sub- paragraph 25.3.12 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.
- 25.3.13 **Where a Co-opted Member or Substitute Co-opted Member of TfN's appointment ceases by virtue of sub-paragraph 25.3.11 or 25.3.12, 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.
- 25.3.14 **An Authority may at any time terminate the appointment of a Co-opted Member or Substitute Co-opted Member appointed by it to TfN and appoint another of its elected members in that person's place.
- 25.3.15 **Where an Authority exercises its power under sub- paragraph 25.3.14, 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 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).

25.3.16 **The Chair of the Partnership Board shall be appointed as a Co-opted Member of TfN 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 TfN.

25.3.17 **The Members of TfN appointed by the Constituent Authorities may appoint further Co-opted Members if they all agree to do so.

25.3.18 TfN 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.

25.4 **Chair**

25.4.1 ** At its Annual General Meeting TfN shall appoint one of its Members or Co-opted Members as its Chair for the forthcoming year.

25.4.2 **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 TfN.

25.4.3 **The Chair may resign by written notice served on the proper officer of TfN and the resignation shall take effect on receipt of the notice by the proper officer.

25.4.4 **TfN may terminate the appointment of the Chair where one has been appointed (under paragraph 25.4.1).

25.4.5 **Where a person ceases to be Chair by virtue of sub- paragraph 25.4.3 or 25.4.4; TfN shall appoint a further Chair in accordance with this paragraph.

25.5 **Vice-Chairs**

25.5.1 ** One or more Vice-Chairs may be appointed annually by TfN from among its Members or Co-opted Members and will, unless they resign, cease to be members of TfN or become disqualified, act until their successor become entitled to act.

25.5.2 The appointment of the Chair and Vice-Chairs shall be the first business transacted at the Annual Meeting of TfN.

25.5.3 **On a vacancy arising in the office of Chair or Vice-Chair for whatever reason, TfN shall make an appointment to fill the vacancy at the next ordinary meeting of TfN 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.

25.5.4 **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.

25.5.5 **Meetings**

- 25.5.5.1 ****The Annual Meeting of TfN shall be held in June on a date and at a time determined by TfN.**
- 25.5.5.2 ****Ordinary meetings of TfN for the transaction of general business shall be held on such dates and at such times as TfN shall determine.**
- 25.5.5.3 ****An Extraordinary Meeting of TfN may be called at any time by the Chair.**

25.6 **Admission of Public**

- 25.6.1 ****All meetings of TfN, 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.

25.7 **Notice of Meetings**At least five clear days before a meeting of TfN:**

- a) Notice of the time and place of the intended meeting shall be published by the Monitoring Officer and posted on the TfN 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 TfN at the principal office of the Constituent Authority which appointed the Member.
- 25.7.1 ****Lack of service on a Member of TfN of the summons shall not affect the validity of a meeting of TfN.**

25.8 **Meeting Agendas**

- 25.8.1 ****Any Member of TfN may require the Monitoring Officer to make sure that an item is placed on the agenda of the next available meeting of TfN for consideration.**
- 25.8.2 ****Any item proposed to be included on the agenda for any meeting of TfN in accordance with sub-paragraph 25.8.1 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.**
- 25.8.3 The Monitoring Officer shall set out in the agenda for each meeting of TfN 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 TfN decides otherwise, be treated as withdrawn.

25.8.4 **Except in the case of business required by these Rules to be transacted at a meeting of TfN, 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 TfN other than that specified in the agenda for the meeting.

25.9 **Chair of Meeting**

25.9.1 **At each meeting of TfN, the Chair, if present, shall preside.

25.9.2 **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.

25.9.3 **If the Chair and all the Vice-Chairs of TfN are absent from a meeting of TfN, 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.

25.9.4 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.

25.10 **Quorum**

25.10.1 No business shall be transacted at any meeting of TfN unless at least 10 of the 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 Members are present and those Members together hold more than 50% of the Rail Franchise Matters weighted voting rights.

25.10.2 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.

25.10.3 If during any meeting of TfN 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 TfN.

25.11 **Order of Business**

25.11.1 At every meeting of TfN, the 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 TfN. the Chair may bring before TfN at their

discretion any matter that they consider appropriate to bring before TfN as a matter of urgency.

25.12 Committees

25.12.1 TfN shall appoint the following Committees:

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

25.12.2 TfN may appoint such other Committees as it thinks fit.

25.13 Rules of Debate

25.13.1 The Chair shall propose each motion.

25.13.2 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 on one to speak first.

25.13.3 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.

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

25.13.5 If the Chair is of the opinion that the matter before TfN has been sufficiently discussed the Chair may put the Motion that the question now be put.

25.13.6 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.

25.13.7 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 TfN 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.

25.14 Voting

25.14.1 **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.

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

- a) the approval and revision of TfN's Transport Strategy;
 - b) the approval of the annual budget;
 - c) the adoption of and any changes to TfN's Constitution.
- 25.14.3 **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.
- 25.14.4 **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.
- 25.14.5 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 TfN 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.
- 25.14.6 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.
- 25.14.7 If a vote is tied on any matter it is deemed not to have been carried.
- 25.14.8 At any meeting of TfN 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.
- 25.15 **Conduct of Members**
- 25.15.1 If the Chair is of the opinion that at a meeting any Member of TfN, 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 willfully obstructing the business of TfN, 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 TfN;
 - b) the Chair may direct the Member to withdraw from all or part of the remainder of the meeting of TfN;
 - c) the Chair may order the Member to be removed from the meeting of TfN; and
 - d) the Chair may adjourn the meeting of TfN for such period as they consider expedient.
- 25.15.2 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 TfN for such period as the Chair considers expedient.

- 25.15.3 Disturbance by Members of the Public; If a member of the public interrupts the proceedings at any meeting of TfN, 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.

25.16 **Notification and Declaration of Interests**

- 25.16.1 In this Rule:

- a) "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;
- b) "Member of TfN" includes a Substitute Member when acting as a Member of TfN and Co-opted Members.

- 25.16.2 Members of TfN must within 28 days of their appointment to office notify TfN's Monitoring Officer in writing of the details of their disclosable pecuniary interests arising in respect of the TfN area (including, where required, interests of their partner) and their personal interests.

- 25.16.3 Where a Member of TfN 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.

25.17 **Non-participation and withdrawal in the case of Disclosable Pecuniary Interests and Prejudicial Interests.**

- 25.17.1 Where a member of TfN 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.

25.18 **Records**

- 25.18.1 The Monitoring Officer shall ensure that the names of the Members of TfN present at any meeting of TfN, any Substitute Member acting in a Member's place, and any Co-opted Member shall be recorded in the Minutes of the meeting concerned.

- 25.18.2 The Minutes of the proceedings of a meeting of TfN are to be kept in such form as TfN may from time to time determine.

- 25.18.3 The Minutes of the proceedings of a meeting of TfN shall be signed at the next meeting of TfN by the person presiding at the meeting of TfN to which the Minutes relate.

- 25.18.4 Any minute purporting to be signed as mentioned in sub-paragraph 25.18.3 shall be received in evidence for the purposes of any legal proceedings without further proof.

25.18.5 Until the contrary is proved, a meeting of TfN, a Minute of whose proceedings has been signed in accordance with this paragraph 25.18 is deemed to have been duly convened and held, and all the Members of TfN present at the meeting, and any Substitute Member acting in a Member's place, are deemed to have been duly qualified.

25.19 Publication of Report

25.18.1 **Reports or other documents for the consideration of TfN or a Committee of TfN 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.

25.18.2**Copies of the Agenda of meetings of TfN its Committees and Sub Committees, including prints of reports or other documents to be submitted to TfN 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 TfN 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 TfN's website.

25.18.3 **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 TfN its Committees and Sub Committees and published on TfN's website

25.20 Access to Information Procedure Rules

25.20.1 Except as otherwise indicated, these rules apply to all meetings of TfN its Committees and Sub Committees.

25.20.2 The Rules in paragraph 25.20 do not affect any more specific rights to information contained elsewhere in these Rules of Procedure or the law.

25.20.3 TfN its 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

25.20.4 TfN its 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.

25.20.5 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.

25.18 **Exclusion of access by the public to meetings**

25.18.1 **Confidential information – requirement to exclude public**

25.18.1.1 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.

26.21.1.2 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.

25.18.2 **Meaning of confidential information**

25.18.2.1 Confidential information means information given to TfN its 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.

25.18.3 **Meaning of exempt information**

25.18.3.1 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 TfN its Committees and Sub Committees or a Minister of the Crown and employees of, or office holders under, TfN 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 TfN 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.

25.20.4 Exclusion of access by the public to reports

25.20.4.1 If the Monitoring Officer thinks fit, TfN, 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.

26 Prescribed Standing Orders Relating to Staff

26.1 Appointment of Chief Officers

26.2 Where the authority 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) 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.

26.3 Where a post has been advertised as provided above the authority 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.

26.4 Where no qualified person has applied, the authority shall make further arrangements for advertisement in accordance with clause 26.2.

26.5 Every appointment of a chief officer shall be made by TfN.

26.6 Where a committee or sub-committee is discharging, on behalf of TfN, the function of the appointment of the Chief Executive, the authority must approve that appointment before an offer of appointment is made to that person.

