

PART A: DUTIES, POWERS AND DELEGATED AUTHORITY

1. Background

1.1. The duties and powers of the Passengers Council (hereinafter Transport Focus) are set out in the Railways Act 1993, the Transport Act 2000, the Railways Act 2005 (as amended by the Local Transport Act 2008), and the Passengers Council (Non-Railway Functions) Order 2010 (which amended the Transport Act 1985) and the Infrastructure Act 2015.

1.2. The **duties** of Transport Focus in respect of railway passenger services and station services in Great Britain may be summarised as follows:

- a. To investigate any matter which relates to the provision of railway passenger services or to the provision of station services by a licensed operator;
- b. To make representations, if it considers it appropriate to do so, to any service provider;
- c. To make recommendations to the Secretary of State only where, on the basis of the information available, it considers any expenditure involved represents good value for money;
- d. To keep under review matters affecting the interests of the public in relation to the railway passenger services and station services;
- e. To refer matters to the Secretary of State where it believes that a franchisee is contravening, is likely to contravene, any term of the franchise agreement or that the holder of a passenger licence or a station licence is contravening, or likely to contravene, any condition of its licence;
- f. To make representation to, and consult, such persons as it thinks appropriate about these matters;
- g. To co-operate with other bodies representing the interests of users of public passenger transport services;
- h. To give the Secretary of State information, advice and assistance about any matter in respect of which it has any functions if Transport Focus considers it appropriate to do so, or the Secretary of State asks Transport Focus to do so in connection with carrying out of any of its functions;

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- i. To consider whether any proposed closures in Great Britain outside London will cause any passenger hardship, identify any reasonable means of alleviating such hardship and to prepare and send a report to the Secretary of State of its conclusions.

1.3. The **duties** of Transport Focus in respect of bus, coach and tram services in England (excluding London) may be summarised as follows:

- a. To keep under review matters affecting the interests of the public in relation to road passenger transport services and facilities, and make representations to and consult such persons as appropriate
- b. To investigate any matter which relates to the provision of road passenger transport services or facilities which is the subject of a representation by a user, potential user or other representative organisation, or it appears that the matter is one that ought to be investigated¹;
- c. To investigate any matter which relates to the provision of road passenger transport services or facilities which is the subject of a referral by the Secretary of State

1.3 (a) The **duties** of Transport Focus in respect of road users in England (excluding London) may be summarised as follows:

- a. Transport Focus must carry out activities to protect and promote the interests of users of highways for which a strategic highways company is the highway authority.

1.4. The **powers** of Transport Focus are:

- a. Transport Focus may do anything that appears to it likely to facilitate the carrying out of its functions, or to be conducive or incidental to the carrying out of those functions;
- b. Transport Focus may make charges for services or facilities that it provides or makes available at a person's request and otherwise than in performance of a duty to do so;
- c. Transport Focus may, with the consent of the Secretary of State, delegate any of its functions to other public bodies established by statute;

¹ Transport Focus has a TA1985 section 112D power to refer matters elsewhere, such as to operators or the Bus Appeals Body, and must refer London matters to London Travel Watch

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- d. If the Secretary of State so directs Transport Focus may establish Committees to advise it in relation to particular matters;
- e. Transport Focus may request information from operators of road passenger transport services or providers of facilities and, assuming the information exists, if a satisfactory response to the request is not forthcoming, it may refer the matter to a Traffic Commissioner.²
- f. Having investigated a matter, Transport Focus may make representations to operators of road passenger transport services or providers of facilities, local traffic or transport authorities, or the Highways Agency, and such 'persons' must have regard to, and respond in writing to, these representations
- g. Having made representations, Transport Focus has the power of further referral to traffic commissioners, tramway promoters and the Secretary of State if it considers a satisfactory outcome has not been achieved, and may prepare and publish reports accordingly.³
- h. To make arrangements for the remuneration of Members, the recruitment and payment of staff, the establishment and maintenance of procedures for finance, accounting and control, for the making of an annual report, and for the provision of information to the Secretary of State as established by Parts of 1-4 of Schedule 5 of the Railways Act 2005;
- i. To convene and regulate its procedures as set out in Part 5 of the Railways Act 2005;
- j. To execute documents in the manner and style as set out by section 19 of schedule 5 of the 2005 Act; for the time being the use, manner and style of the Great Seal of Transport Focus is delegated to the Head of Governance;
- k. Transport Focus may by agreement with a local highway authority carry out activities to protect and promote the interests of users of highways for which the authority is the highway authority.

