

Greater Manchester Combined Authority

Date: Friday 25th November 2022

Subject: TfGM Executive Board – Appointment of Non-Executive Directors

Report of: Andy Burnham, Mayor of Greater Manchester and Eamonn Boylan,
Chief Executive Officer, GMCA & TfGM

Purpose of Report

The purpose of this report is to consider the extension of the appointments of Tracey Matthews and Jo Kaye as Non-Executive Directors of Transport for Greater Manchester (TfGM) for a further three-year term until 31 January 2026.

Recommendations:

The GMCA is requested to:

1. Approve extensions to the appointments of Tracey Matthews and Jo Kaye as Non-Executive Directors of TfGM until 31 January 2026.
2. Delegate authority to the Chief Executive, GMCA & TfGM to formalise the terms of the extended appointments.

Contact Officers

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BOLTON
BURY

MANCHESTER
OLDHAM

ROCHDALE
SALFORD

STOCKPORT
TAMESIDE

TRAFFORD
WIGAN

Equalities Impact, Carbon and Sustainability Assessment: N/A

Risk Management

N/A

Legal Considerations

N/A

Financial Consequences – Revenue

The costs relating to the Non-Executive Directors are included within existing budgets and future years' financial projections.

Financial Consequences – Capital

N/A

Number of attachments to the report: N/A

Comments/recommendations from Overview & Scrutiny Committee

N/A

Background Papers

GMCA Report 07/01/2020 TfGM Executive Board – Recruitment Outcomes

Tracking/ Process

Does this report relate to a major strategic decision, as set out in the GMCA Constitution?

No

Exemption from call in

Are there any aspects in this report which means it should be considered to be exempt from call in by the relevant Scrutiny Committee on the grounds of urgency? No.

GM Transport Committee

N/A

Overview and Scrutiny Committee

N/A

1. Introduction

- 1.1 The GMCA, in consultation with TfGM's Chief Executive, is responsible for the appointment of members to TfGM's Executive Board under Section 9(2) of the Transport Act 1968.
- 1.2 TfGM's current Executive Board comprises seven members, who are:
- the joint GMCA/TfGM Chief Executive (as Director General);
 - the Finance and Corporate Services Director;
 - the Chief Operating Officer;
 - the GMCA Treasurer;
 - three Independent Non-Executive Directors (Tracey Matthews, Jo Kaye and Mike Blackburn).
- 1.3 In January 2020, the GMCA appointed Tracey Matthews and Jo Kaye as Non-Executive Directors for an initial term of 3 years commencing, on 20 January 2020 and ending on 31 January 2023. It was noted at the time that on expiry of the initial term, the appointment may, subject to approval of GMCA, be renewed for a further period of three years to 31 January 2026. The purpose of this report is to ask members to consider reappointing Tracey Matthews and Jo Kaye for a further three years.

2. TfGM Board and the Role of Non-Executive Directors

- 2.1 The TfGM Executive Board as a whole is collectively responsible for the success of TfGM. The Board's role is to:
- contribute to strategic planning and structured decision-making;
 - set challenging goals and objectives for the organisation;
 - monitor the performance of the Executive in meeting its strategic objectives;
 - offer constructive criticism and challenge to the Executive Directors.

- 2.2 The governance arrangements for TfGM's Executive Board reflects best practice guidance for corporate governance, adapted for TfGM's specific circumstances, including the UK Code of Governance published by the Financial Report Council (which is intended for limited companies) and the second report of the Nolan Committee published in 1996. For example, the use of fixed term appointments for Non-Executive Directors, the need for rigorous scrutiny for any proposals to extend any appointment beyond two terms and the composition of the Board (with 50% of its members being Non-Executive Directors) all reflect the recommendations in the guidance.
- 2.3 The role of a Non-Executive Director of TfGM is a public office and, as such, subject to the "Seven Principles of Public Life" published by the Nolan Committee in 1995.
- 2.4 The Non-Executive Directors are expected to spend up to 30 days a year in the performance of their duties which shall include being a member of and attending relevant Board committees, including the Audit Committee, in addition to attending the monthly Executive Board meetings.
- 2.5 All members of the Executive must act in the way they consider, in good faith, would be most likely to promote the success of TfGM. In doing so, the Non-Executive Directors must, when performing their role, have regard (among other matters) to: the likely consequences of any decision in the long term; the impact of TfGM's operations on the community and the environment; and the desirability of TfGM maintaining a reputation for high standards of business conduct. The Non-Executive Directors must also satisfy themselves that TfGM has appropriate financial reporting and risk management procedures in place.

3. Reappointment of Non-Executive Directors

- 3.1 The initial terms of office for Tracey Matthews and Jo Kaye are due to expire on 31 January 2023.
- 3.2 Tracey Matthews is a highly experienced operational leader with strong programme leadership expertise. She was previously employed by Scottish Water Solutions and United Utilities. She is currently the Independent chair of the RIIO-2 electricity price review Enhanced Engagement group for Scottish and Southern Electricity Transmission and Distribution and holds non-exec roles with Energy and Utility Skills Group Limited and the Office of Nuclear Regulation. Her previous Non-

Executive Director roles included the Office of Rail and Road (Regulation); Highways England; and UK Coal Limited.

- 3.3 Jo Kaye was employed by Network Rail from 1995 in a variety of senior operational roles including Route Managing Director for the LNW Route which included Manchester and the North West. She held the position of Managing Director, System Operator, from October 2015 until her retirement in December 2019. She has extensive experience of the rail sector and a strong appreciation of transport operations and has represented Network Rail as a Board Member with the Rail Delivery Group. She also holds non-executive roles in the charitable sector.
- 3.4 Both Tracey Matthews and Jo Kaye have helped steer TfGM through an unprecedented period, providing leadership, scrutiny and challenge. They have both expressed a willingness to continue in the role of TfGM Non-Executive Director as the organisation continues to develop and deliver the Bee Network. GMCA is, therefore, requested to consider the reappointment of Tracey Matthews and Jo Kaye for a further three-year term.

4. Recommendations

- 4.1 The recommendations are set out at the beginning of the report.

Eamonn Boylan

Chief Executive Officer, GMCA & TfGM