- 26.7 Appointment and Dismissal of Staff other than Chief Officers**
- 26.7.1 The function of appointment and dismissal of, and taking disciplinary action against, a member of staff of TfN, other than the Chief Executive, the Finance Director or the Monitoring Officer, must be discharged, on behalf of TfN, by the Chief Executive or by an officer nominated by him.
- 26.8 Disciplinary Action against Chief Officers**
- 26.8.1 TfN 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.
- 26.8.2 TfN 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.
- 26.8.3 In paragraph 2, “relevant independent person” means any independent person who has been appointed by TfN 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 the authority considers appropriate.
- 26.8.4 Subject to paragraph 5, TfN must appoint to the Panel such relevant independent persons who have accepted an invitation issued in accordance with paragraph 26.8.3 in accordance with the following priority order:
- a) A relevant independent person who has been appointed by the authority and who is a local government elector;
 - b) Any other relevant independent person who has been appointed by the authority;
 - c) A relevant independent person who has been appointed by another authority or authorities.
- 26.8.5 TfN is not required to appoint more than two relevant independent persons in accordance with paragraph 4 but may do so.
- 26.8.6 TfN must appoint any Panel at least 20 working days before the relevant meeting.
- 26.8.7 Before the taking of a vote at the relevant meeting on whether or not to approve such a dismissal, TfN 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.
- 26.8.8 Any remuneration, allowances or fees paid by TfN 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 PROCEDURES

27 Financial Regulations

27.1 General

27.1.1 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).

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

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

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

27.1.5 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.

27.1.6 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 TfN. 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.

27.2 Staffing

27.2.1 The Chief Executive will be responsible for providing overall management to staff employed by TfN.

27.2.2 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.

27.2.3 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 TfN.

27.2.4 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.

27.2.5 Chief Officers must ensure that all appointments, terminations or variations are notified to the officer responsible for actioning such changes.

27.2.6 Payroll documents must be retained and stored for the defined period in accordance with guidance issued by the Finance Director.

27.3 **Accounting Arrangements**

27.3.1 The Finance Director shall prepare a manual of financial and accounting procedures to be operated by officers working on TFN matters.

27.3.2 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.

27.3.3 The Finance Director shall be responsible for the submission of all claims for grant.

27.3.4 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 TfN's Accounts promptly.

27.3.5 The Accounts must be approved by TfN prior to Audit and within 6 months of the year end.

27.3.6 If the Auditor's Report requires any material amendment to be made to the Accounts, this must be then reported to TfN as soon as practicable after the receipt of the audit report.

27.4 **Banking Arrangements and Cheques**

27.4.1 All arrangements with TfN's bankers, shall be made by the Finance Director who shall be authorised to operate such banking accounts, as he/she considers necessary.

27.5 **Budgetary Control**

27.5.1 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 TfN.

27.6 **Capital and Revenue Budgets**

27.6.1 The Finance Director, in consultation with appropriate Officers, shall prepare an annual programme of capital expenditure for submission to TfN, together with proposals for financing that programme.

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

27.7 **Control of Expenditure**

- 27.7.1 Before a capital scheme for which provision is made in the Capital Programme may proceed, a fully costed scheme report shall be presented to TfN.
- 27.7.2 In approving the Revenue Budget, TfN 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 TfN showing actual and projected expenditure. It will be a matter for TfN to determine from this information whether expenditure priorities should be changed.
- 27.7.3 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 TfN.
- 27.7.4 TfN will determine guidelines for carrying forward of under and overspendings on budget headings. The Finance Director will administer the scheme of carry forward within the guidelines approved by TfN for consideration.
- 27.7.5 Any use of revenue and capital reserves, in addition to that already planned, must be approved by TfN. The Finance Director will ensure that there are clear protocols for the establishment and use of reserves, advise TfN on prudent levels of reserves and report on the use of reserves to TfN.
- 27.7.6 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.

27.8 **Virements**

- 27.8.1 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 TfN. 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.
- 27.8.2 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.
- 27.8.3 The Finance Director is to report and seek the approval of the Chief Executive to the exercise of the virement powers of TfN where a matter is urgent.
- 27.8.4 Appropriate Officers are to ensure compliance with the scheme of virement set out in the Schedule of Approvals.

27.9 **Capital**

27.9.1 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.

27.10 **Maintenance of Reserves/Provisions**

27.10.1 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.

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

27.11 **Borrowing and Investments**

27.11.1 The Finance Director shall be TfN'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 TfN.

27.11.2 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 TfN in relation to TfN's borrowings.

27.12 **Contracts**

27.12.1 All contracts on behalf of TfN shall be subject to TfN'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.

27.12.2 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 TfN 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.

27.12.3 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.

27.12.4 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.

27.12.5 In the case of contracts for works entered into by TfN and supervised and managed

by persons other than TfN's own officers, the agreement with the person having control of the work shall provide that he/she furnish to TfN 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, TfN shall have authorised payment.

27.12.6 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 TfN's legal liability and to the Finance Director for financial consideration, before settlement is negotiated.

27.13 **Estates and Property**

27.13.1 The Chief Executive shall maintain a terrier of all estates and properties owned by TfN in a form approved by the Finance Director.

27.13.2 The Monitoring Officer shall be responsible for the safe custody of all legal documents under secure arrangements agreed with the Finance Director.

27.14 **Income**

27.14.1 The collection of all money due to TfN shall be under the supervision of the Finance Director.

27.15 **Insurance**

27.15.1 The Finance Director shall, subject to any general direction of TfN, arrange such insurances in the name of TfN as he/she considers necessary, and shall inform Chief Officers annually of the insurances in force in respect of his/her department.

27.15.2 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.

27.15.3 Chief Officers shall inform the Finance Director promptly in writing of any event which may involve TfN in a claim on TfN's insurers.

27.15.4 Indemnities on behalf of TfN can only be given by the Chief Executive.

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

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

27.16.2 In line with CIPFA recommendations, TfN 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 TfN will seek to achieve those policies and objectives, and prescribing how it will manage and control those activities.
- b) TfN 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) TfN 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 TfN's policy statement and TMPs and CIPFA's Standard of Professional Practice on Treasury Management;
 - d) TfN has nominated its Audit and Governance Committee to ensure effective scrutiny of the Treasury Management Strategy and Policies.

27.17 **Internal Audit**

27.17.1 The Finance Director shall, so far as he/she considers necessary:

- a) Arrange for the internal audit of all accounts and financial transactions of TfN and its officers;
- b) Supervise security arrangements and the custody and safeguarding of TfN moneys and property, including any funds entrusted to TfN or its officers;
- c) Undertake investigations in order to ensure that value for money is obtained and loss through wastage minimized.

27.17.2 The Finance Director will make arrangements so 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.

27.18 **Orders for Work, Goods and Services**

27.18.1 TfN Contract Procurement Rules set out at Part 6 of the Constitution will apply.

27.19 **Payment of Accounts**

27.19.1 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.

27.20 **Taxation**

27.20.1 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 TfN'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.

27.20.2 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 TfN 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.

28 **Contract Procurement Rules**

29 **Contents**

29.1.1 A brief guide to contract procurement rules.

29.1.2 Scope of Contract Procedure Rules

- a) RULE 1: Basic Principles
- b) RULE 2: Officer Responsibilities
- c) RULE 3: Exemptions, collaborative and e-procurement arrangements
- d) RULE 4: Relevant Contracts

29.1.3 Common Requirements

- a) RULE 5: Steps prior to purchase
- b) RULE 6: Records
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29.1.4 Conducting Purchase and Disposal

- a) RULE 8: Competition requirements for purchase, disposal and partnership arrangements
- b) RULE 9: Pre-Tender and Market Research Proposals
- c) RULE 10: Standards and award criteria
- d) RULE 11: Invitations to tender/quotations
- e) RULE 12: Shortlisting
- f) RULE 13: Submission, receipt and opening of tenders/quotations
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29.1.5 Contract and Other Formalities

- a) RULE 18: Contract Documents
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29.1.6 Contract Management

- a) RULE 20: Managing contracts
- b) RULE 21: Risk assessment and contingency planning
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29.2 Definitions

29.2.1 A Brief Guide to Contract Procurement Rules

29.2.1.1 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.

29.2.1.2 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 Rule 8.1 (29.6) 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).

29.2.1.3 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.

29.2.1.4 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 TfN 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 TfN 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.

29.3 Scope of Contract Procurement Rules

29.3.1 Basic Principles

29.3.1.1 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 TfN's corporate aims and policies;
- g) Comply with TfN'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.

29.3.2 Officer Responsibilities

29.3.2.1 Officers responsible for procurement or disposal must comply with these Contract Procurement Rules, TfN's Financial Regulations, TfN'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.

29.3.2.2 Officers must:

- a) Have regard to TfN's Procurement Guidance including any relevant Gateway procedures;
- b) Check whether a suitable TfN Contract exists before seeking to let another contract; where a suitable TfN Contract exists, this must be used unless there is an auditable reason not to;
- c) Keep the records required by Rule 6;
- d) Take all necessary legal, financial and professional advice.

- 29.3.2.3 When any employee either of TfN 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.
- 29.3.2.4 Chief Officers must:
- a) Ensure their staff comply with the officer obligations set out in paragraph 29.2.1.2;
 - b) Keep registers of contracts completed by signature rather than by TfN's seal (see Rule 18.3, (paragraph 31.3.5)) and arrange their safekeeping on TfN premises;
 - c) Maintain a record of exemptions recorded under Rule 3.2 (paragraph 29.3.4.1).
- 29.3.2.5 The Officer must comply with TfN Code of Conduct for Employees 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 Prevention of Corruption Acts 1889 to 1916.
- 29.3.2.6 Officers shall comply with section 117 of the Local Government Act 1972 in relation to the declaration of interest in contracts.
- 29.3.3 Exemptions, Collaborative and E-Procurement Arrangements**
- 29.3.3.1 Subject to full compliance with all UK and EU legal requirements TfN 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 TfN's interests.
- 29.3.3.2 No exemption can be used if the EU Procedure applies.
- 29.3.3.3 All exemptions, and the reasons for them, must be recorded by the Chief Officer.
- 29.3.3.4 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.
- 29.3.3.5 The Finance Director may monitor the use of all exemptions.
- 29.3.3.6 In order to secure value for money, TfN 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.

