

<b>Board paper title</b>		Paper 15/12/2022 - 1
Administration & Governance		
<b>Report by</b>	Jo Rogers	
<b>Job Title</b>	Director of Operations & Governance	
<b>Date of decision</b>	Board meeting: 15 December 2022	

<b>Summary</b>
This paper reports governance and administrative matters to be noted by the Board and requests approval of various amendments to the Board's governance documents.

<b>Recommendations</b>
The Board is recommended to: <ul style="list-style-type: none"> <li>• Note the appointment of Cllr Nicholas Bennett to the Board;</li> <li>• Approve the membership and chair of the Audit Committee as: Joe Murphy (Chair), Cllr Claire Holland, Cllr Krupa Sheth, Chantelle Nicholson, Cllr Nicholas Bennett;</li> <li>• Approve the amendments to the Standing Orders, Audit Committee Terms of Reference and Scheme of Delegated Authority as shown at Appendices A, B &amp; C.</li> </ul>

<b>Risk Management</b>	
<b>Risk</b>	<b>Action to mitigate risk</b>
N/A	

<b>Implications</b>
<b>Legal</b> None. The London Waste and Recycling Board Order (2008) allows that ReLondon (as the operating name of LWARB) may determine its own procedures, establish any committees it wishes and delegate its functions to any Board member, committee or employee it chooses.
<b>Financial</b> None
<b>Equalities</b> None

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**Written resolutions**

No decisions have been made under the written resolution procedure since the previous Board meeting.

**Board Membership**

Cllr Nicholas Bennett of the London Borough of Bromley has been appointed by London Councils to fill the vacancy left by the departure of Cllr Guy Senior. Cllr Bennett has been appointed for a 4 year term starting 1st November 2022.

**Audit Committee Membership**

The terms of reference of the Audit Committee stipulate a membership of five Board members. Appointments to the Audit Committee, including the Chair, are made by the full Board.

Current membership of the Audit Committee is:

- Joe Murphy (Chair)
- Chantelle Nicholson
- Cllr Krupa Sheth
- Cllr Claire Holland
- +1 Vacancy

The Board agreed that it would confirm the membership of the Committee, including filling the vacant position, once the vacancy on the Board had been filled, which has now been completed.

All current members of the Committee have indicated they would like to continue in their roles. Cllr Bennett has indicated he would like to fill the vacant position. The Board is recommended to approve the Audit Committee membership as above plus Cllr Bennet to fill the vacant position.

**Review of Governance Procedures**

The London Waste and Recycling Board Order (2008) allows that ReLondon (as the operating name of LWARB) may determine its own procedures, establish any committees it wishes and delegate its functions to any Board member, committee or employee it chooses. To these ends, the Board has an approved set of Standing Orders and a Scheme of Delegated Authority (SODA) and currently has one committee (the Audit Committee).

A number of amendments to these documents have been recommended by the executive and agreed by the Audit Committee via a written resolution.

### **Standing Orders (including the Code of Conduct and Declarations of Interest)**

The current Standing Orders are shown at Appendix A with recommended amendments shown as 'tracked changes'.

The proposed amendments are:

- Inclusion of reference to "ReLondon";
- Replacement of "Chairman" with "Chairperson";
- Removal of redundant entries in the list of definitions;
- Updating of staff job titles;
- Addition of online meetings to definition of a quorum;
- Removal of references to the now disbanded Investment Committee;
- Addition of public access via webcast.

### **Audit Committee**

The Audit Committee Terms of Reference are attached at Appendix B with recommended amendments shown as 'tracked changes'.

The proposed amendments are:

- Removal of some un-necessary text;
- Inclusion of reference to ReLondon;
- Replacement of "Chairman" with "Chairperson";
- Amended job titles;
- Amendment of attendance list: addition of Governance Lead and Financial Controller; removal of External Auditors (who no longer attend now that ReLondon is classified as a smaller authority);
- Addition of liaison with internal auditors;
- Timetable for review of governance procedures amended from annual to "keep under review";
- Replacement of 'establishing' a pay policy with 'review';
- Amended approval of staff structure to include permanent staff only (as already reflected in the SODA);
- Addition of responsibility for oversight of annual and long-term budget planning.

### **Scheme of Delegated Authority**

The current SODA is attached at Appendix C, with recommended amendments show as 'tracked changes'

The proposed amendments are:

- Updating of job titles;
- Including Head of Communications and Behaviour Change with Head's of Programmes and alignment of delegated authority for all;
- Addition of some further, internally approved, delegations to more junior staff;

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- Updating of bank approvals to simplify and reflect staff changes.

The Board is recommended to approve the revised Standing Orders, Scheme of Delegated Authority and Audit Committee Terms of Reference set out Appendix 1.

**Additional information**

Appendix A – Standing Orders

Appendix B – Audit Committee Terms of Reference

Appendix C – Scheme of Delegated Authority

### Standing orders

ReLondon is the operating name of the London Waste and Recycling Board.

These are the Standing Orders and rules of debate and procedure for the conduct of meetings of the London Waste and Recycling Board (the “Board”) and its committees.

The Board is established under section 356A of the GLA Act 1999 (as inserted by section 38 of the GLA Act 2007) and Statutory Instrument 2008 No. 2038: The London Waste and Recycling Board Order 2008 (the “Order”).

These Standing Orders apply to the Board and any Committees it establishes and should be read in conjunction with the Order and nothing in these Standing Orders should be interpreted as being contrary to the Order.

