

Report to: Full Authority

Date: 25 June 2024

Subject: Board Effectiveness Review 2024 / Report and Action Plan

Sponsor: Head of Governance and People

Author: Board Secretary

For: Decision



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1. Background

- a. At its meeting in December 2023, Full Authority adopted Cabinet Office Guidance on Board Effectiveness Reviews for Arm's-Length Bodies and Sponsoring Departments¹. The Guidance provides 15 areas of focus for review and suggests that Board Effectiveness Reviews (BERs) should be conducted annually and externally facilitated every three years.
- b. The three-year cycle adopted by the Full Authority allows it to consider a smaller number of areas of focus each year in anticipation of an externally facilitated review of all areas in Year 3. That said, the Full Authority has committed to considering every year how it supports the Accounting Officer in meeting the requirements set out in *Managing Public Money* (which guidance notes *must* be considered annually), as well as *choosing* to consider every year progress on implementing recommendations made in the last annual review. The planned three-year BTPA board effectiveness cycle is set out as an appendix.
- c. The Full Authority commits in its Code of Governance to reporting its board effectiveness review and action plan to the Department for Transport within three months of the review and action plan being adopted by the Full Authority.
- d. The Full Authority did not conduct a board effectiveness review in 2023. The most recent relevant board effectiveness activity is composed of the BTPA Board Effectiveness Evaluation 2022 (BEE2022) and the associated Corporate Financial Governance and Policy Review conducted by Deloitte that same year (Deloitte2022).

2. Board Effectiveness Activity 2023/24: Highlights

- a. **Member Onboarding.** The Full Authority welcomed six new Members during 2023/24 – one Member joining in October 2023 and a further five in January 2024. This has meant that Member onboarding (induction) has been a particular focus for the Full Authority during 2023/24. In practice, this has been delivered through,

¹ [Cabinet Office / Board Effectiveness Reviews: Principles and Resources for Arms-Length Bodies and Sponsoring Departments](#) [link active as at 17 June 2024]

- i. **Full Authority Induction & Development Days 29-30 January 2024.** The induction programme included introductory briefings from BTPA and BTP senior leaders, presentations from senior stakeholders from Network Rail and Transport for London, and a briefing from the Director General, Rail Strategy at the Department for Transport. The board development programme included briefings and workshops on BTPA's priorities and how these related to Ministerial objectives, BTPA's oversight of Assurance and Risk, BTPA's Health & Safety responsibilities as an employer, BTPA's oversight of Officer and Staff Pensions, how BTPA could best utilise external scrutiny of BTP through its Strategic Independent Advisory Group, and adoption of an enhanced financial oversight regime to better hold BTP to account regarding its Budget.
 - ii. **Committee Onboarding.** The arrival of new Members enabled the BTPA Chair to refresh the membership of the Full Authority's various Committees and Working Groups. Committee onboarding was delivered primarily through written briefing notes and background reading, supported through verbal briefings in advance of Members' first meetings and wider Member engagement opportunities.
- b. **Member Engagement.** The arrival of a significant number of new Members also provided an opportunity to refresh the way in which engagement and assurance opportunities were advertised to Members and delivered by BTPA Executive and Force colleagues. As of 1 March 2024, a series of Member engagement opportunities grouped by BTP Chief Officer portfolio was advertised to Members via board software for the first time. The BTPA Member Engagement Manager ensures that Member feedback from any engagement activity is cascaded to wider BTPA Members and BTPA Executive Senior Leadership Team for assurance.
- c. This refreshed approach to Member engagement has aligned with the overall focus on Member Onboarding during the period March 2024-June 2024. From July 2024, the focus will move more towards aligning advertised Member engagement opportunities towards Committee assurance and oversight whilst still providing Members a *carte blanche* to visit whichever aspects of the Force they are interested in, or those areas Force senior leaders feel would be worth Member engagement.
- d. **BTPA Oversight Mapping.** The BTPA Analyst provided a refreshed RAG-rated assessment of BTPA's overall oversight of BTP to BTPA Chair, Deputy Chair and Committee Chairs in April 2024. Those Members then liaised with respective BTPA Executive Senior Leadership Team Committee Leads to ensure Committee workplans for 2024/25 took account of any gaps in oversight. The oversight map will also serve as a reference in planning Member engagement during 2024/25.
- e. **Committee Effectiveness**