29.3.3.7 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 TfN and other consortium members.

29.3.3.8 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.

29.3.4 **Relevant Contracts**

29.3.4.1 All Relevant Contracts must comply with these Contract Procurement Rules and the Schedule of Approvals. A Relevant Contract is any arrangement made by TfN 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.

29.3.4.2 Relevant Contracts do not include:

- a) Contracts of employment which make an individual a direct employee of TfN; or
- b) Agreements relating to the acquisition, disposal or transfer of land which do not form part of a wider transaction under which TfN procures works, goods or services.

29.4 **Common Requirements**

29.4.1 **Steps Prior to Purchase**

29.4.1.1 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 TfN 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 TfN Constitution.

29.4.2 **Records**

29.4.2.1 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.

29.4.2.2 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 (see Rule 8.1);
- c) Any Contracting Decision and the reasons for it;
- d) Any exemption under Rule 3 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.

29.4.2.3 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.

29.4.3 **Advertising and Framework Agreements**

29.4.3.1 **Identifying and Assessing Potential Candidates**

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

29.4.3.1.2 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
- b) Technical ability and capacity; to fulfil the requirements of TfN.

29.4.3.2 **Framework Agreements**

29.4.3.2.1 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.

29.4.3.2.2 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.

29.5 **Conducting Purchase and Disposal**

29.5.1 **Competition Requirements for Purchase, Disposal and Partnership Arrangements.**

29.5.2 The Officer must calculate the Total Value.

29.5.3 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.

29.6 **Purchasing – Competition Requirements**

29.6.1 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 Quotation (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)

29.6.2 Irrespective of paragraph 29.6.1 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.

29.6.3 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.

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

29.7 **Assets for Disposal**

29.7.1 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 TfN's web site).

29.8 **Providing Services to External Purchasers**

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

29.9 **Collaborative and Partnership Arrangements**

29.9.1 Collaborative and partnership arrangements where services/goods/works are supplied to TfN 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.

29.10 **The Appointment of Consultants to Provide Services**

29.10.1 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)

29.10.2 Irrespective of paragraph 29.10.1 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.

29.10.3 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.

- 29.10.4 Records of consultancy appointments shall be maintained in accordance with Rule 6.
- 29.10.5 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.
- 29.10.6 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 29.10.1 – 29.10.4 (inclusive).

29.11 Pre-Tender Market Research and Consultation

- 29.11.1 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.

29.12 Standards and Award Criteria

- 29.12.1 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.
- 29.12.2 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.
- 29.12.3 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 TfN 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.
- 29.12.4 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.

29.13 **Invitations to Tender/Quotations**

29.13.1 The Invitation to Tender shall state that TfN 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.

29.13.2 All Invitations to Tender shall include the following:

- a) A specification that describes TfN'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 TfN 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 (see Rule 18). The TfN 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 TfN is not bound to accept any Quotation or Tender.

29.14 **Shortlisting**

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

29.15 **Submission, Receipt and Opening of Tenders / Quotations**

29.15.1 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).

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

29.15.3 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.

29.16 **Clarification Procedures**

29.16.1 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.

29.17 **Evaluation**

29.17.1 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 one Candidate's response must not be given to another Candidate.

29.17.2 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.

29.17.3 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.

29.17.4 TfN 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.

29.18 **Post-Tender Negotiations**

29.18.1 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.

29.18.2 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.

- 2.18.3 Where post-tender negotiation results in a fundamental change to the specification (or contract terms) the contract must not be awarded but re-tendered.
- 29.19 **Award of Contracts and Framework Agreements and Debriefing Candidates**
- 29.19.1 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.
- 29.19.2 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.
- 29.19.3 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.
- 25.19.4 The requirement to notify candidates of the intention to award a contract or Framework Agreement in Rule 17.2 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.
- 29.19.5 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 Rule 17.3 above to Candidates who were unsuccessful in a permitted pre-qualification Shortlisting process.

30 **CONTRACT AND OTHER FORMALITIES**

31 **CONTRACT DOCUMENTS**

31.1 **Relevant Contracts**

31.1.1 All Relevant Contracts shall be in writing.

31.1.2 All Relevant Contracts, irrespective of value, shall clearly specify:

- a) What is to be supplied (i.e. the works, materials, services, matters or things to be furnished, had or done);
- b) The provisions for payment (i.e. the price to be paid and when);
- c) The time, or times, within which the contract is to be performed;
- d) The provisions for TfN to terminate the contract.

31.1.3 TfN's standard terms and conditions or standard contract forms issued by a relevant professional body must be used wherever possible.

31.1.4 In addition, every contract or agreement must also state clearly as a minimum:

- a) That the contractor may not assign or sub-contract without prior written consent;
- b) Any insurance requirements;
- c) Health and safety requirements;
- d) Data protection requirements, if relevant;
- e) Equality Duty requirements;
- f) Prevention of modern slavery requirements;
- g) Freedom of Information Act requirements;
- h) Prevention of corruption requirements;
- i) A right of access to relevant documentation and records of the contractor for monitoring and audit purposes if relevant; and
- j) That TfN shall pay the contractor and the contractor shall pay its subcontractors within 30 days of an undisputed invoice.

31.1.5 The formal advice of the Monitoring Officer must be sought for the following contracts:

- a) Where the Total Value exceeds £75,000;
- b) Those involving leasing arrangements;
- c) Where it is proposed to use a supplier's own terms or; and
- d) Those that are complex in any other way.

31.2 **Contract Formalities**

31.2.1 Agreements shall be completed as follows:

Total Value	Method of completion	By
Up to £30,000	Signature	Authorised Signatory

£30,001 - £75,000	Two signatures or sealing	Two Authorised Signatories
Above £75,000	Sealing	The Monitoring Officer and one other Authorised signatory or two Authorised Signatories

31.2.2 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.

31.2.3 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.

31.3 **Sealing**

31.3.1 Where contracts are completed by each side adding their formal seal, such contracts shall be executed by the fixing of TfN's seal, and must be witnessed by an Authorised Signatory.

31.3.2 Every TFN sealing will be consecutively numbered, recorded and signed by the person witnessing the seal.

31.3.3 A contract must be sealed where:

- a) TfN 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 £75,000.

32 **BONDS AND PARENT COMPANY GUARANTEES**

32.2.1 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.

32.2.2 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.

33 CONTRACT MANAGEMENT

34 MANAGING CONTRACTS

34.1 Chief Officers are to name contract managers for all new contracts. All contracts must have a named TFN contract manager for the entirety of the contract.

34.2 Contract managers must follow the procedures set out in TfN's Procurement Guidance.

35 RISK ASSESSMENT AND CONTINGENCY PLANNING

35.1 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.

35.2 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.

36 CONTRACT MONITORING, EVALUATION AND REVIEW

36.1 The Finance Director may require that a TFN-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.

36.2 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.

36.3 Monitoring must be carried out by the Contract Manager in accordance with TfN's adopted Contract Management Procedures.

37 DEFINITIONS

Approved List	A list drawn up in accordance with Rule 7.2.(29.4.3.1.2)
Authorised Signatory	An officer authorised by the Monitoring Officer in accordance with TfN's Constitution to sign a contract or witness TfN's seal.
Award Criteria	The criteria by which the successful Quotation or Tender is to be selected (see paragraph 29.12).
Award Procedure	The procedure for awarding a contract as specified in paragraphs 19.12 to 29.29.19
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

	<p>combination of economy, efficiency and effectiveness as implemented by TfN.</p> <p>This terminology has now in many instances been superseded by Value for Money.</p>
Candidate	Any person who asks or is invited to submit a Quotation or Tender.
Chief Officers	The Officers defined as such in TfN Constitution.
Code of Conduct	The Code of Conduct for Employees as set out from time to time in TfN Constitution.
Committee	A committee which has power to make decisions for TfN.
Constitution	The constitutional document approved by TfN of which those Contract Procedure Rules form part.
Consultant	Specialist advisers engaged to provide services to TfN.
Contracting Decision	<p>Any of the following decisions:</p> <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	TfN's financial regulations outlining Officer responsibilities for financial matters prepared by the Finance Director and becoming part of TfN 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.
High Profile	A high-profile purchase is one that could have an impact on functions integral to TfN service delivery should it fail or go wrong.
High Risk	A high-risk purchase that is in the opinion of the Finance Director one which presents the potential for substantial exposure on TfN'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 TfN 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 TfN 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>(d) Workforce matters and industrial disputes, as defined in</p>

	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 TfN, TfN can require the parent company to do so instead.
Procurement Strategy	The document setting out TfN'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 (see Rule 4).
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 TfN 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> <p>(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;</p> <p>(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;</p> <p>(c) Where the contract is for an uncertain duration, by multiplying the monthly payment by 48.</p> <p>For feasibility studies, the value of the scheme or contracts which may be awarded as a result.</p>
Finance Director	As identified in TfN Constitution.

<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 TfN 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>

SECTION A - CODE OF CONDUCT FOR MEMBERS

PART 1 GENERAL PROVISIONS

38 General Provisions

38.1 TfN is not required to adopt its own Code of Conduct for Members but each Member of TfN has been appointed by a Constituent Authority to represent it on TfN.