#### Revised:

December 2010

November 2012

December 2013

December 2015 (IC Quorum)

June 2019 (Gifts & Hospitality declaration threshold).

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### Appendices

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## 1. Definitions

**Board** means the London Waste and Recycling Board (the Board of ReLondon)

**The Mayor** means the Mayor of London.

~~**Chairman-Chairperson** has the meaning given by article 3(1)(a) of the Order to the “Chairman”~~

**Committee** has the meaning given by article 8 of the Order

**Designated Deputy** has the meaning given in three below

~~**The Fund** means the London Waste and Recycling Fund~~

~~**Greater London Authority Group** means the Greater London Authority, Transport for London, London Fire and Emergency Planning Authority, Metropolitan Police Authority and London Development Agency~~

**Mayor’s Representative** has the meaning given by article 4 of the Order

**Members** has the meaning given by article 3(1) of the Order

**The Order** means the London Waste and Recycling Board Order 2008 (2038)

ReLondon is the operating name of the London Waste and Recycling Board

~~**Secretariat** means the persons or body responsible for the administrative arrangements of the Board, provided for under article 13 of the Order and to deliver part 5 of the Order~~

### 2. Membership

The Board comprises eight members as prescribed by the Order (Section 3). Namely: The Mayor or his/her representative (as defined in Section 4 of the Order); four elected members of any borough council or the Common Council appointed by the London councils (“Council Members”); two persons appointed by the London councils and one person appointed by the Mayor (“independent members”).

Terms of appointment and tenure are prescribed in Sections 4 and 6 of the Order. In summary:

- The term of office for any Board member (other than the chair) must not exceed 4 years.
- Council members and independent members may be appointed for at most two terms.
- Board members cease to be Board members if:
  - They are Council Members who cease to be elected members of a London borough or Common Council.
  - They are an independent member who becomes an elected member of a London borough or the Common Council.
  - They are the Mayor, on leaving office.
  - They are the Mayor’s appointee and the Mayor ceases to be Mayor (unless their appointment is confirmed by the subsequent Mayor.)
  - They are the Mayor’s representative and the Mayor leaves office.
  - They are the Mayor’s representative and they become an elected member of a London borough or the Common Council.

Section 6 of the Order includes provisions for the London Councils or the Mayor to remove their respective appointees. Section 4 of the Order includes provisions for the Mayor to remove his representative.

Membership of all committees is as agreed by the Board.

Members of the Board and its Committees are required to adhere to the Board’s Code of Conduct which includes the requirement to make a declaration of any personal interests and to register any gifts or hospitality received in relation to their work for the Board in excess of £50 – see Section 8 and Appendix SO3.



### 3. The ChairmanChairperson

The Mayor or the Mayor's Representative will be the ChairmanChairperson of the Board (as prescribed by the Order). If the Mayor or the Mayor's Representative is unable to attend a Board meeting he or she may appoint another Board member as his or her Designated Deputy, who shall act as ChairmanChairperson for that Board meeting only and have all such powers and rights as ChairmanChairperson, pursuant to these Standing Orders, as are delegated to him by the Mayor or the Mayor's Representative in connection with such appointment. Any such appointment shall be made by written notice which shall be delivered to the Secretariat and notified to Members prior to the meeting.

Committee Chairs will be appointed by the Board. If committee chair is unable to attend a particular meeting, he/she may appoint a deputy to chair in his/her place.

### 4. Committees

The Board shall establish any committees that it considers appropriate.

The membership, delegated authority and any reporting requirements will be agreed by the Board.

The ChairmanChairperson of the Board may not be a member of any Committee (as prescribed by the Order); Non-Board members may be appointed as Committee members.

Each Committee will have terms of reference which will be approved by the Board.

Terms of Reference for all committees will be reviewed annually by the Audit Committee.

### 5. Meetings

The Board shall hold a minimum of three meetings each year. The frequency of committee meetings will be determined by committee chairs.

The Board or Committee ChairmanChairperson will determine the time and place of meetings which will be notified to the membership by the Secretariat at least ten working days in advance of the meeting.

Details of all meetings including agendas and any non-confidential reports will be published on the LWARB-ReLondon website not less than five working days before the meeting.

The Board or Committee ChairmanChairperson will set the agendas for all meetings. All agenda items and reports for circulation should be received from Board/Committee Members and/or officers by the Secretariat for the ChairmanChairperson's approval not less than ten working days prior to the meeting.

The secretariat will endeavour to despatch all Board and Committee papers to members at least five working days in advance of any meeting.

Board and Committee meetings will automatically adjourn after two and a half hours from the start of the meeting unless the Board/Committee agrees to the contrary.

Meeting agendas will include the following as standing items:

- Approval of the minutes of the previous meeting, which shall be signed by the ~~Chairman~~Chairperson once approved
- Declarations of interest;
- Update report from the Chief ~~Operating Executive~~ Officer (Board Meetings only).
- Matters arising from the previous meeting.

The Board or Committee ~~Chairman~~Chairperson may at his/her discretion alter the order in which business is taken.

In addition to formal meetings the Board and its committees may carry out its business by email, ~~and~~ telephone or via online meetings.

### **Quorum**

The quorum of the Board is four Members, to include at least the ~~Chairman~~Chairperson, or the Designated Deputy ~~Chairman~~Chairperson, and in addition one London borough Councillor and one independent Member.