- i. **Audit and Risk Assurance Committee (ARAC).** The ARAC Chair took the decision to conduct a Committee Effectiveness Evaluation 2022/23 that was reported to Committee in July 2023. The evaluation was based on a hybrid questionnaire devised from the National Audit Office (NAO) Audit and Risk Assurance Committee Effectiveness Checklist (2017) and NAO Audit and Risk Committee Effectiveness Tool (May 2022). The responses received informed a Committee Effectiveness Programme delivered during 2023/24 and due for closure at ARAC's July 2024 meeting.
 - ii. **People and Culture Committee.** The change in Committee Chair during 2023/24 afforded the incoming Chair and Deputy Chair the opportunity to refresh the way-of-working of the Committee and the way in which its formal oversight through the way its meetings are structured to be refreshed.
 - iii. **Scottish Railways Policing Committee (SRPC).** The SRPC has a standing item at each meeting to assess delivery against its design principles – the Evaluation Framework. Given that RAG-ratings on the framework were consistently Green, Committee Members felt that the Committee – in operation since 2019 – had reached a stage of maturity that warranted a refresh of the framework to guard against complacency when assessing the Committee's oversight of BTP in Scotland, and performance against its design principles. As a result, a redesigned Evaluation Scorecard was adopted at SRPCs June 2024 meeting which aims to provide a more detailed ongoing assessment of the effectiveness of the Committee.
- f. **Livestreaming Full Authority Meetings.** Since its Board Effectiveness Evaluation 2020, BTPA has had a stated ambition to livestream its public meetings. The March 2024 meeting was successfully livestreamed for the first time, with the support of BTP's Digital Workplace Team. Lessons learned from that exercise will be applied to the second planned livestream of the Full Authority meeting in June 2024. BTPA Executive will, in consultation with Members, keep the principle of livestreaming under review to ensure it contributes to enhanced transparency without impacting the dynamics of Full Authority meetings.
- g. **BTPA Member Breakfast Briefings.** BTPA Executive convenes a monthly programme of online breakfast briefings for Members on topical issues designed to enhance Member knowledge, assurance and oversight. Recent topics have included Live Facial Recognition and the role of BTP Specials.

3. Board Effectiveness Review 2024 / Methodology

- a. To conduct a review of the areas of focus for the Board Effectiveness Review 2024, tailored questionnaires were issued to (i) BTPA Members and (ii) BTP Chief Officers, and member of Force Executive Board who had attended at least one meeting of the Full Authority, its Committees or Working Groups during 2023/24. The tailored questionnaires sought feedback on BTPA performance against the annual focus areas for 2024.

- b. Key issues arising from the questionnaire exercise were debated at a Full Authority Development Day held on 21 May 2024. The wider agenda for the board development day included a risk workshop to debate the Full Authority's approach to strategic risk and risk appetite, a refresh of BTPA Priorities in line with anticipated Ministerial priorities, and a session fostering corporate memory through considering the role of BTPA and its predecessor, the BTP Committee.
 - c. Finally, for completeness, the BTPA Board Secretary undertook a desktop review of key issues arising during meeting evaluations conducted at each meeting during 2023/24 to ensure issues arising were captured in the overall BER2024.
 - d. The outputs from the Board Effectiveness Review 2024 were evaluated by BTPA Executive Senior Leadership Team on 7 June 2024 in anticipation of the final report being presented to Full Authority on 25 June 2024.
4. Findings / Board Effectiveness Review Area 1: How the Full Authority and its Committees support the Accounting Officer in meeting the requirements set out within *Managing Public Money*
- a. The Chief Executive noted that, to date, he had typically relied primarily on the Audit and Risk Assurance Committee and the Chief Financial Officer (& Treasurer) to assist him in meeting his duties as Accounting Officer as set out in the annual Delegation Letter from Department for Transport, and in assessing the BTPA Annual Report and Accounts. In practice, this restricted reliance on to a limited portion (i.e. ARAC) of wider Membership and there was scope, therefore, for the Board Effectiveness Review and Action Plan 2024 to broaden Full Authority support for the Accounting Officer further.
 - b. Members noted that this focus area also included Full Authority compliance with the Department for Transport's Framework Document, which would be refreshed during 2024/25.
5. Findings / Board Effectiveness Review Area 9: Progress on implementation of recommendations made in the last annual review²
- a. Members considered the recommendations arising from the Board Effectiveness Evaluation 2022 and the associated Corporate Financial Governance and Policy Review conducted by Deloitte. Members agreed that the recommendations set out in BEE2022 had been discharged and that BEE2022 could be closed.
 - b. Members then considered the recommendations set out in Deloitte2022 and agreed a number had been discharged since the report had been delivered. That said, a number of other recommendations remained relevant in light of feedback received during the Board Effectiveness Review 2024. Taken together, Members agreed that

² Board Effectiveness Evaluation 2022

Deloitte2022 should be closed but relevant recommendations retained and incorporated into Board Effectiveness Review 2024 for delivery.