38.2 In representing their Constituent Authority each 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.

PART 2 DISCLOSABLE PECUNIARY INTERESTS

39 Notification of disclosable pecuniary interests

39.1 Within 28 days of becoming a Member, you must notify TfN’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 TfN) 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 TfN – 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 TfN.
Licences	Any licence (alone or jointly with others) to occupy land in the area of TfN for a month or longer.
Corporate Tenancies	Any tenancy where (to your knowledge) – (a) The landlord is TfN: and (b) The tenant is a body in which you or your partner has a beneficial interest.

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 TfN; and</p> <p>(b) Either:</p> <p style="padding-left: 20px;">(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 style="padding-left: 20px;">(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>
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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

35.5.1 If you are present at a meeting of TfN, or any Committee, Sub-Committee, Joint Committee or Joint Sub-Committee of TfN, 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 TfN'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.

39.6 **Offences**

39.6.1 It is a criminal offence to:

- a) Fail to notify TfN's Monitoring Officer of any disclosable pecuniary interest within 28 days of appointment as a Member of TfN;
- b) Fail to disclose a disclosable pecuniary interest at a meeting if it is not on TfN's Register;
- c) Fail to notify TfN's Monitoring Officer within 28 days of a disclosable pecuniary interest that is not on TfN 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 TfN's Monitoring Officer of a disclosable pecuniary interest or in disclosing such interest to a meeting.

39.6.2 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 councillor 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 TfN and all those who engage with TfN 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 TfN information is open to the public.

42 Equal Opportunity Issues

42.1 Employees must ensure that TfN 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 TfN'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 TfN 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 TfN 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 TfN's Monitoring Officer of any impropriety, breach of procedure, unlawfulness or maladministration.

46 TfN 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 TfN facilities only for TfN business and respect the intellectual property of TfN 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 TfN 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 TfN 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 TfN'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 TfN'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 TfN.
- 53.4 When serving on outside bodies as a TfN appointee, an employee will of course be expected to represent and promote TfN'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 TfN, its committees and joint committees and Officers of TfN, and of Constituent Authorities providing services to TfN, its committees and joint committees (“Officers”) in their relations with one another in such a way as to ensure the smooth running of both organisations.
- 54.2 In this Protocol, references to members of TfN include references, where appropriate, to members of its committees and joint committees and references to officers of TfN include references where appropriate to officers of the Constituent Authorities who provide services to TfN, 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 TfN, its committees and joint committees. Their job is to give advice to Members and to carry out work under the direction and control of TfN, 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 the Officer, they should raise the matter with the Chief Executive of TfN 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 TfN's Whistle Blowing 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 TfN 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 TfN, 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 TfN, 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 TfN are accountable to TfN through the Chief Executive;
 - b) Support from Officers is needed for all TfN's functions including full TfN, its committees and joint committees, individual Members representing their communities etc;
 - c) Day-to day managerial and operational decisions should remain the responsibility of the Chief Executive of TfN and other Officers.
- 56.3 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.

56.4 Finally, it should be remembered that TFN Officers undertaking work for TfN are accountable to the Chief Executive of TfN 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 TfN as a whole and not any political group, combination of groups or any individual Member of TfN. 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 TfN.

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 TFN 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 TFN decision making, are not formal decision-making bodies of TfN and are not empowered to make decisions on behalf of TfN. Conclusions reached at such meetings do not therefore rank as TFN 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 TFN business, this cannot act as a substitute for providing all necessary information and advice to the relevant TFN 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 TfN'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 TfN 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 TfN 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 TfN 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 TfN for damages.

- 59.2.1 The Freedom of Information Act 2000 (FoIA) brought additional rights and responsibilities regarding the disclosure of information. A "publication scheme" will be produced by TfN setting out the information which it will make publically 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. In other words, a system of 'silent copies' should not be employed.

- 60.2 Official letters on behalf of TfN 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 TfN 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 TfN 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 TfN. 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 TfN. Press releases are not issued by TfN 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 TfN. 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 (TfN) 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 six core principles:

- a) Focusing on the purpose of TfN 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 TfN 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.

63.3 TfN 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 TfN’s Core Principles

63.4.1 Focusing on the purpose of TfN 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 TfN’s purpose and vision and its intended outcome for citizens and service users;
- b) TfN working closely with the Transport for the North Partnership Board has drawn up the Transport Strategy. This sets out the vision for improved connectivity across the wider region and is an ambitious transformational; pan-northern strategy and investment programme to drive and support economic growth in the North. This Strategy has been developed further into the Strategic Transport Plan for the North;
- c) The Strategic Transport Plan will set out the transport priorities for the region across all forms of transport and show the ambition to improve connectivity and so to create additional jobs and grow the economy. Further detailed plans will set out specific projects, funding and timescales for delivery;
- d) Ensuring that users receive a high quality of service;

- e) TfN will produce regular reports setting out its targets and the achievement against them. This will include progress on key investment projects;
- f) Ensuring that TfN makes best use of resources and that tax payers and service users receive excellent value for money;
- g) TfN will prepare a medium term financial strategy which is scrutinised by Members to ensure it supports the ambitions of TfN. Detailed annual budgets are considered and approved by TfN 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 TfN;
- b) Ensuring a constructive working relationship exists between elected Members and Officers;
- c) Ensuring relationships between TfN and the wider Partnership are clear.

63.4.5 TfN has in place clear constitutional documents and a Committee structure covering all aspects of TfN's activities. The Partnership Board, supported by the LEP'S, brings together Members and business leaders from the private sector to advise TfN 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 of co-opted members from all constituent authorities includes within its terms of reference the review of any decision of TfN and an Audit and Governance Committee oversees financial and audit matters.

63.4.8 Promoting values for TfN 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) TfN 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 TfN and are reflected in policies and protocols;
- d) TfN 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 TfN 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) TfN ensures that decision making is transparent and that appropriate advice is taken in reaching decisions. All decisions of TfN 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. The Partnership Board publishes its papers and minutes via the internet. 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 co-opted 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) TfN 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) TfN 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) TfN is committed to openness and transparency and arrangements are in place to enable webcasting of meetings of TfN and its committees and ensuring similar standards of transparency are achieved for Partnership Board meetings. Further consideration of the Publication Scheme will also 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 TfN;
- d) TfN 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 TfN 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) TfN 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) TfN 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 TfN for consideration and approval.

SECTION E ANTI FRAUD & CORRUPTION POLICY

64 Policy Statement

- 64.1 TfN is committed to ensuring that people within its area can have complete confidence that the affairs of TfN, its committees and joint committees are conducted in accordance with the highest standards of probity and accountability. TfN is, consequently, committed to combating fraud and corruption wherever it may arise in relation to any of TfN's activities or services and involving any Members of TfN, its committees or joint committees, or officers of TfN and its Constituent Authorities who provide services to TfN, its committees or sub committees or members of the public or other third parties.
- 64.2 In this policy references to members of TfN include references, where appropriate, to members of its committees and joint committees and, references to officers of TfN include references where appropriate to officers of the Constituent Authorities who provide services to TfN, its committees and joint committees.
- 64.3 TfN 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 TfN is committed to establishing and maintaining effective arrangements to prevent fraud and corruption. TfN recognises, however, that fraud and corruption cannot always be prevented and so effective arrangements have been established to detect and investigate all incidents or situations where fraud and corruption is suspected.
- 64.5 TfN will not tolerate dishonesty on the part of any of the members or officers of TfN or any persons or organisations involved in any way with TfN. Where fraud or corruption is detected TfN will rigorously pursue appropriate action against the persons concerned including legal and / or disciplinary action.
- 64.6 TfN 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.
- 64.7 TfN is committed to working constructively with the police and other relevant agencies in relation to combating fraud or corruption within TfN or within the wider community.
- 64.8 TfN will seek to ensure that its stance on anti-fraud and corruption is widely publicised. All officers and members of TfN will be made aware of this policy statement.
- 64.9 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 TFN is committed to the highest standards of probity and Accountability to safeguard public funds. It will not tolerate dishonesty on the part of elected Members, officers or others involved with TfN. 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 TfN.
- 65.2 The Anti-Fraud and Corruption Policy applies to all elected Members and officers of TfN. It also applies as far as it can to any persons, companies or organisations in relation to their dealings with TfN including partnership arrangements and developments involving 'arm's length' companies or organisations, contractors, consultants, suppliers and claimants.
- 65.3 TfN's primary objective, through the Anti-Fraud and Corruption Policy, is to ensure that fraud and corruption does not occur within TfN and if it does occur that it is detected and dealt with effectively.
- 65.4 These guidance notes are intended to advise all elected 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 TfN which is carried out to conceal the misappropriation of assets, evasion of liabilities or otherwise for gain;
 - b) Unauthorised use of TFN property; or
 - c) Theft of monies or other TFN property by persons internal to TfN.
- 66.2 The theft of TFN property carried out by persons external to TfN 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 TfN by members of the public or other third parties;
 - b) Fraud perpetrated against TfN by elected Members or officers of TfN;
 - c) Fraud perpetrated jointly by members of the public or other third parties in collusion with officers or members of TfN.
- 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 elected 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) Disposals of assets.

