

CPP2.2 Board reserve powers

1. Interpretation and Implementation

- 1.1 This document sets out those decisions which the Transport Focus Board reserves to itself (or a Committee) and the scope and extent of any delegation.
- 1.2 The Chief Executive's team is tasked with ensuring compliance with these arrangements.

2. **Mission, business planning, financial framework and governance.** (These matters will be agreed at a meeting of the board in public, but may be previewed, or subsequently fine-tuned, at an informal meeting, or out-of-meeting)

Current delegations

The Board sets and adopts

- 2.1 The vision, mission and strategic objectives of Transport Focus.
- 2.2 Any three year corporate or strategic plan (including any associated performance measures)
- 2.3 The annual budget.
- 2.4 The risk management strategy.

The Board agrees and monitors

- 2.5 The annual business plan (including performance measures) and statement of risk appetite.
- 2.6 Performance against any corporate plan targets and such business plan key performance indicators as it wishes to see by exception
- 2.7 Corporate policies and procedures.
- 2.8 Chairmanship and membership of Board sub-committees.
- 2.9 The members code of conduct (which must be compliant with that published by the Cabinet Office)
- 2.10 Changes to arrangements for budgetary control, financial authorities and procurement.
- 2.11 Any proposal leading to an agreement for the procurement or disposal of land or property.
- 2.12 Any revisions to any of these reserve powers.

The routine monitoring of KPI's is delegated to the management team

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| 2.13 | Approval of any significant changes in accounting policies and internal controls. | Delegated to the Audit and Risk Assurance Committee |
| 2.14 | Approval of the anti-fraud policy | Delegated to the Audit and Risk Assurance Committee |
| 2.15 | Approval of the whistle-blowing policy. | Delegated to the Audit and Risk Assurance Committee |
| 2.16 | Appointment of the auditors and approval of audit fees. | Delegated to the Audit and Risk Assurance Committee |

3. Human Resources

The Board reserves responsibility for:

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| 3.1 | The overall pay and grading structure for the employees of Transport Focus, including, but not limited to, the introduction and operation of any performance management regime. | Delegated to the Remuneration Committee |
| 3.2 | Any proposed changes to the terms or conditions of employment of Transport Focus employees, including the scrutiny of management consultation with employees. | Delegated to the Remuneration Committee |
| 3.3 | Appointing and removing the Chief Executive. | |
| 3.4 | Any major restructuring of a part or parts of Transport Focus. | |
| 3.5 | An increase in the headcount of Transport Focus in excess of any limit agreed by DfT. | |
| 3.6 | The determination of policy as it relates to equalities and human rights, and health and safety for board members and staff. | |

Current delegations

4. **Annual reporting, in-year expenditure or project proposals, and performance of the board and chief executive.** (These matters may be considered at an informal meeting of the board or out-of-meeting, but shall, if appropriate, be tabled for noting at a meeting in public as soon as reasonably practicable thereafter.)

Current delegations

The Board considers and approves:

- 4.1 The annual report and accounts.
- 4.2 Expenditure proposals over £95,000.
- 4.3 Budget revisions or virements in excess of £50,000 per cost centre.
- 4.4 Any budget submission to DfT.
- 4.5 Its own performance through an annual collective performance review process.
- 4.6 The performance of the Chief Executive.
- 4.7 Any proposal for 'additional' or commercial work. For the avoidance of doubt, this is work, normally commissioned by a third party client, which is outwith the annual agreed workplan but is consistent with the principles agreed for undertaking such work (the 'Additional Work Principles'), and to which a cost recovery mechanism and /or margin shall apply.

The **Chief Executive** shall have delegated authority to authorise the contracting with third parties for projects of this kind without prior reference to the board in circumstances where a commitment must be given 'on the spot' **always provided that** (a) the total project value is no greater than £75,000 (b) the Additional Work Principles apply; (c) the proposal has been reviewed for resourcing, financial and commercial risk by the **Resources Director** and has not been found deficient in these respects; and (d) the project information is made available to the board for comment at its next scheduled meeting. The **Chair** shall, in addition, have delegated authority to approve, at the request of the Chief Executive and on behalf of the board, projects of this kind up to a value of £95,000 **always provided that** (a) to (d) above apply.

4. Transport user policy

Current delegations

- 4.1 The board reserves the right to set and agree the main policies, following research and recommendations from the management team.
- The management team has delegated authority to address and comment on issues that do not fall within the scope of an agreed policy including day to day media enquiries, in accordance with the vision and mission.

Document history

V	Author	Comments	Approved by	Date
1	Jon Carter	Original draft	Board, London	23 July 2005
2	Jon Carter	General update	Board, Edinburgh	13 May 2008
3	Jon Carter	General update	Board, London	16 March 2011
4	Jon Carter	Updated post Audit Committee and report and recommendations	Board, Manchester	11 May 2011
5	Jon Carter	Updated with proposed changes for ARAC January 2014	Board, London	13 February 2014
6	Michelle Calvert	Rebranding to Transport Focus	Board, London	11 March 2015
7	Jon Carter	Update to include 'additional / commercial' work provisions and general tidy-up	Board, London	21 July 2016