



Chair of the Board of Transport Focus¹ Terms & Conditions of Appointment

1. DUTIES

The duties of Transport Focus are principally set out in the Railways Act 2005 together with the Railways Act 1993, the Transport Act 2000, the Transport Act 1962 and the Infrastructure Act 2015. Copies of the most relevant legislation can be obtained from the Transport Focus Executive or viewed via the Internet:

Railways Act 1993

<http://www.legislation.gov.uk/ukpga/1993/43/contents>

Transport Act 2000

<http://www.legislation.gov.uk/ukpga/2000/38/contents>

Railways Act 2005

<http://www.legislation.gov.uk/ukpga/2005/14/contents>

Infrastructure Act 2015

<http://www.legislation.gov.uk/ukpga/2015/7/contents/enacted>

2. TRANSPORT FOCUS CHAIR

The Chair is appointed by the Secretary of State and the Chair is responsible to the Secretary of State. The Chair shall ensure that Transport Focus's affairs are conducted with probity. The Chair shares with other Board members Transport Focus's corporate responsibilities and, in particular, responsibility for ensuring that Transport Focus fulfils the aims and objectives agreed with the Secretary of State.

The Chair has a particular leadership responsibility on the following matters:

- ensuring that Transport Focus is seen as an independent authoritative voice of the transport user;
- influencing policy on national issues for the benefit of rail users throughout Great Britain, and bus, tram and coach passengers, and users of the strategic road network, in England;
- formulating the Board's strategy;

¹ Transport Focus is the operating name for the Passengers' Council.

- ensuring that Board discussions are open and constructive, that all voices are heard and that the atmosphere encourages good corporate management and the best possible decision making;
- ensuring that the Board, in reaching decisions, takes proper account of any guidance provided by the Secretary of State and the Department for Transport;
- acting as an interface between the Board and the management team and between Transport Focus and the Department;
- promoting the efficient and effective use of Transport Focus staff and other resources;
- encouraging high standards of propriety in the conduct of Transport Focus business;
- representing the views of the Board to, the transport industry, the media and all levels of Government, working alongside the Chief Executive;
- ensuring that all members of the Board, when taking up office, are fully briefed on the terms of their appointment and on their duties, rights and responsibilities, and receive appropriate induction training;
- advising the Secretary of State of the needs of Transport Focus when Board vacancies arise, with a view to ensuring a proper balance of professional and financial expertise;
- assessing the performance of individual Board members on an annual basis and also when they are being considered for re-appointment to the Board;
- ensuring that a Code of Conduct for Board Members is in place, based on the Cabinet Office's model Code of Practice for Board Members of Public Bodies.

Communications between the Board and the Secretary of State shall normally be through the Chair. The Chair shall ensure that the other Board members are kept informed of such communications.

3. THE TRANSPORT FOCUS BOARD

The Board has corporate responsibility for ensuring that Transport Focus fulfils the aims and objectives agreed with the Secretary of State and for promoting the efficient and effective use of staff and other resources by Transport Focus. To this end, and in pursuit of its wider corporate responsibilities, the Board shall:

- establish the overall strategic direction of Transport Focus within the policy and resources framework agreed with the Secretary of State;
- ensure that the Secretary of State is kept informed of any changes which are likely to impact on the strategic direction of Transport Focus or on the attainability of its targets, and determine the steps needed to deal with such changes;
- ensure that any statutory or administrative requirements for the use of public funds are complied with; that the Board operates within the limits of its statutory authority, its financial framework and in accordance with any other conditions relating to the use of public funds; and that, in reaching decisions, the Board takes into account guidance issued by the Department;

- ensure that the Board receives and reviews regular financial information concerning the management of Transport Focus; is informed in a timely manner about any concerns about the activities of Transport Focus; and provides positive assurance to the Department that appropriate action has been taken on such concerns;
- demonstrate high standards of corporate governance at all times, using the independent audit and risk assurance committee to help the Board to address the key financial and other risks facing Transport Focus;
- appoint with the Secretary of State's approval a Chief Executive to Transport Focus and, in consultation with the Department, set the Chief Executive performance objectives and remuneration terms linked to these objectives, which give due weight to the proper management and use of public monies.

Individual Board members shall act in accordance with their wider responsibility as Members of the Board – namely to:

- comply at all times with the Code of Conduct that is adopted by Transport Focus and with the rules relating to the use of public funds and to conflicts of interest;
- not misuse information gained in the course of their public service for personal gain or for political profit, nor seek to use the opportunity of public service to promote their private interests or those of connected persons or organisations.