The quorum of any committee is one third of the members or four, whichever is the greater, unless specified differently in the Committee's Terms of Reference.

The Audit Committee's Terms of Reference (as revised November 2012) define a quorum of 3 members.

~~The Investment Committee's Terms of reference (as revised December 2015) state that the quorum for the Committee varies depending on the number of voting members currently appointed. If there are six or more voting members, the quorum shall be one third of the voting members, or four, whichever is greater. If there are less than six voting members, the quorum shall be three voting members~~

If within half an hour of the time appointed for the meeting to commence, a quorum is not present, the meeting shall be dissolved.

A quorum may be convened by way of a conference call, or virtual on-line meeting.

### **Minutes of meetings**

The secretariat will draft minutes and a list of actions arising of each Board and Committee meeting. The minutes will include a list of attendees, a

summary of discussions and any decisions made. The minutes and actions list will be for approval at the next meeting. The ~~Chairman~~Chairperson of the Board or relevant Committee will sign the minutes once approved. The only part of the minutes that can be discussed is their accuracy and any matters arising.

### ***Public access to meetings***

Meetings of the Board and its Committees are required by the Order to be held in public. Members of the public may be granted access via a webcast.

Members of the public may be excluded from meetings when confidential, or commercially sensitive information is to be discussed (as defined in Section 18 of the Order).

Non-members of the Board may, at the discretion of the Board or Committee ~~Chairman~~Chairperson be invited to attend and participate the Board or Committee discussions, but may not vote on any matters.

### ***Disturbance of meetings***

If there is a general disturbance making orderly business impossible, the Board or Committee ~~Chairman~~Chairperson may adjourn the meeting for as long as he/she thinks necessary.

If a member of the public interrupts proceedings, the Board or Committee ~~Chairman~~Chairperson will warn the person concerned. If they continue to interrupt, the Board or Committee ~~Chairman~~Chairperson will order their removal from the meeting room.

### ***Points of order***

A Board or Committee Member may raise a point of order at any time. The Board or ~~Chairman~~Chairperson will hear them immediately. A point of order may only relate to an alleged breach of these Standing Orders or the law. The ruling of the Board or Committee ~~Chairman~~Chairperson on the matter will be final.

### ***Voting***

The closing of the debate and move to vote will be at the Board or Committee ~~Chairman~~Chairperson's discretion.

With the exception of amendments to these standing orders, decisions will be made by a simple majority vote. The ~~Chairman~~Chairperson shall have an extra, casting, vote if no majority is reached.

Where a Board or Committee member requests it and is supported by two other members, the secretariat shall record each member's vote (including abstentions).

A member may request that their individual vote be recorded in the minutes.  
For significant decisions, all votes are recorded.

### ***Voting on appointments***

If there are more than two people nominated for any position to be filled and there is not a clear majority of votes in favour of one person, then the name of the person with the least number of votes will be taken off the list and a new vote taken. The process will continue until there is a majority of votes for one person.

## **6. Board decisions between meetings**

The Board and Committees may make decisions other than at formal meetings via one or other of the two procedures below (Urgency or Written Resolutions procedure).

### ***Urgency procedure***

If at any time the ~~Chairman~~Chairperson of the Board or a Committee considers that any matter is urgent and should be decided prior to the next meeting of the Board or Committee, then he/she shall consult all Members. If at least three of the Members, of whom one will be the ~~Chairman~~Chairperson, and (for Board decisions) one will be a London Borough Councillor and one will be an independent Member agree on the recommendation, then the decision shall be taken by the ~~Chairman~~Chairperson.

In the event that this urgency procedure is inoperable following, for example, Mayoral or local government elections and there is a need for urgent action, the Board ~~Chairman~~Chairperson is authorised to take executive action, subject to an independent member agreeing to that action, such action to be reported to the next meeting of the Board.

A copy of the record of a decision taken under procedure shall be kept by the Secretariat and reported to the next meeting of the Board along with an explanation of why the decision was required to be taken via the Urgency Procedure.

### ***Written Resolutions***

If at any time the ~~Chairman~~Chairperson of the Board or a Committee considers that any matter should be decided between meetings but is not considered to be urgent the Board/Committee ~~Chairman~~Chairperson will seek a Written Resolution. The ~~Chairman~~Chairperson will consult all members of the Board or Committee via email, and the decision will be put to a vote, with deadline for votes to be received by the Secretariat stipulated. Other than for the amendment of these standing orders, decisions will be taken on a simple majority vote, with the ~~Chairman~~Chairperson having a casting vote if

necessary. A valid decision requires that the number of votes cast must be greater than or equal to the quorum for the body making the decision.

A copy of the record of a decision taken under this procedure shall be kept by the Secretariat and reported to the next meeting of the Board or Committee.

### **7. Delegation**

The Board or a Committee may authorise any of the following to exercise on its behalf any of its functions as it may determine: The Chair or member of the Board or Committee; a Committee of the Board or an employee of the Board.

### **8. Code of Conduct, Declarations of Interest, and Hospitality Register**

Members of the Board and its Committees are required to adhere to the Board's Code of Conduct which includes a requirement that members declare any interests in the matters being considered by the Board or its Committees, and to register any gifts or hospitality received as a result of being a member of the Board or its Committees above a value of £50. Full details of the code of conduct may be found in [the appendix "~~G5-SO3~~ Code of Conduct and Declarations of Interest"](#).