2. Definitions

2.1. 'The Board' means the appointed members of 'Transport Focus' acting collectively

2.2. 'Management' means the Chief Executive of Transport Focus and other Directors who collectively form the Senior Leadership Team;

2.3. 'Chair' means the Chair of the Board and/or the Board Member nominated by the Chair of the Board delegated to Chair a subsidiary committee

² Restrictions as to protecting the confidentiality of such information may apply

³ This is a major simplification of TA1985 sections 112G to 112K

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3. Corporate Governance

- 3.1. The Board shall establish committees for any purpose or function and may delegate duties and/or powers to such committees or to the Chair or the Chief Executive. The Board shall also establish a management team for collective management purposes but it may reserve powers to itself and if it does so it shall codify them by way of an annex to this Constitution.
- 3.2. Unless the context or any terms of reference otherwise require, the provisions of this constitution shall apply to the management.
- 3.3. All sub committees must report back to the full board as soon as is reasonably practicable
- 3.4. The Board shall establish, by resolution, and may from time to time review and amend the terms of reference for any committee; such terms shall include but not be limited to membership, responsibilities and number of meetings required per year
- 3.5. The Chair of the Board shall nominate the members of each committee and these nominations shall have effect when they are endorsed by the Board; membership of committees is usually for a three year period but may be reviewed annually, if necessary.
- 3.6. The Chair or Board may also from time to time establish informal working groups for any function or purpose without terms of reference.
- 3.7. No determinations of a subsidiary body, unless the terms of reference otherwise provide, shall have effect unless and until the Board, by resolution, endorses such determinations
- 3.8. The Board, shall periodically assure itself of the effectiveness of the internal control and risk management systems, and may set out how it achieves this assurance in the reserve powers annex.

4. Rescinding, Extending or Amendment

- 4.1. These terms of reference once endorsed by the Board may only be rescinded, extended or amended in whole or in part by the Board.

PART B: PROCEEDINGS OF THE BOARD AND ITS COMMITTEES

5. Quorum and determinations

- 5.1. A quorum shall be considered to be half of the substantive members being present rounded up, if necessary, to the nearest whole number.
- 5.2. If any matter is put to a vote, all votes will be recorded. Should a vote result in an equal number, or a deadlock, the Chair shall have a casting and deciding vote.
- 5.3. All determinations made in accordance with this constitution or any terms of reference, shall not be negated or amended except by a subsequent determination by the board or committee to which delegated authority has been agreed.
- 5.4. The board may be asked for determinations out of meeting, by email. In such circumstances, a record of approval shall be made and countersigned by the Chair, and the approved proposal tabled for noting at the next public board meeting.

6. Proceedings

- 6.1. Always subject to 5.1 above, the validity of proceedings of board and committee meetings shall not be affected by any vacancy amongst the members;
- 6.2. In normal circumstances the Board will meet three times a year in public, and the provisions of section 16 of schedule 5 of the Railways Act 2005 (as amended) shall apply to such meetings;
- 6.3. Where the Board determines to exclude the public for any item of business it shall do so by resolution;⁴
- 6.4. All other meetings of the members of the board shall be in private or by conference call, and notes will normally be taken; action points may however be agreed and added to the board's action matrix.
- 6.5. Agenda's will normally be based upon forward plans and emerging priorities and agreed by the Chair of the Board or Chair of a Committee;
- 6.6. Final agendas and papers will be circulated 5 calendar days before each meeting;

⁴ See Railways Act 2005

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- 6.7. The Chair, or three or more members, may call a special Board meeting, whenever they see fit, and a special meeting of a committee may be called when a quorum of members, the Chair or Chief Executive request it;
- 6.8. At special meetings, no business shall be discussed other than the matter or matters for which the meeting was called;
- 6.9. If the Chair is not present, the Chair will nominate a member to exercise his duties at that meeting;
- 6.10. The Chair's ruling on a point of order or interpretation of the terms of reference shall be final
- 6.11. The Chair may progress matters on behalf of the Board and committees between meetings and report back at subsequent meetings;
- 6.12. All board and formal sub-committee meetings will be formally minuted and the draft minutes circulated to the Chair within five working days, and to other members within 10 working days. The minutes will be agreed by the Board or committee at the next formal meeting, whereupon they will be signed by the Chair. Minutes or notes of informal sub-groups of the board may be considered at private meetings of the board, and shall not normally be considered for publication;
- 6.13. Committee minutes will, unless their specific terms of reference provide otherwise, normally be tabled for discussion and endorsement at the next available board meeting, even if only in draft form. Providing such minutes are confirmed at a subsequent meeting of the committee without correction they may at that point be deemed to have been fully endorsed by the Board.
- 6.14. The proceedings of Board and committee meetings may be recorded to help facilitate the production of minutes; any such recordings shall be destroyed when the minutes have been confirmed by a subsequent meeting and signed by the Chair.

Document history

Version	Author	Comments	Approved by	Date
V1	Jon Carter	Original draft	Board, London	23 July 2005
V2	Jon Carter	General update	Board, Edinburgh	13 May 2008
V3	Jon Carter	Bus remit and consequential amends; AC annual reports recommendations	Board, London	16 March 2011
V4	Jon Carter	Final amends post further discussions	Board, Manchester	11 May 2011
V5	Michelle Calvert	Rebranding to Transport Focus	Board, London	11 March 2015
V6	Jon Carter	General update including road users and out of meeting provisions	Board, Birmingham	16 November 2016
V7	Jon Carter	'Chairman' updated to 'Chair' and other minor amends	Board, Online	30 March 2022
V8	Jon Carter	Tidy up only; no substantive amends	n/a	May 2024