4. PERIOD OF APPOINTMENT

This appointment is made under provisions contained in the Railways Act 2005 Section 19(2)(a). The appointment is likely to be for a period of four years, unless terminated before then.

5. ENDING THE APPOINTMENT

In order to maintain high standards of public life, any appointments made by the Secretary of State may be terminated where the Secretary of State believes that the appointee's conduct means that he or she is no longer a suitable person for the office of Chair of Transport Focus. In particular, but without limitation, this appointment is also subject to termination by the Secretary of State where an appointee:

- a) is made bankrupt or makes an arrangement with his or her creditors;
- b) is incapacitated by mental or physical illness to the extent that his or her participation is adversely affected;

- c) is elected to the House of Commons, the Scottish Parliament, the Senedd or the Greater London Assembly²;
- d) has been absent from meetings for a period of six months otherwise than for reasons approved by the Secretary of State;
- e) is, in the opinion of the Secretary of State, otherwise unfit or unable to discharge the functions of his or her appointed office;
- f) has by their actions, in the opinion of the Secretary of State brought, or is likely to bring, the Committee into disrepute;
- g) is convicted of a criminal offence;

The Secretary of State also reserves the right to terminate an appointment on three months' notice in writing. You may also terminate your appointment on three months' notice in writing. There is no right to a pension or gratuity upon termination but you are entitled to claim reimbursement for any outstanding travelling and out of pocket expenses at the current rate.

6. REMUNERATION

Remuneration as Chair of Transport Focus will be £35,000 per annum, based on 104 days per year, and will be paid monthly. The appointment is not pensionable. Any change in remuneration on an annual basis will be linked to the annual Senior Civil Service pay award which is effective from 1 April each year. All remuneration is taxable and it is the duty of Transport Focus to apply PAYE deductions in respect of income tax and National Insurance, unless instructed to the contrary by Her Majesty's Revenue and Customs. If appropriate, it will be for you to arrange authorisation of the non-application of PAYE or National Insurance.

7. ATTENDANCE

Each member of the Transport Focus Board is expected to attend the board meetings regularly. The appointment may be terminated by the Secretary of State, serving notice on you at any time, if your attendance becomes so erratic as to interfere with the good running of Transport Focus.

8. ANNUAL APPRAISAL

The Secretary of State will need to be assured that the duties of individual Board Members are being satisfactorily carried out. To that end you are required to take part in an annual appraisal of your contribution to the Transport Focus Board which will be carried out by the appropriate Director-General within the Department of Transport and continued appointment

² If standing for election to any of these bodies Board members are expected to suspend their involvement with Transport Focus for the duration of the pre-election period; Transport Focus staff will give technical and operational effect to this period of suspension.

or re-appointment will depend on a satisfactory outcome. You are also expected to take part in training and board development exercises, working with any appointed trainers as necessary. Sufficient notice of such training and development exercises will be given to members and participation levels will be assessed as part of an individual member's annual appraisal.

9. EXPENSES AND SUBSISTENCE

You are entitled to claim the following:

- Travel and subsistence from and back to your local station or bus stop to a venue at which legitimate Transport Focus business is being conducted. Mileage and car parking charges may also be claimed if car use features as part of this journey as may overnight allowances if the business to be transacted requires an overnight stay (maximum thresholds apply);
- Dependent care costs;
- Particular travelling costs incurred by disabled members.

Further details are set out in the Membership Code.

10. ABATEMENT

Abatement rules apply to public board members' remuneration where they are in receipt of other payments from the public sector. If a prospective member is in receipt of a public sector pension, the public appointment rules may require that his or her remuneration as a board member be abated. In practice, remuneration is generally not abated, unless:

- a. a member is appointed to the board of a Non Departmental Public Body which operates, or is admitted to, the same public service pension scheme from which the member already draws a pension (board members provided with a pension arrangement by analogy with a public service pension scheme, of which he or she had previously been a member, are considered to be in a different pension scheme post-retirement and therefore abatement will not apply); or
- b. the member retired early from a public service and is receiving a pension, whether enhanced or otherwise, before the normal pensionable age of the scheme from which the pension is paid, and that pension is not actuarially reduced because of its early payment.

Abatement in the latter circumstance ceases when the appointee reaches the normal pensionable age in the scheme from which the pension is paid. This may not apply to you, but if you are in any doubt you should consult the Chief Executive.