### **9. Amendment of Standing Orders**

The Standing Orders may only be amended by majority decision of the Board that includes the ~~Chairman~~[Chairperson](#).

## Appendix SO3

### Code of Conduct of the London Waste and Recycling Board (operating as ReLondon)

#### PART 1

#### GENERAL PROVISIONS

##### Introduction and interpretation

1. —(1) This Code applies to you as a member of the London Waste and Recycling Board (the “Board”), or one of its committees.

"Member" means the Mayor of London, and independent members appointed by London Councils and the Mayor, the elected members of any London borough council appointed by London Councils and where applicable the Representative of the Mayor and a co-opted member of a committee or forum of the Board.

(2) You should read this Code together with the general principles prescribed by the Secretary of State and the Committee on Standards in Public Life, which are as follows:

##### **Selflessness**

You should serve only the public interest and should never improperly confer an advantage or disadvantage on any person.

##### **Honesty and Integrity**

You should not place yourself in situations where your honesty and integrity may be questioned, should not behave improperly and should on all occasions avoid the appearance of such behaviour.

##### **Objectivity**

You should make decisions on merit, including when making appointments, awarding contracts, or recommending individuals for rewards or benefits.

##### **Accountability**

You should be accountable to the public for your actions and the manner in which you carry out your responsibilities, and should co-operate fully and honestly with any scrutiny appropriate to your particular office.

##### **Openness**

You should be as open as possible about your actions and those of your Board, and should be prepared to give reasons for those actions.

### **Personal Judgement**

You may take account of the views of others, including their political groups, but should reach your own conclusions on the issues before you and act in accordance with those conclusions.

### **Respect for Others**

You should promote equality by not discriminating unlawfully against any person, and by treating people with respect, regardless of their race, age, religion, gender, sexual orientation or disability. You should respect the impartiality and integrity of the Board's statutory officers, and its other employees.

### **Duty to Uphold the Law**

You should uphold the law and, on all occasions, act in accordance with the trust that the public is entitled to place in you.

### **Stewardship**

You should do whatever you are able to do to ensure that your Board uses its resources prudently and in accordance with the law.

### **Leadership**

You should promote and support these principles by leadership, and by example, and should act in a way that secures or preserves public confidence.

(3) It is your responsibility to comply with the provisions of this Code.

(4) In this Code—

"meeting" means

(a) any meeting of the Board;

(b) any meeting of any of the Board's committees or forums,

### **Scope**

2. —(1) Subject to sub-paragraphs (2) to (5), you must comply with this Code whenever you—

- (a) conduct the business of the Board (which, in this Code, includes the business of the office to which you are appointed); or
- (b) act, claim to act or give the impression you are acting as a representative of the Board, and references to your official capacity are construed accordingly.

(2) Subject to sub-paragraphs (3) and (4), this Code does not have effect in relation to your conduct other than where it is in your official capacity.

(3) In addition to having effect in relation to conduct in your official capacity, paragraphs 3(2)(c), 5 and 6(a) also have effect, at any other time, where that conduct constitutes a criminal offence for which you have been convicted.

(4) Conduct to which this Code applies (whether that is conduct in your official capacity or conduct mentioned in sub-paragraph (3)) includes a criminal offence for which you are convicted (including an offence you committed before the date you took office, but for which you are convicted after that date).

(5) Where you act as a representative of the Board—

(a) on another relevant authority, you must, when acting for that other authority, comply with that other authority's code of conduct; or

(b) on any other body, you must, when acting for that other body, comply with the Board's code of conduct, except and insofar as it conflicts with any other lawful obligations to which that other body may be subject.

(6) In this Code “relevant authority” has the meaning given to it by section 49 of the Local Government Act 2000.

### **General obligations**

3. —(1) You must treat others with respect.

(2) You must not—

(a) do anything which may cause the Board to breach any of the equality enactments (as defined in section 33 of the Equality Act 2006);

(b) bully any person



(c) intimidate or attempt to intimidate any person who is or is likely to be—

(i) a complainant,

(ii) a witness, or

(iii) involved in the administration of any investigation or proceedings, in relation to an allegation that a member (including yourself) has failed to comply with his or her authority's code of conduct;

(d) do anything which compromises or is likely to compromise the impartiality of those who work for, or on behalf of, the Board; or

(e) provide or offer to provide a reference for any candidate for employment or promotion with the Board.

#### 4. You must not—

(a) disclose information given to you in confidence by anyone, or information acquired by you which you believe, or ought reasonably to be aware, is of a confidential nature, except where—

(i) you have the consent of a person authorised to give it;

(ii) you are required by law to do so;

(iii) the disclosure is made to a third party for the purpose of obtaining professional advice provided that the third party agrees not to disclose the information to any other person; or

(iv) the disclosure is—

(a) reasonable and in the public interest; and

(b) made in good faith and in compliance with the reasonable requirements of the Board; or

(b) prevent another person from gaining access to information to which that person is entitled by law.

#### 5. You must not conduct yourself in a manner which could reasonably be regarded as bringing the Board into disrepute.

6. You—

(a) must not use or attempt to use your position as a member improperly to confer on or secure for yourself or any other person, an advantage or disadvantage; and

(b) must, when using or authorising the use by others of the resources of the Board—

(i) act in accordance with the Board's reasonable requirements;

(ii) ensure that such resources are not used improperly for political purposes (including party political purposes).