6. Findings / Board Effectiveness Review Area 3: How the Full Authority has appropriately considered whether the BTPAs policies and actions support the Minister's strategic aims.
 - a. Members and Force both felt that the Full Authority had, broadly, met the priorities set for it for 2023/24.
 - b. Members felt the Authority was performing particularly well on trust and legitimacy.
 - c. Members felt the Authority had performed less well on financial outlook and efficiencies with one Member commenting that a clear end-date for *A Force on the Move* should be adopted.
 - d. Members were complimentary regarding the onboarding provided to new Members.
 - e. Members felt the Authority should be more ambitious in engaging stakeholders, and that engagement undertaken by the Force and Authority should be better aligned.
7. Findings / Board Effectiveness Review Area 6: The composition of the Full Authority and its Committees, including the balance of skills, experience, knowledge, and diversity (including diversity in its broadest sense i.e. diversity of place).
 - a. Members and Force were encouraged by recent appointments to the Full Authority, noting they brought fresh skills, experience and ensured the Authority was more diverse.
 - b. Nevertheless, some Force respondents felt gender and ethnicity balance remained limited and were unclear on whether due regard was given to non-visible characteristics such as disability or sexuality.
 - c. Whereas industry, private sector and corporate perspectives were welcome, some Force respondents felt that law enforcement experience was light, with only one Member with relevant experience.
 - d. A Member felt the Authority could usefully review the mix of skills and experience on Committees during 2024/25.
 - e. Whilst not noted in responses, Members should be mindful that current Membership did not include a person who has knowledge of persons in Wales and who has been appointed following consultation with the National Assembly for Wales³
8. Findings / Board Effectiveness Review Area 8: Succession and Development Plans.
 - a. Wider Members were unclear on succession and development plans, albeit one Member was comfortable relying on Appointments Committee colleagues to oversee succession on behalf of the wider Authority.
 - b. A Force respondent felt that development could be facilitated through shared 360s, and joint BTP/A workshops with a greater emphasis on identifying team dynamics could assist in gaining better understanding of preferences for receiving information, and any collective weaknesses.

³ Railways and Transport Safety Act 2003 Schedule 4 Section 2 (1)(f)

9. Findings / Board Effectiveness Review Area 12: Quality and timing of papers and presentations to the Full Authority.

- a. Members' feedback on quality of papers was mixed. Some longer standing Members referenced an improvement over the course of past few years, with newer Members split between being content or unhappy with the quality of papers.
- b. Both Members and Force felt that papers were generally too long, which risked them being information-rich but lacking relevance and insight. There was some dissonance, with Members singling out Force reporting as too long compared to Executive reporting, whereas Force respondents highlighted best practice as Force-level COG/FEB '3-page rule' for reports other than business cases.
- c. The format and content of breakfast briefings was welcomed albeit the Force felt the forward plan for these could be better communicated.
- d. Perceptions of the out-of-committee decision making process were mixed. Some Members felt it had been used appropriately, with others frustrated with some decisions presented seemingly at-odds with the planned meeting cycle.
- e. There was some Member frustration with papers requiring financial decision-making being presented late, with binary options.
- f. Members were content with the overall timeliness of papers, although Force respondents highlighted some instances where items were circulated late.
- g. Force respondents voiced concern with ad hoc format changes to meeting products which was felt to undermine consistent reporting.
- h. A Force respondent felt that a pro-forma for out-of-committee decisions could be a tool to be embedded into Force internal governance at an early stage to ensure assurance for Members was provided.

10. Findings / Board Effectiveness Review Area 14: Effectiveness of Full Authority Committees, including their terms of reference, and how they are connected to the Full Authority.

- a. Members and Force were broadly positive about the effectiveness of Committees.
- b. A Force respondent noted some concern at Force's ability to respond to requests for information between meetings given the Force's corporate function was only resourced to achieve BAU and planned requirements.

11. Conclusion / Board Effectiveness Review 2024 Findings

- a. The findings of the BER2024 – taken together with feedback from Members, BTPA Executive and BTP Chief Officers at the 21 May 2024 Board Development Day – have informed the proposed Board Effectiveness Review 2024 Action Plan as set out as an appendix.

12. Forward Look

- a. Subject to its approval and adoption by Members, the Board Effectiveness Review and Action Plan will be submitted to the Department for Transport and published on the BTPA website no later than the end of September 2024.