11. MEMBER'S LIABILITY

If legal proceedings are brought against any Transport Focus Board member by a third party, the sponsor Department (the Department for Transport) will meet any civil liability, including the member's reasonable legal costs, which is incurred in the execution of their functions, unless the member acted recklessly and provided that they have acted honestly and in good faith.

12. INJURY BENEFITS

Should any member suffer injury or contract a disease which is directly attributable to their appointment and which leads to impairment of their earning capacity, they (or, if the injury or disease led to death, their dependents) may be eligible for special compensation benefits. These benefits will be broadly analogous to those in Part 2 of section 11 of the Principal Civil Service Pension Scheme.

13. CONDUCT

All Board members and the Chair must have an understanding of and demonstrate commitment to the principles of public service and have a duty regarding conduct, propriety and confidentiality. You will be required as a condition of your appointment to abide by Transport Focus's Code of Conduct and any subsequent amendments to it. The Board can discuss and suggest amendments to the Code but any changes must be agreed with the Department for Transport.

14. GIFTS AND HOSPITALITY

All members and the Chair are expected to ensure that acceptance of gifts and hospitality can stand up to public scrutiny including, but not limited to, the provisions of the Bribery Act 2010. Gifts should be declined wherever possible, and any offers should be reported to the Chief Executive. Where it would be ungracious or otherwise difficult not to accept, you should inform the Chief Executive of the gift, the estimated value and the donor. Members and the Chair must take personal responsibility to ensure that a record is placed in the hospitality register of Transport Focus which will be kept by Transport Focus. Similarly, care should be taken that no extravagance is involved with working lunches and other social occasions.

15. CONFLICTS OF INTEREST

You must declare any personal or business interests which may, or may be perceived to, influence your judgment in performing your functions.

These interests will be included in a register of interests maintained by Transport Focus and you must ensure that your entries are kept up to date. You will be required to update your statement on an annual basis. Should a particular matter give rise to a conflict of interest you should inform the Chief Executive in advance and withdraw from discussions or consideration of the matter.

You are encouraged to register your own non-pecuniary interests and interests of close family members and persons living in the same household which are closely related to the activities of Transport Focus.

You must inform the Secretary of State in advance of any new appointments (in either the public, private or third sectors) which may have a material or perceived impact on your duties as Chair of Transport Focus as set out in these terms and conditions.

16. BUSINESS APPOINTMENTS

The Secretary of State needs to be satisfied that you have no financial or other interests which might prejudice your performance as Chair of the Transport Focus Board. For this reason, if you are considering leaving this appointment to take up another in the transport industry, you are requested to seek the Secretary of State's approval before accepting the appointment. Approval should also be sought for such an appointment taken up within six months of leaving the Transport Focus Board. The Secretary of State shall consider each case on its merits but approval will not be withheld unreasonably.

17. POLITICAL ACTIVITY

The following standard rules about the political activities of members of public boards apply:

- i. Members of boards, whether whole-time or part-time, should not serve as officers carrying out executive duties in any political party.
- ii. Whole-time members should abstain from controversial political activity.
- iii. Subject to i. above, part-time members and the Chair are free to engage in any political activity, provided they are conscious of their general public responsibility and exercise a proper discretion, particularly in regard to the work of the boards of which they are members. On matters affecting that work, they should not make political speeches or engage in other political activities.
- iv. Members of boards, whether whole-time or part-time, who are also Members of the House of Lords will wish to be guided in their conduct in the House by the statement made by Lord Addison in the House on 21 March 1951.

- v. All members of boards are free to maintain associations with trade unions, co-operative societies, trade associations, etc. to the extent that such associations do not conflict directly with the interests of the boards to which they belong.
- vi. The foregoing applies equally to political activity on behalf of any of the political parties.
- vii. Any member of a board or boards who is in doubt about the application of these rules, or about the propriety of any political activity, should seek guidance from the Minister responsible for their board.

18. DISQUALIFICATION

The provisions of the House of Commons Disqualification Act 1975 will apply, disqualifying Transport Focus board members from membership of the House of Commons. Similarly, the provisions of the Scottish Parliament (Disqualification) Order 2003 disqualify Transport Focus board members from membership of the Scottish Parliament and the National Assembly for Wales (Disqualification) Order 2006 disqualifies Transport Focus board members from membership of the Welsh Senedd. The Transport Focus Chair and Board members should also not be members of the Greater London Assembly.

19. EQUAL OPPORTUNITIES

The Secretary of State is committed to the principle of public appointments based on merit, independent assessment, openness and transparency of process.