7. —(1) When reaching decisions on any matter you must have regard to any relevant advice provided to you by—

(a) the Board's finance advisor; or

(b) the Board's legal advisor.

(2) You must give reasons for all decisions in accordance with any statutory requirements and any reasonable additional requirements imposed by the Board.

## PART 2

### INTERESTS

#### Personal interests

**8.** —(1) You have a personal interest in any business of the Board where either—

(a) it relates to or is likely to affect—

(i) any body of which you are a member or in a position of general control or management and to which you are appointed or nominated by the Board;

(ii) any body—

(aa) exercising functions of a public nature;

(bb) directed to charitable purposes; or

(cc) one of whose principal purposes includes the influence of public opinion or policy (including any political party or trade union), of which you are a member or in a position of general control or management;

(iii) any employment or business carried on by you;

(iv) any person or body who employs or has appointed you;

(v) any person or body, other than a relevant authority, who has made a payment to you in respect of your election or any expenses incurred by you in carrying out your duties;

(vi) any person or body who has a place of business or land in the Board's area, and in whom you have a beneficial interest in a class of securities of that person or body that exceeds the nominal value of £25,000 or one hundredth of the total issued share capital (whichever is the lower);

(vii) any contract for goods, services or works made between the Board and you or a firm in which you are a partner, a company of which you are a remunerated director, or a person or body of the description specified in paragraph (vi);

(viii) the interests of any person from whom you have received a gift or hospitality with an estimated value of at least £50;

- (ix) any land in the Board's area in which you have a beneficial interest;
- (x) any land where the landlord is the Board and you are, or a firm in which you are a partner, a company of which you are a remunerated director, or a person or body of the description specified in paragraph (vi) is, the tenant;
- (xi) any land in the Board's area for which you have a licence (alone or jointly with others) to occupy for 28 days or longer; or
- (b) a decision in relation to that business might reasonably be regarded as affecting your well-being or financial position or the well-being or financial position of a relevant person to a greater extent than the majority of other council tax payers, ratepayers or inhabitants of Greater London.

(2) In sub-paragraph (1)(b), a relevant person is—

- (a) a member of your family or any person with whom you have a close association; or
- (b) any person or body who employs or has appointed such persons, any firm in which they are a partner, or any company of which they are directors;
- (c) any person or body in whom such persons have a beneficial interest in a class of securities exceeding the nominal value of £25,000; or
- (d) any body of a type described in sub-paragraph (1)(a)(i) or (ii).

### **Disclosure of personal interests**

**9.** —(1) Subject to sub-paragraphs (2) to (5), where you have a personal interest in any business of the Board and you attend a meeting of the Board at which the business is considered, you must disclose to that meeting the existence and nature of that interest at the commencement of that consideration, or when the interest becomes apparent.

(2) Where you have a personal interest in any business of the Board which relates to or is likely to affect a person described in paragraph 8(1)(a)(i) or 8(1)(a)(ii)(aa), you need only disclose to the meeting the existence and nature of that interest when you address the meeting on that business.

(3) Where you have a personal interest in any business of the Board of the type mentioned in paragraph 8(1)(a)(viii), you need not disclose the nature or existence of that interest to the meeting if the interest was registered more than three years before the date of the meeting.

(4) Sub-paragraph (1) only applies where you are aware or ought reasonably to be aware of the existence of the personal interest.

(5) Where you have a personal interest but, by virtue of paragraph 14, sensitive information relating to it is not registered in the Board's register of members' interests, you must indicate to the meeting that you have a personal interest, but need not disclose the sensitive information to the meeting.

(6) Where the ~~Chairman~~Chairperson makes any decision which affects a matter in which he or she has a personal interest (within the meaning of paragraph 8 above) that must be disclosed in accordance with paragraph 9(1) and in accordance with any relevant procedure of the Board.

### Prejudicial interest generally

**10.** —(1) Subject to sub-paragraph (2), where you have a personal interest in any business of the Board you also have a prejudicial interest in that business where the interest is one which a member of the public with knowledge of the relevant facts would reasonably regard as so significant that it is likely to prejudice your judgement of the public interest.

(2) You do not have a prejudicial interest in any business of the Board where that business—

(a) does not affect your financial position or the financial position of a person or body described in paragraph 8;

(b) does not relate to the determining of any approval, consent, licence, permission or registration in relation to you or any person or body described in paragraph 8; or

(c) relates to the functions of the Board in respect of—

(i) housing, where you are a tenant of the Authority provided that those functions do not relate particularly to your tenancy or lease;

(ii) school meals or school transport and travelling expenses, where you are a parent or guardian of a child in full time education, or are a parent governor of a school, unless it relates particularly to the school which the child attends;

(iii) statutory sick pay under Part XI of the Social Security Contributions and Benefits Act 1992, where you are in receipt of, or are entitled to the receipt of, such pay;

(iv) an allowance, payment or indemnity given to members;

(v) any ceremonial honour given to members; and

(vi) setting council tax or a precept under the Local Government Finance Act 1992.

**11 (1)** You also have a prejudicial interest in any business before a committee of the Board where:

(a) that business relates to a decision made, or action taken, by another of the Board's committees of which you are a member; and

(b) At the time the decision was made or action was taken, you were a member of the committee mentioned in paragraph (a) and you were present when that decision was made or action was taken.

(2) However sub-paragraph (1) does not apply where you attend the meeting of a committee of the Board for the purpose of answering questions or otherwise giving evidence relating to that decision or action.