68 Anti-Fraud Culture and Key Principles

68.1 TfN aims to ensure that elected 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, TfN 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 TfN 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 TfN, which positively promotes the highest standards of probity and which makes it absolutely clear that TfN will not tolerate dishonesty on the part of any of the officers or Members of TfN or any persons or organisations involved in any way with TfN.
- 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 TfN's primary defence against fraud and corruption.
- 68.6 Where TfN members or officers are involved, or where any person acts on or as an agent of TfN, or where initiatives or schemes involve funding through TfN, the principles outlined in the Anti- Fraud and Corruption Policy must be applied.

69 Roles and Responsibilities of Members

- 69.1 As elected representatives, all Members have a duty to act to prevent fraud and corruption. Every elected Member has a role to play in maintaining the standards of probity and integrity that the public is entitled to expect, which obviously includes compliance with relevant rules and procedures. The Code of Conduct for Members which all Members have adopted in their Constituent Authorities addresses standards and expectations.

70 Audit Committee

- 70.1 The Audit and Governance Committee will regularly review 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 Members compliance with the Code of Conduct would be referred back to the Member's appointing Authority for consideration/investigation. TfN 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 Chief Officer's 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 TfN'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 Officers

- 77.1 As indications of suspected irregularities could arise in many different ways it is possible that any of TfN'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 Chief Officer, the situation must be reported to Internal Audit which will then inform the Finance Director and agree 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 TfN should conduct its own investigation.
- 77.5 Where an allegation or suspicion of fraud concerns an officer of TfN 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 TFN

- 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 should report to a Statutory Officer of TfN. If the officer feels uncomfortable with this approach they can report directly to Internal Audit.
- 78.2 In certain circumstances, it would be appropriate for an officer to report directly to Internal Audit anyway. For example, if there were reasons to believe that any subsequent investigation might be compromised if the situation were to be reported through managers. The most likely reasons for reporting direct to Internal Audit could include because line managers were implicated in the alleged irregularity and the employee was not sure who it was safe to report to within the team or there were reasons to believe that the situation might be suppressed or covered up by senior managers.

79 Alternative Contact Points

- 79.1 TfN provides the reporting lines above to ensure that elected members and officers are satisfied that reports will be treated seriously and that action will be taken. If they consider this is not the case then matters could be taken outside TfN to other

contact points. The process for this is described in more detail in the Whistleblowing policy and guidance in the next part of this document.

80 Monitoring

- 80.1 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

81 Whistleblowing Policy and Procedure Policy Statement

- 81.1 TfN is committed to the highest possible standards of openness, probity and accountability and will not tolerate malpractice or wrongdoing.
- 81.2 TfN is therefore committed to a policy which seeks to protect individuals who make certain disclosures with regard to any instance of malpractice or wrongdoing and to investigate them in the public interest.
- 81.3 Whistleblowing is when a member of staff raises concerns about the activities of the organisation they work for which are ethically or legally questionable.
- 81.4 The aims of the policy are to;
- a) Provide for a culture of zero tolerance toward fraud and corruption;
 - b) Encourage officers and others with serious concerns about any aspect of TfN's work to feel confident to come forward and voice those concerns;
 - c) Provide ways for officers to raise concerns at an early stage and in the right way and enable them to get feedback on any action taken;
 - d) Ensure that officers know what to do if they are not satisfied with actions taken;
 - e) Provide re-assurance that officers who raise concerns in good faith can do so without fear of reprisals or victimisation.
- 81.5 This policy covers any wrong doing relating to unlawful conduct, financial malpractice or dangerous working environments.
- 81.6 It is available for use by all officers of TfN and officers of Constituent Authorities providing services to TfN, its committees and joint committees.
- 81.7 It is not to be used where other more appropriate procedures are available. There are existing procedures which enable officers to lodge a grievance relating to their conditions of employment, raise matters of harassment or to make a complaint. This policy covers concerns that fall outside the scope of these existing procedures. TfN will seek to ensure that its stance on whistleblowing is widely publicised and that officers have access to appropriate guidance.

82 Whistleblowing Procedures for Officers Introduction

- 82.1 Officers are often the first to realise that there may be something seriously wrong within an authority. Normally officers would be expected to raise any concerns initially with their line manager. However, they may feel that expressing their concerns would be disloyal to their colleagues or to TfN or may also fear harassment or victimisation. It may be easier to ignore these concerns than report what may just be a suspicion of malpractice.
- 82.2 Whistleblowing is the process for raising a concern about suspected wrongdoing, especially in circumstances where the whistleblower feels forced to raise that concern outside the normal management reporting line. For instance, the whistleblower may be concerned about the actions of their own line management,

or about the failure of their line management to act over suspected wrongdoing on the part of others.

82.3 The Whistleblowing policy encourages and enables officers and others with serious concerns about any aspect of TfN's work or those engaged in work for TfN to come forward and voice those concerns. It recognises that most cases will need to proceed on a confidential basis. At the same time, the provisions of the Public Interest Disclosure Act 1998 (PIDA) provide protection from harassment and victimisation for officers who raise concerns in good faith.

83 Whistleblowing Policy

84 Policy Statement

84.1 TfN is committed to maintaining the high standards of ethical behavior expected of public sector workers. To achieve this objective, it encourages freedom of speech and openness of information and provides mechanisms for reporting behavior that contravenes these requirements.

84.2 The aims of this policy are:

- a) To establish a procedure for staff and all those working for and engaging with TfN to report instances of malpractice, illegal acts and omissions of responsibility whilst at work;
- b) To protect employees from recriminations when they raise genuine concerns about malpractice, illegal acts or omissions of responsibility whilst at work;
- c) To encourage all staff to work to the highest standards of conduct and integrity;
- d) To foster a culture of high expectations of conduct and zero tolerance of dishonest behavior.

84.3 This policy has been written to take account of the Public Interest Disclosure Act 1998 and the Employment Rights Act 1996 which protects employees who take action over, or raise concerns about health and safety at work issues.

84.4 The act directs the employee towards raising the matter 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, informing union officials or when making disclosures to prescribed persons such as regulators (a list of prescribed persons to whom an employee can raise concerns is included at paragraph 86.6. If an employee chooses to disclose information in a way which is not covered by the Act, then he or she will lose its protection.

84.5 To obtain protection under the Act the employee is required to act in good faith and have a reasonable suspicion that malpractice has occurred, is occurring or is likely to occur. For disclosures to external parties, the employees must honestly and reasonably believe that the information and any allegation in it are substantially true. The Employment Rights Act 2006 as amended by the Enterprise and Regulatory Reform Act 2013 requires that the disclosure should also be made in the public interest. Where the disclosure is not made in good faith, protection is still in

place but any award made at a Tribunal may be reduced due to the good faith test.

- 84.6 TfN will not tolerate any harassment or victimisation of a whistleblower and will treat this as a serious disciplinary offence, which will be dealt with under the Disciplinary Procedure. In addition, the Employment Rights Act 2006 as amended by the Enterprise and Regulatory Reform Act 2013 makes it a legal wrong to bully or harass a Whistleblower and civil action may be brought against any employee accused of this by the Whistleblower.
- 84.7 TfN will also treat any allegations found to have been made maliciously as a serious disciplinary matter.

85 Definitions

85.1 Definition of Whistleblowing:

Whistleblowing refers to the disclosure, either internally or externally, by TfN employees of malpractice, illegal acts and omissions of responsibility, in the workplace.

85.2 Definition of Malpractice:

Malpractice is a general term and describes crimes, civil offences (including negligence, breach of contract, and breach of administrative law), miscarriages of justice, dangers to health and safety of persons or the environment, and the cover up of any of these procedures.

85.3 TfN encourages staff to use internal communication channels set out in this procedure for reporting any malpractice, illegal acts, or omissions of responsibility by current employees or ex-employees. In this way matters can be dealt with quickly, and confidentially and where necessary independently.

85.4 Examples of events which may trigger the use of the Whistleblowing Procedure;

- a) A criminal offence has been committed, or is likely to be committed;
- b) Disregard for legislation, particularly in relation to health and safety at work;
- c) Cases of fraud and/or corruption;
- d) Willful destruction or misuse of TfN assets;
- e) Breach of TfN's Policies, Constitution and Financial Regulations, and Corporate Procedures;
- f) Any favour given over a contractual matter or to a job applicant;
- g) A breach of TfN's Code of Conduct;
- h) Ill treatment of a TfN stakeholder;
- i) Damage to the environment or damage likely to occur; and
- j) Information on any of the above which has been or is likely to be concealed.

Note this list is not exhaustive

86 Roles and Responsibilities

86.1 Employees

86.1.1 Normally staff would be expected to raise any concerns promptly in accordance with the requirements of this procedure i.e. prepare a note and report them to your line manager in the first instance. However, staff may raise a concern outside the normal management reporting line if their concern is about the actions of their line manager or they do not believe the line manager will take their concerns seriously. Under these circumstance concerns should be raised with the Finance Director. Alternatively, if the matter relates to an issue other than fraud and corruption, a number of post holders have been identified at paragraph 86.6 to whom internal disclosure can be made.

86.1.2 Staff may prefer to raise concerns externally with the relevant prescribed person, or if they consider that their concerns have not been treated seriously, and investigated fairly and thoroughly. A list of prescribed persons is attached at Schedule B.

86.1.3 The whistleblowing policy encourages and enables staff and others with serious concerns about any aspect of TfN's work or those with whom it is engaged, to come forward and voice their concerns. 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 Schedules A or B.

86.2 Managers

86.2.1 Line Managers should consider the facts reported, together with any supporting documentation, and determine in an objective manner whether the suspicions appear to be justified and if justified, or are at all in doubt, the matter should be reported immediately to the Finance Director.