### **Effect of prejudicial interests on participation**

**12.** —(1) Subject to sub-paragraph (2), where you have a prejudicial interest in any business of the Board—

(a) you must withdraw from the room where a meeting considering the business is being held—

(i) in a case where sub-paragraph (2) applies, immediately after making representations, answering questions or giving evidence;

(ii) in any other case, whenever it becomes apparent that the business is being considered at that meeting; and

(b) you must not seek improperly to influence a decision about that business.

(2) Where you have a prejudicial interest in any business of the Board, you may attend a meeting (including a meeting of a committee of the Board) but only for the purpose of making representations, answering questions or giving evidence relating to the business, provided that the public are also allowed to attend the meeting for the same purpose, whether under a statutory right or otherwise.

## PART 3

### REGISTRATION OF MEMBERS' INTERESTS

#### Registration of members' interests

13. —(1) Subject to paragraph 14, you must, within 28 days of—

(a) this Code being adopted by or applied to the Board; or

(b) your appointment to office (where that is later), register in the Board's register of members' interests details of your personal interests where they fall within a category mentioned in paragraph 8(1)(a), by providing written notification to the Board's head administrative officer.

(2) Subject to paragraph 14, you must, within 28 days of becoming aware of any new personal interest or change to any personal interest registered under paragraph (1), register details of that new personal interest or change by providing written notification to the Board's Secretariat officer.

#### Sensitive information

14. —(1) Where you consider that the information relating to any of your personal interests is sensitive information, you need not include that information when registering that interest, or, as the case may be, a change to that interest under paragraph 13.

(2) You must, within 28 days of becoming aware of any change of circumstances which means that information excluded under paragraph (1) is no longer sensitive information, notify your Board's monitoring officer asking that the information be included in your Board's register of members' interests.

(3) In this Code, "sensitive information" means information whose availability for inspection by the public creates, or is likely to create, a serious risk that you or a person who lives with you may be subjected to violence or intimidation

#### Part 4 Hospitality Register

Board and Committee Members are required to register all hospitality or gifts with a value of £50 or more, received by virtue of being a member of the Board or its Committees in writing to the Board's Secretariat detailing the nature of the gift or hospitality, the date on which it was received, the estimated value and the identity of the donor.

## Terms of Reference for the Audit Committee

~~ReLondon is the operating name of the The~~ London Waste and Recycling Board (the “Board”) which was established under section 356A of the Greater London Authority Act 1999 (as amended) and the London Waste and Recycling Board Order (Statutory Instrument 2008 No. 2038) (the “Order”).

The Order provides that the Board may establish committees (article 8) and delegate certain functions to a committee of the Board (article 12). The Audit Committee is a committee of the Board under article 8 of the Order, and section 3 of the Board’s Governance Framework.

~~The Audit Committee was established by a decision of the Board through its Urgency Procedure on 13 February 2009.~~

The Board has delegated certain functions to the Audit Committee, set out here as the Terms of Reference.

### Membership and attendance

The Audit Committee will initially comprise five members of the Board. The Board’s ~~Head of Finance~~ Director of Operations and Governance, Chief ~~operating Executive~~ Officer, Governance & Programme Management Lead, Financial Controller, the ~~external auditors~~ and internal auditors will be invited to attend Audit Committee meetings. The Audit Committee may appoint external members to provide additional support on legal, financial or commercial matters, any such appointment to be subject to confirmation by the Board.

A member of the Committee shall be nominated by the Board to act as Chairman of the Audit Committee. In his or her absence at a meeting the members of the Audit Committee present may nominate a committee member to deputise in his or her place for the duration of the meeting.

Under Section 18 of The London Waste and Recycling Board Order 2008 committee meetings are open to the public: this is subject to paragraphs 18 (2) and (3) which refer to the exclusion of the public where confidential information may be disclosed.

### Quorum

A quorum will be constituted provided that at least three members are present.

### Authority

In all other respects (including without limitation with regard to voting and procedural matters) the Audit Committee shall be governed by the Board’s Standing Orders

### Responsibilities

The Audit Committee’s main roles are:

- To ensure the existence of financial systems, processes and procedures to maintain financial probity and control over the activities of the Board;
- To liaise with the ~~external~~ internal auditors over their annual programme and to approve the annual internal audit programme;



- To deal as appropriate with matters raised by the internal or external auditors' management letters and reports;
- To deal as appropriate with matters arising from the internal auditors' reports;
- To review, approve and recommend for signature the annual report and accounts of the Board;
- To review the Board's risk register and ensure that satisfactory actions are being taken to mitigate identified risks;
- To monitor administrative expenditure against budget, and approve any virements in accordance with procedures set out in the Scheme of Delegated authority.
- To ~~review annually the~~ keep under review the Terms of Reference of any committees of the Board.
- To keep under review the Board's governance arrangements, to include the Board's Standing Orders

The Audit Committee's role is combined with that of a Finance Committee and a Remuneration and Staffing Committee. This will include:

- Overseeing strategic financial planning and annual budget process:
- Reviewing the ~~Head of Finance~~ reports on the financial performance of the Board; ~~and~~
- Reviewing routine financial and administrative matters on behalf of the Board.
- Overseeing the ~~establishment and~~ implementation and any required revision of the Board's Pay Policy;
- Approving any permanent changes in the Board's staff structure.

### Frequency of meetings

It is envisaged that the Audit Committee will meet at least four times a year. One of these meetings will be concerned mainly with the approval of the Board's annual report and accounts, and will be usually be in July. The remaining meetings will be held approximately one month before Board meetings.

### Reporting Procedures

The Audit Committee will receive and consider, ~~inter alia,~~ the following reports:

- Minutes of previous Audit Committee meetings;
- Quarterly reports of the Board's financial performance;
- Quarterly updates of the Board's risk register and any mitigating actions that have been taken;
- Reports from the Board's internal auditors;
- Reports from the Board's ~~external~~ auditors, ~~in particular the annual management letter following the audit of the Board's accounts;~~
- Papers for consideration in respect of financial, budgetary and internal control matters from time to time.

These reports will form the basis of the Audit Committee report to the Board.

June 2009

Revised: October 2010

November 2012 (Committee Quorum)  
January 2013 (Staffing & Remuneration function)  
August 2017 (Minor amends)

## ReLondon (London Waste and Recycling Board) Scheme of Delegated Authority

### Preamble

The London Waste and Recycling Board Order allows the Board to authorise an individual member of the Board, an employee of the Board or a Committee of the Board to carry out any of its functions that it chooses.

All decisions are required to be made by the Board if they are not delegated to another person or committee either in this Scheme of Delegated Authority or by specific decision of the Board.

This Scheme of Delegated Authority was adopted by the Board on ~~15<sup>th</sup> December~~ June 2022 and supersedes all previous versions.

### Policy

Authority for making all decisions on the Board's policy sits with the Board. ReLondon's main expression of policy is the Business Plan which it is required to publish each year.

### Staffing and Remuneration

Authority for changes to the permanent establishment, pay and pay policy is delegated by the Board to the Audit Committee. Appointment of temporary staff (< two-year appointments), whether contractors or employees, is delegated to the CEO.

The day-to-day management of all staff (including recruitment of new staff) is delegated to the Chief Executive Officer to operate under the policies and procedures as agreed by the Board and/or Audit Committee (for example, the Pay Policy and other policies agreed in the Employee Handbook).

### Budgets

Overall budgets for ReLondon's programmes and operations are agreed by the Board through its business plan. Subsequent decisions on how budgets are deployed are delegated to the Chief Executive and the Senior Management Team, subject to the approval limits set out below.

### Virements

- Any virements between approved Business Plan budget lines below £50,000 shall require the approval of the Chief Executive Officer and will be reported to the next meeting of the Audit Committee.

- Any variations between approved Business Plan budget lines of between £50,000 and £100,000 shall require the approval of the Audit Committee at the next Audit Committee meeting.
- Any variations between approved Business Plan budget lines over £100,000 shall require the approval of the Board.

## **Funding Agreements**

The following criteria for entering into inward funding agreements are to be applied:

- If the project for which funding is sought is within the scope and time horizon of the current business plan, and the cost to ReLondon of any funding (i.e. match funding) is within the Chief Executive's delegated authority, the decision to make an application should be for the Chief Executive to make.
- If the project is within the scope of the current business plan, but reaches beyond its time horizon, approval should be sought from the Board Chair.
- If the project is outside scope of the business plan or significantly outside of the time horizon (eg more than three years beyond the business plan period), approval should be sought from the Board.

## **Sponsorship approvals**

All proposals for sponsorship of ReLondon/ReLondon Events are to be agreed, following appropriate due diligence and risk assessment, at to be approved as follows:

- A sponsorship below £15,000 and with a low likelihood of risk is to be approved by the relevant Head of Programme.
- All sponsorships (a) above £15,000 or (b) below that sum but with a high likelihood of risk to be approved by the CEO following consideration by the Fundraising Working Group.
- In the event of a high risk, high potential gain sponsorship above £15,000 the ReLondon Board may be approached for views and/or sign-off.
- Any sponsorship proposal greater than £50,000 but less than £100,000 will require the approval of the Chair of the Board.
- Any sponsorship proposal of £100,000 or greater will require the approval of the Board.

## **Approval of Expenditure**

The tables below show the maximum spending authorities (in pounds sterling, including VAT) for different programmes. These limits apply to the ordering of goods and services as well as to the paying of invoices.

## **Further Delegations**

Those to whom spending authority has been delegated may further delegate authority others within their teams. Such onward delegation is not included in this SODA but is included below for information.

## HR and Staffing

Activity	Note	Board	Board Chair	Audit Cttee	Audit Cttee Chair	CEO	Heads of Programme	Head of Communications and Behaviour Change	Director of Operations and Governance	Financial Controller	Governance & PM Lead Secretariat Officer
External Permanent Appointments	Standard contracts within pay policy only.					All					
Fixed term appointments, secondment or agency staff.	Appointments less than two years in duration only.					All					
Pay increments	Within pay policy only.				CEO's	All (except CEO's)					
Annual Cost of Living Pay Award	Within pay policy only.			All (including CEO's)							
Ex gratia payments and Performance Related Pay				>10,000	10,000	5,000					
Staff Loans	Loans other than transport season ticket loans may not be approved other than with the explicit approval of the Board Chair.			>10,000		10,000					
Expenses Claims		>10,000	10,000		1,000	1,000	500	500	1,000	1,000	500
			<p>Notes</p> <ul style="list-style-type: none"> <li>All staff expenses claims must be approved by the claimant's line manager, the Director of Operations and Governance or the Financial Controller, unless for an amount greater than that manager's delegated authority, in which case they are to be approved by the CEO, the Board Chair or the Board.</li> <li>Board Members' expenses are to be approved by the CEO unless for an amount greater than the CEO's delegated authority, in which case they are to be approved by the Board Chair, or the Board.</li> <li>Expenses incurred by Committee members who are not Board members are to be approved by the CEO or the Chair of the Board, unless for an amount greater than the CEO's delegated authority, in which case they are to be approved by the Board Chair, or the Board.</li> <li>The CEO's expenses must be approved by the Board Chair</li> <li>The Chair's expenses must be approved by the Audit committee Chair.</li> <li>All expenses must be in accordance with the Board's expenses policy.</li> </ul>								