86.3 The Finance Director

86.3.1 The Finance Director should receive reports from employees or managers and request a Designated Officer (DO) to conduct enquiries to establish the facts and the substance of any allegations/suspicions and if appropriate, request the DO to proceed with a further investigation. The Finance Director should then receive reports from the DO and inform the Chief Executive Officer of the outcome of the investigation.

86.4 Designated Officer

86.4.1 The Designated Officer must conduct an interview with the whistleblower to ascertain the basic facts and:

- a) Ask the whistleblower if they wish their identity to be disclosed;

- b) Give assurances against possible reprisals and victimisation;
 - c) Ask for a written or verbal statement; and
 - d) Write a brief summary of the interview, which will be agreed by both parties.
- 86.4.2 The DO must then report the findings from the initial interview to the Finance Director who shall be responsible for the commission of any further investigation. The Chief Executive shall be informed of a decision to proceed with an investigation. If exceptionally the concern is about the Chief Executive, then the Monitoring Officer shall be informed and he/she will decide on how the investigation will proceed.
- 86.4.3 The DO must inform the whistleblower of the agreed course of action i.e. either to carry out an investigation or to take the matter no further and shall provide the reasons behind the decision.
- 86.4.4 If the agreed course of action is to carry out the investigation and if the suspicions relate to fraud and/or corruption, the investigation shall be carried out in accordance with the provisions of TfN's Fraud Response Procedures. It may be necessary to conduct the investigation under the terms of strict confidentiality, i.e. by not informing the subject of the complaint until (or if) it becomes necessary to do so. This course of action is normally appropriate in cases of suspected fraud. In certain circumstances, it may be necessary to suspend the individual(s) from work pending completion of the investigation. The Designated Officer will offer to keep the whistleblower informed about the progress of the investigation and of its outcome and also report the outcome of the investigation to the Finance Director who shall inform the Chief Executive.
- 86.4.5 No later than one month following the completion of the investigation, a meeting will be arranged with the whistleblower to provide feedback on any action taken (this will not include details of any disciplinary action, which will remain confidential to the individual concerned).
- 86.5 **Following the Investigation**
- 86.5.1 If the investigation proves that there is a case to be answered by any individual, the rules and procedures set out in the Disciplinary Procedure will be adhered to. In cases where there is evidence of a criminal offence, the Police will be informed. Where the result of the investigation shows that there is no case to answer, but the whistleblower held a genuine concern and were not acting maliciously, it is the responsibility of the DO to ensure that the whistleblower does not suffer from any reprisals. Only where false allegations are made maliciously, will it be considered appropriate to act under the terms of the Disciplinary Procedure.
- 86.5.2 If the whistleblower is not satisfied with the outcome of the investigation, TfN recognises the lawful rights of its employees and ex-employees to make disclosures to prescribed persons in Schedule B. If this course of action is taken, the whistleblower should inform the Designated Officer who will inform the Finance Director.
- 86.5.3 Outcomes of matters arising from Whistleblowing cases will be publicised throughout TfN as part of the ongoing promotion of the Anti- Fraud and Corruption

Policy, although the confidentiality of any disciplinary processes will be maintained.

86.6 List of Prescribed Persons for Internal Whistleblowing

- a) Line Manager;
- b) Finance Director;
- c) Chief Executive;
- d) Legal Services Manager/ monitoring officer;
- e) HR Manager.

TRANSPORT FOR THE NORTH CONSTITUTION: APPENDICES

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Appendix 1 – THE ORDER

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, Newcastle Upon Tyne, North Tyneside, Northumberland, South Tyneside and Sunderland 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”
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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

Transport for the North – Voting Metrics TfN Constituent Authorities	Population	% of TfN area Population	200,000 Or part	RN Votes
Greater Manchester CA	2,756,162	18.14	14	223
West Yorkshire CA	2,281,718	15.02	12	209
North East CA	1,957,152	12.89	10	65
Liverpool CR CA	1,524,558	10.04	8	59
Sheffield CR CA	1,374,655	9.05	7	78
Lancashire CC	1,191,691	7.84	6	55
Tees Valley CA	667,469	4.39	4	33
North Yorkshire CC	602,277	3.97	4	32
Cumbria CC	497,996	3.28	3	40
Cheshire East	375,392	2.47	2	21
East Riding of Yorkshire	336,685	2.22	2	9
Cheshire W. and Chester	333,917	2.20	2	11
Hull City	258,995	1.71	2	13
Warrington	207,695	1.37	2	12
City of York	206,856	1.36	2	54
North Lincolnshire	169,820	1.12	1	4
NE Lincolnshire	159,570	1.05	1	6
Blackburn with Darwen	146,846	0.97	1	6
Blackpool	139,578	0.92	1	15

Non-Constituent Authorities		
Staffordshire	(862,562)	1
Nottinghamshire	(805,848)	3
Derbyshire	(782,365)	14
Lincolnshire	(736,665)	7
Nottingham	(318,901)	15
Stoke-on-Trent	(251,648)	8
Total Votes	84	993

A resolution which requires a vote would need 43 votes to be carried. A matter requiring a super-majority would need 63 votes and 10 constituent authorities voting in favour. "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 2015 mid-year estimates based on current CA/LTA boundaries.
- 3) Column 3 is the population of the CA/LTA as a percentage of the aggregate TfN area population (15,189,032).
- 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 (Tees Valley CA being a combined vote of their constituent councils).

Appendix 3 – FINANCIAL CONTRIBUTIONS

The Rail North Support Payment

Each of the Constituent Authorities and each of the Rail North Authorities shall pay to TfN 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 TfN 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 TfN in the proportion and amounts as follows

Greater Manchester Combined Authority	35%	xxxxxxx
Liverpool Region Combined Authority	10%	xxxxxxx
North East Combined Authority	10%	xxxxxxx
Sheffield City Region Combined Authority	10%	xxxxxxx
West Yorkshire Combined Authority	35%	xxxxxxx

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 1st 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 TfN 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 TfN.

Appendix 4 – DfT/TfN PARTNERSHIP AGREEMENT

To follow

Appendix 5 – TERMS OF REFERENCE OF THE PARTNERSHIP BOARD

Terms of Reference of the Partnership Board

The TfN 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, Highways England, 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

- a) The Independent Chair;
- b) The Member or Substitute Member of TfN of each of the Constituent Authorities;
- c) The Co-opted Member or Substitute Co-opted Member of TfN 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 Highways England, Network Rail and HS2 Limited; and the TfN Chief Executive.

Role

The role of the Partnership Board is:

- a) To contribute to TfN'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 TfN, 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 TfN the wider interests of the business community;
- e) To advise TfN on policies and priorities relating to transport and the effect of transport on the economy of the area of TfN;
- f) To advise TfN on all matters relating to transport to, from and within the area of TfN;
- g) To advise on the development of the Strategic Transport Plan;
- h) To recommend to TfN the adoption of the Strategic Transport Plan;
- i) To advise TfN on the delivery of the proposals set out in the Strategic Transport Plan;
- j) To be consulted on content of the TfN 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 Partnership Board shall determine;
- b) The Partnership Board shall be chaired by an Independent Chair appointed by TfN;
- c) The person appointed shall not be, or have previously within the last 5 years been, an elected Member of any Local Authority within the TfN area;
- d) A meeting of the Partnership Board shall be quorate if not less than 10 Members of TfN, 3 Co-opted Members representing Rail North Authorities, and 5 representatives of the LEPs

- are present;
- e) The agenda and minutes of meetings shall be published on TfN's website; Attendance shall be in person;g) 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 Highways England, across the area for which TfN is the Sub-National Transport Body. TfN is also actively engaged in establishing a vision for the future of transport in the area, which Highways England 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 TfN 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 TfN, 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 TfN 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 Highways England's delivery plan. Where there is a risk of this being the case, Highways England 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 TfN, DfT and Highways England.

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 TfN. The secretariat will be responsible for arranging meetings, preparing the agenda, circulating papers and taking minutes.
- 2) The group will meet at least quarterly, and may arrange additional meetings and invites other attendees as appropriate.

Appendix 7 – RAIL NORTH PARTNERSHIP BOARD TERMS OF REFERENCE

Final Terms of Reference for the Rail North Partnership Board will be submitted to the Rail North Partnership Board when this formally convenes in April 2018, and therefore are not included here. However, the detailed principles of the Rail North Partnership Board are set out in paragraphs 5.1-5.13 and Schedule 2 of the draft DfT/Rail North Partnership Agreement.

Appendix 8 – PROTOCOL FOR THE EXERCISE OF CONCURRENT FUNCTIONS

Appendix 8 – PROTOCOL FOR THE EXERCISE OF CONCURRENT FUNCTIONS

Date

Between

Transport for the North (TfN)

And

(Constituent Authorities/ other Authorities)

Background

- 1) By Regulations made the 22ND January 2018 TfN 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 TfN holds concurrently with the Constituent Authorities or other local authorities.

TfN 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 TfN has defined a project and this has been approved by TfN the Constituent Authorities acknowledge in principle that TfN 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 TfN Regulations. A project shall be any defined proposal for works that is to be proposed to the Partnership Board and to the TfN Board for approval.
- 2) TfN 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) TfN 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) TfN agrees that it will request any consents required under the Regulations in relation to:
 - ☐ The exercise of any concurrent function or
 - ☐ The manner in which TfN proposes to exercise any concurrent function

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

TfN 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 consider that the scale and nature of a project are of a complex nature TfN and the Constituent Authority or other Authority will enter into a bespoke Protocol to govern the way in which TfN'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 TfN 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 TfN 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 TfN's governance and high level working arrangements and should be read in conjunction with the TfN Constitution. The governance framework forms an appendix to TfN'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 TfN 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 TfN and will be maintained and updated accordingly.

2. Overview

- 2.1 These governance arrangements have been established in accordance with the Constitution of TfN.
- 2.2 The Constitution outlines how TfN operates, how decisions are made and the procedures which are followed in order to ensure that TfN operates efficiently, effectively and in a transparent and accountable manner.
- 2.3 The benefits of an established Governance Framework include:
- Providing assurance to TfN 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 TfN Committees (described in the constitution in part 4 are approved by TfN 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.

All meetings of TfN’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. TfN Members’ Bodies

5.1 Section 5 describes those committees which are primarily member bodies.

5.2 TfN Members’ Board

Entity	TfN Members’ 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	Legal Services Manager as Secretary (Monitoring Officer) TfN Chief Executive and Finance Director Any other person at the invitation of the TfN Members’ Board
<p>Establishment</p> <p>TfN will be established as a corporate body on 01/04/2018 [following the Statutory instrument passed through parliament]. A meeting of all of the Members of TfN is referred to in this document as the TfN Members’ Board.</p> <p>Composition</p> <p>A meeting of the TfN Members’ Board shall be quorate where ten or more Members are present.</p> <p>Meeting Frequency</p> <p>Quarterly or at such intervals as the TfN Members’ Board may decide, but not less than four times per year.</p>	

Authority and Responsibilities

The TfN Members' Board is the ultimate decision-making body within TfN and is responsible for the exercise of all TfN powers.

The TfN Members' 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;
- (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 TfN business plan and budget;
- (iv) The approval of the staff establishment (overall numbers and grades); and
- (v) The determination of collective terms and conditions of staff.

The TfN Members' Board approves a detailed revenue and capital budget each year and subsequently quarterly budget revisions.

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

TfN Members' Board 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.

The TfN Members' Board approves the Statement of Accounts and Annual Governance Statement.

The TfN Members' Board may at any time appoint such committees as it thinks fit or dissolve or alter the membership of any such committee.

5.3

Audit and Governance Committee Terms of Reference

Entity	Audit and Governance Committee
Members	Member (Chair) 4 Members of TfN Members' Board 3 other co-opted Members (roles to be recruited to supply required specialist skills)
In Attendance	Finance Director The Head of Legal Services as Secretary (Monitoring Officer) A representative of DfT Any other person at the invitation of the Committee or the Statutory Officers
Establishment	

The Audit and Governance Committee will be established as a committee of the TfN Members' Board in accordance with the TfN Constitution. It has the following purposes:

- (i) assisting the TfN Members' Board in meeting its responsibilities in relation to the integrity of TfN'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 TfN Members' Board in providing leadership, direction and oversight of the overall risk appetite and risk management strategy.

Membership

The Members of the Audit and Governance Committee are the Members of TfN appointed to the Committee and the Independent Members co-opted to the Committee by TfN Members' Board in accordance with [the powers granted to TfN under the Statutory instrument.

Meetings

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

A meeting shall be quorate where four Members of whom at least 2 are representatives 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 TfN Officers.

The Head of Legal Services, 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 TfN Members' Board on the matters set out below:

- (i) financial reporting, internal control and audit processes; and
- (ii) advising the TfN Members' Board on the risk exposures of TfN, reviewing TfN'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.

Considering the robustness of financial controls, including the financial reporting process; the accounting policies; and the Annual Statement of Accounts of the TfN Members' Board, 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 TfN'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 [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. [Need to consider how the IA function will be delivered?]

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.

Overseeing TfN's relations with the external auditor.

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

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

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

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

Reviewing 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.

Reviewing the audit representation letters before consideration by the TfN Members' Board, giving particular consideration to matters that relate to "non-standard" issues.

Assessing 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.

Considering 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.

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

Reviewing 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 TfN'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 TfN Members' 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 TfN Members' 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.

5.4 **Scrutiny Committee Terms of Reference**

Entity	TfN Scrutiny Committee
Members	Constituent Authority Representatives
In attendance	Any other person at the invitation of the TfN Scrutiny Committee
Authorities and Responsibilities	

These arrangements have been established to act as a focus for the scrutiny and challenge of the TfN Members' Board and to investigate matters of strategic importance to the combined administrative area covered by the constituent authorities.

The role of these arrangements will include monitoring and to make recommendations for improvement and/or changes on:

- (i) The decisions of TfN;
- (ii) The decisions of TfN which are taken by TfN in accordance with the delegations set out in Part X Section XI of the Constitution;
- (iii) Making reports or recommendations to TfN with respect to the discharge of the functions of TfN; and
- (iv) Making reports and recommendations on transport matters that affect the area of TfN or the inhabitants of the area.
- (v) Making recommendations to TfN in advance of any decisions that TfN proposes to take

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

- (i) To review and scrutinise decisions made or other action taken by TfN;
- (ii) To make reports or recommendations with respect to the discharge of the functions of TfN;
- (iii) To make reports or recommendations on transport matters that affect the area of TfN or inhabitants of the area;
- (iv) To require members or officers of TfN to attend meetings of the Committee to answer questions;
- (v) To invite other persons to attend meetings of the Committee.

Key Principles for the Operation of the Scrutiny Committee

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.

- (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 council 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 councils.

Each Scrutiny Panel shall appoint a Chair and Vice Chair from amongst its members.

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.

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.

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.

Voting if needed will be by a show of hands and a simple majority will be required to approve any recommendation.

The Scrutiny Panels will meet as appropriate for the scope of scrutiny required.

Budget and Administration

The Scrutiny Budget will be agreed as part of TfN's annual budgetary processes.

The budget will be required to meet all officer support to the scrutiny arrangements, including research support.

The decisions and recommendations of any Scrutiny Panels set up under these arrangements will be communicated to TfN, and other Scrutiny Committee members as soon as possible after resolution by those appointed to any such Scrutiny Panel.

Any external expenditure shall be procured and managed through and in accordance with TfN's adopted financial processes.

5.5 TfN Partnership Board Terms of Reference

Entity	TfN Partnership Board
Members	Independent Chair;

	Constituent Authority leaders / elected mayors; Representatives from each of the 11 Northern LEPs; A representative from the Department for Transport; Representatives from Highways England, Network Rail and HS2 Limited; and TfN Chief Executive.
In attendance	TfN Finance Director, HR and Mobilisation Director, Portfolio Director, Strategy Director, Monitoring Officer (Secretary) and any other person at the invitation of the TfN Partnership Board
<p>Establishment</p> <p>The TfN Partnership Board was established in accordance with the provisions of the Order to advise TfN on matters relating to transport to, from and within TfN’s area and to provide a consultative forum for TfN Members in the development of TfN’s Strategy and programmes.</p> <p>Composition</p> <p>The TfN Members Board will appoint an Independent Chair of the Partnership Board who will become a co-opted member of the TfN Members Board. 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 TfN and the Secretary of State • Represent TfN in the media, and • Be an advocate for TfN 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 will be elected by and from the Partnership Board members.</p> <p>Meeting Frequency</p> <p>Quarterly or at such intervals as the TfN Members’ 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 TfN’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 TfN, 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 TfN the wider interests of the business community;
- To advise TfN on policies and priorities relating to transport and the effect of transport on the economy of the area of TfN;
- To advise TfN on all matters relating to transport to, from and within the area of TfN;
- To advise on the development of the Strategic Transport Plan;
- To recommend to TfN the adoption of the Strategic Transport Plan;
- To advise TfN on the delivery of the proposals set out in the Strategic Transport Plan;
- To be consulted on content of the TfN Business Plan, activity plans with significant expenditure implications and the initiation and submission of business cases.

6. TfN Officer Bodies

6.1 Section 6 describes those bodies which consist of TfN officers and officers co-opted from other organisations.

6.2 TfN Executive Board Terms of Reference

Entity	TfN Executive Board
Members	Chief Executives or nominated representatives from Constituent Authorities. A representative from the Department for Transport. Representatives from Highways England, Network Rail and HS2. TfN Chief Executive.
In attendance	TfN’s Finance Director and any other person at the invitation of the Executive Board.
<p>Establishment</p> <p>The TfN Executive Board will be established to provide a consultative forum for TfN Officers in the development or delivery of programmes and activity required to deliver the objectives of TfN as set out in its Business Plan and varied by the TfN Members’ Board from time to time.</p> <p>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.</p> <p>Composition</p> <p>The Board will elect a Chair from one of its Constituent Authority members.</p>	

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 TfN business plan.

This might include , but not be limited to, the strategic direction, policies and priorities for TfN; 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 TfN officers and Constituent Authority representatives to discuss/share strategic information on matters impacting on the objectives of TfN;
- (iii) Provide leadership, information and advice that informs TfN 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 TfN regarding improvements as appropriate.

The Executive Board will receive a monthly operating report covering the activities of TfN.

The Executive Board will normally be consulted on all papers that are intended to be submitted for consideration by the TfN Members' Board.

The Executive Board will be consulted on content of the TfN 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

The Executive Board may refer any item to the TfN Operating Board for consideration.

To ensure the Executive Board remains effective the Terms of Reference should be reviewed on an annual basis.