### Programme activities

Activity	Note	Board	Board Chair	Audit Cttee	Audit Cttee Chair	CEO	Heads of Programme	Head of Communications and Behaviour Change	Director of Operations and Governance	Financial Controller	Governance & PM Lead Secretariat Officer
Programme Costs		>100,000				100,000	50,000	10,000	50,000	50,000	
Investments – amendment to existing investments		>200,000				200,000 or Approval on behalf of the Board if greater*	Approval on behalf of the Board*		Signature on behalf of the CEO or Head of Programme	Signature on behalf of the CEO or Head of Programme	
New Investments.		>200,000				200,000 or Approval on behalf of the Board if greater*	Approval on behalf of the Board*		Signature on behalf of the CEO or Head of Programme	Signature on behalf of the CEO or Head of Programme	
Investment Development, Evaluation and Monitoring Costs						100,000	50,000				
			<p><b>Note: Investment Programme</b>                      The Board shall approve any new investment proposals, or amendments to existing ones, with a value greater than £200,000, based on recommendations from officers,. Unless specifically decided otherwise, the detailed negotiations and contracting are delegated by the Board to the Head of Programme Business Transformation &amp; Sector Support who shall seek further approval from the Board should there be a material adverse change to the proposal as originally agreed. The Board may delegate to the Head Programme, and the CEO the authority to negotiate and sign contracts on its behalf subject to the qualification above. Other investment proposals or amendments to existing ones with a value less than £200,000 will be approved by the Chief Executive in consultation the Head of Programme and also with the Chair of the Board if of greater value than £200,000.</p> <p>*Where a commitment has previously been made by the Board</p>								

### Central costs

Activity	Note	Board	Board Chair	Audit Cttee	Audit Cttee Chair	CEO	Heads of Programme	Head of Communications and Behaviour Change	Director of Operations and Governance	Financial Controller	Governance & PM Lead Secretariat Officer
Operational expenditure	Expenditure in accordance with contracts already approved at an appropriate level may be approved by the CEO or the <u>Director of Operations and Governance</u> <del>Head of Finance &amp; Operations</del>	>150,000	150,000			100,000	<del>50,000</del> 25,000	50,000	100,000	100,000	5,000
Settlement of legal proceedings		>30,000	30,000			20,000					

Note: Programme and Operational expenditures. The Chief Executive Officer is only required to approve the expenditure above £5,000.

### Further delegations (as agreed internally)

From	To	Limit	Note
Head of Programme (Local Authority Support)	Senior Advisors	10,000	Programme costs
Head of Programme ( <del>Resource London</del> ) Head of Communications & Behaviour Change	Communications and Campaign Leads	1,000	Programme or corporate costs
Head of Programme (Business Transformation & Sector Support)	Senior Advisors	10,000	Programme costs
Head of Programme (Business Transformation & Sector Support)	Business Transformation Manager	25,000	Programme costs
Head of Programme (Business Transformation & Sector Support)	Project Manager (Business Transformation Team)	5,000	Programme costs
Head of Programme (Business Transformation & Sector Support)	<del>Commercial Project</del> Manager <del>and</del> Built Environment <u>Lead</u>	10,000	Programme costs
<del>Head of Programme (Business Transformation &amp; Sector Support)</del>	<del>Senior Project Manager</del>	<del>10,000</del>	<del>Programme costs</del>
Director of Operations and Governance	HR and Project Delivery Executive	1,000	Central Costs
<del>Director of Operations and Governance</del>	<del>Finance Admin Executive</del>	<del>1,000</del>	<del>Central Costs</del>



## Bank Mandates

### Approvals required by signatories

Cheque Payments	Up to £5,000 two signatories one of which must be Group A or B; > £5,000 two signatories one of which must be Group A						
Standing Orders and Direct Debits	Up to £5,000 two signatories one of which must be Group A or B; > £5,000 two signatories one of which must be Group A						
Electronic banking (internal transfers)	JRWH or Financial Controller only						
BACs Run	Up to £1,000,000 any two signatories one of which must be Group A or Group B; above £1,000,000 any two signatories one of which must be group A (individual items to be initialled in line with Cheque Payments)						
CHAPs	Up to £5,000 two signatories one of which must be Group A or B; > £5,000 two signatories one of which must be Group A						
Changes to mandate	Two Group A signatories						
Signatory	BM	WH	JRSR	IGAB	ALPM	AM	AL
Signatory Group	A	A	A	AB	BB	B	C
BM - Board Member							
WH - Wayne Hubbard							
JRSR – Jo Rogers Sharif Rivera							
IGAB – Ineta Galdikiene Antony Buchan							
PM – Pauline Motivier							
AL - Adam Leibowitz							