6.3 TfN Operating Board Terms of Reference

Entity	Operations Board
Members	Chief Executive (Chair) Finance Director Legal Services Manager (Monitoring Officer) Other Officers invited to attend by the Chief Executive
<p>Establishment</p> <p>The Operations Board was established as a meeting of the Chief Officers to consider proposals and facilitate the effective management of TfN.</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 TfN 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 TfN.</p> <p>Approve corporate policies.</p> <p>Co-ordinate TfN’s business planning and performance management processes and, in particular:</p> <ul style="list-style-type: none"> (i) Monitor key performance indicators and the priority tasks being undertaken and report key performance indicators and the priority tasks to the TfN Members’ Board. (ii) Approve the TfN Business Plan and Budget for submission to the TfN Members’ Board. <p>Approve the submission of functional strategies to the TfN Members’ Board.</p> <p>Approve any changes in the staffing structure/establishment, (if within the scheme of delegation). Note significant changes would need to go to TfN Members’ Board.</p>	

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 TfN Members' Board, subject to the responsibilities of the Statutory Officers.

Manage and approve process for external communications and engagement.

Approve the appointment of TfN officer representatives to outside bodies.

Approve the cessation of an activity that was previously approved to proceed by the Operations Board.

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 [x] below.

Approve the internal audit plan.

At least once per year, review TfN's governance arrangements to ensure that these remain appropriate to TfN's objectives and make changes/recommend changes to Members' 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 TfN Contracts and Procurement Rules and the TfN 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 TfN Members' Board; and
 - the item is within the approved capital budget for the scheme.
- iii) Subject in all cases to compliance with the TfN Contracts and Procurement Rules and the TfN Financial Regulations, approval of revenue expenditure

<p>items and purchasing and contractual approvals subject to the limits prescribed within the Schedule of Approvals at Appendix 10, provided that:</p> <ul style="list-style-type: none"> • the expenditure is explicitly identified within a budget previously approved by the TfN Members; and • the item is within the approved budget for the scheme. <p>iv) Approving the waiving of the Contracts and Procurement Rules at Appendix C (subject to the limited delegation to the Procurement Manager to approve a waiver where the value is below the limit set out in the Scheme of Delegation).</p> <p>Monitor the performance of marketing and other commercial activity.</p>

6.4 **TfN Human Resources Forum – Terms of Reference**

Entity	TfN Human Resources Forum
Members	Chief Executive Finance Director HR & Mobilisation Director Other Officers as invited by the Chief Executive
<p>Establishment</p> <p>The TfN Human Resources Committee was established by the Chief Officers as a sub-committee of TfN’s Operating Board.</p> <p>The Committee is responsible to the Operating Board for considering, approving and monitoring human resource policies, procedures and practice including recruitment, movement and organisation of employees and the conduct of all Officers.</p> <p>Meeting frequency</p> <p>Bi-monthly or at such intervals as the HR Committee Members may decide. Attendance may be in person or via teleconference.</p> <p>Role and Function</p> <p>The primary objective of the Human Resources Committee is to consider and specifically approve:</p> <ul style="list-style-type: none"> a) organisational change and structure b) human resources planning and utilisation c) workforce development d) climate motivational 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 TfN 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 Operating Board.

As appropriate, the Operating Board and / or the TfN Members' 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 TfN'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 TfN'S 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 Controller.</p> <p>All amounts greater than £25,000 require approval by Finance Director.</p> <p>CEX to provide final approval on all virements greater than £100,000.</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 Controller.</p> <p>All amounts greater than £25,000 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-budgeted draws on reserves.

(supplemental estimates resourced from reserves)	budgeted draws on reserves			
5. Approval to commission budgeted works, goods and services from TfN Core funding .	<p>Up-to £50,000 requires formal budget holder approval and approval from the Financial Controller.</p> <p>Greater than £50,000 also requires functional Director, Finance Director, and CEO approval.</p> <p>Procurement Manager consulted on all amounts.</p>	Greater than EU threshold)	Consulted on all amounts more than EU threshold.	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 .	<p>Up-to £50,000 requires formal budget holder and Financial Controller approval</p> <p>All amounts above £50,000 require functional Director and Finance Director approval.</p> <p>All amounts greater than EU threshold also to require CEO approval.</p> <p>Procurement Manager consulted on all amounts.</p>	Contracts above EU threshold where the intention is to appoint via single source.	Consulted for contracts above EU threshold 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	Greater than £1,000,000	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 Above £5,000,000 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.	Up-to EU threshold requires formal budget holder and Financial Controller approval Greater than EU threshold requires functional Director Finance Director approval. Greater than £1,000,000 also to requires CEO approval. Procurement Manager consulted on all amounts.	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)	Up-to EU threshold requires formal budget holder and Financial Controller approval. All amounts greater than EU threshold also require approval from the functional director, the Finance Director, and the CEO. Procurement Manager consulted on all amounts.	Contracts above EU threshold where the intention is to appoint via single source.	Consulted for contracts above EU threshold where the intention is to appoint via single source.	-

<p>11. Contract cost over-runs to any contracts already awarded (subject to compliance with legislation, and commissioning and procurement regulations).</p>	<p>Up-to EU threshold requires formal budget holder and Financial Controller approval.</p> <p>All amounts greater than OJEU threshold require approval from the functional director and Finance Director and CEO.</p> <p>Procurement Manager consulted on all amounts.</p>	<p>Greater than £500,000</p>	<p>Consulted on all amounts more than £500,000.</p>	<p>All changes to contracts that result in additional expenditure will be reported as part of in-year budget monitoring reports</p>
<p>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).</p>	<p>Up-to £50,000 requires formal budget holder and Financial Controller approval.</p> <p>All amounts greater than £50,000 require approval from the functional director, the Finance Director, and the CEO.</p> <p>Procurement Manager consulted on all amounts.</p>	<p>Greater than EU threshold</p>	<p>Consulted on all amounts more than EU threshold</p>	<p>Prior approval of Scope / remit required for scope changes to contracts where the total aggregate value is more than £1,000,000.</p>
<p>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</p>	<p>Up-to EU threshold requires formal budget holder and Financial Controller approval.</p> <p>All amounts greater than EU threshold require approval from the functional</p>	<p>Greater than £2,000,000</p>	<p>Consulted on all amounts more than £2,000,000.</p>	

<p>funding conditions. (subject to compliance with legislation, and commissioning and procurement regulations).</p>	<p>director and Finance Director.</p> <p>Greater than £1,000,000 also requires CEO approval.</p> <p>Procurement Manager consulted on all amounts.</p>			
<p>14. Grant Awards to third parties</p> <p>(Prior approval of the intention to disburse grant required)</p>	<p>Up-to £200,000 to include functional Director, Finance Director and CEO.</p>	<p>Greater than £200,000.</p>	<p>Consulted on all grants.</p>	
<p>15. Bidding for Grants from DFT or other bodies</p>	<p>Thematic directors to manage the development of bids.</p> <p>Finance Director to formally approve bids following endorsement by the thematic Director.</p> <p>CEO to approve all Grant bids up to £1,000,000.</p>	<p>For bids for Grants greater than £1,000,000.</p>	<p>Consulted on all Grant Bids</p>	<p>Prior approval for bids for more than £5,000,000.</p> <p>All grant bids to be reported quarterly.</p>
<p>16. Approval of Suppliers</p>	<p>Procurement Manager, with engagement with the Financial Controller where appropriate for credit checks.</p>	-	-	-
<p>17. Purchases below £1,000</p>	<p>Budget holder and Financial Controller approval, in accordance with relevant policies (including travel and expenses). If purchase is a call</p>	-	-	-

	off from an existing contract, a copy of the agreed price is required. If the purchase is from a new supplier, 3 written quotes are required obtained by TfN officer.			
18. Purchases likely to exceed £1,000 but below £10,000	Three written quotes obtained by TfN officer, approved by budget holder and Financial Controller.	-	-	-
19. Purchases likely to exceed £10,000.	Three written quotations obtained by Procurement Manger, approved by budget holder and Financial Controller.	-	-	-
20. Purchases likely to exceed £50,000.	Formal competition managed by Procurement Manager in consultation with Finance Director	-	-	-
21. Purchases likely to exceed EU threshold or relevant procurement thresholds.	Refer to Procurement Manager	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).	Up-to £50,000 All amounts up to £25,000 Finance Director. Amounts greater than £50,000 to also include the CEO.	Greater than £50,000, or where the most economically advantageous sale is not proposed.	To be consulted on all amounts greater than £50,000, 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	Up-to £500,000 All amounts up to £250,000 Finance Director. Amounts greater than £250,000 to also include the CEO.	Greater than £500,000	To be consulted on all amounts greater than £500,000.	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.	Up-to £500,000 All amounts up to £250,000 Finance Director. Amounts greater than £250,000 to also include the CEO.	Greater than £500,000	To be consulted on all amounts greater than £500,000.	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.	Finance Director	Any substantive changes to banking arrangements.		To be informed of any substantive changes to banking 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. Financial Controller where less than one month and less than £2,000,000.	-	-	-

	Finance Director in all other circumstances.			
28. Payments from TfN	Up-to £25,000 – any two authorised signatories Between £25,000 and £100,000 – two authorised signatories of whom one is an “A” 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, HR and Mobilisation Director etc).	-	-	-

Notes to the table of Authority

- 1) For the avoidance of doubt, all values referred to exclude VAT.
- 2) References to EU threshold should be taken to mean the EU limit (or equivalent) at the point in line 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 Appendix [x].
- 6) Formal Monitoring Officer advice must be sought for certain procurements per 30.1.5 of the constitution.

Appendix 11- Terms of Reference of NERMU

Extract from the Report on North East Rail Management of 08/02/16 to the Rail North Partnership Board

6.4. 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.

6.5. 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.

6.6. 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.