- b. An interim BER2024 Review and Action Plan Progress Report will be made to the Full Authority in December 2024. The Full Authority will also confirm the focus areas for 2025 at that meeting.
- c. A final BER2024 Progress report will be made to the Full Authority meeting in June 2025, as part of the annual review of past BER recommendations within the BER2025.

13. Recommendation(s)

- a. That Members review and adopt the Board Effectiveness Review and Action Plan 2024.

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BTPA Board Effectiveness Review Action Plan 2024

Board Effectiveness Review Area	Recommendation	Action
Board Effectiveness Review Area 1: How the Full Authority and its Committees support the Accounting Officer in meeting the requirements set out within <i>Managing Public Money</i>	BERD2024 Recommendation 1 ⁴ : Redesign the process by which the Authority considers requests for approvals, aligning as much as possible to the Force's own process and potentially designating an approvals forum to discuss items, which would otherwise be dealt with in correspondence by default.	1. Align BTPA Meeting Cycle 2024/25 (and beyond) with BTP Strategic Planning Cycle 2. Refine Commercial Pipeline reporting to Committee to better anticipate deadlines for Member approval, and any required Member consultation.
	BER2024 Recommendation 2: Provide wider Committees with responsibility for overseeing relevant areas of the Accounting Officer's Delegation Letter.	3. Share Delegation Letter with Members on <i>Board Intelligence</i> to improve awareness. 4. Conduct Delegation Letter Mapping exercise for Committees. 5. Incorporate any identified Delegation Letter workstreams/oversight into Committee workplans.
	BER2024 Recommendation 3: Refine BTP/A joint approach to strategic risk to better support the Accounting Officer	6. Define outputs from BTP/A risk workshop 21 May 2024 7. Adopt refreshed BTP/A ways of working to produce shared 'live' Joint Strategic Risk Register capable of being updated during each quarterly meeting cycle.
Board Effectiveness Review Area 9: Progress on implementation of recommendations made in the last annual review	BER2024 Recommendation 4: Close BEE2022 Action Plan	8. Close BEE2022 Action Plan
	BER2024 Recommendation 5: Close Deloitte2022 and incorporate outstanding recommendations into BER2024.	9. Close Deloitte2022 10. Incorporate relevant outstanding recommendations into BER2024.
Board Effectiveness Review Area 3: How the Full Authority has appropriately considered whether the BTPAs policies and actions support the Minister's strategic aims.	BERD2024 Recommendation 6: Co-develop a clear vision for the Authority and the outcomes it wants to be driving in 12 to 18 months' time. Consider what that means for BTP/A and for the future structure and capabilities of the Authority to ensure it remains relevant and appropriately balanced, as the relationship with the Force continues to mature and more assurance can be taken from BTP processes	11. Adopt BTPA Priorities 2024/25 12. Incorporate BTPA Priorities into Full Authority / Committee workplans.
	BER2024 Recommendation 7: Make the responsibility for oversight of delivery of Ministerial Aims 2024/25 and BTPA Priorities 2024/25 more explicit in Full Authority and Committee Workplans.	13. Conduct Mapping exercise for Ministerial Priorities 24/25 against BTPA Full Authority / Committee structure. 14. Incorporate any Ministerial Priority workstreams into Full Authority / Committee workplans.
Board Effectiveness Review Area 6: The composition of the Full Authority and its Committees, including the balance of skills, experience, knowledge, and diversity (including diversity in its broadest sense i.e. diversity of place).	BERD2024 Recommendation 8: Consult with Members on whether there are opportunities to better leverage their network, and gain a firmer understanding of their skills, experience and diversity to ensure these are deployed as effectively as possible.	15. Conduct consultation exercise with Members to determine their networks.

⁴ To embed corporate memory, the prefix BERD denotes a recommendation arising from the closed Deloitte Report 2022 (Board Effectiveness Review – Deloitte) whereas a recommendation arising from the Board Effectiveness Review 2024 has the prefix BER.

		16. BTPA Executive to liaise with BTP External Affairs to ensure Member networks are used to best effect.
	BER2024 Recommendation 9: Ensure that planned formal engagement (e.g. location of Full Authority meetings / dinners / visits) take place across the UK and are not London-centric.	17. Convene at least one Full Authority meeting during 2024/25 outside of London. 18. Deliver programme of BTPA Stakeholder Dinners 2024/25 19. Ensure BTPA Member Engagement activity 2024/25 is balanced equitably across BTP Divisions.
	BER2024 Recommendation 10: Design future Board Development around the gaining better understanding of dynamics of the Full Authority, Executive SLT and Force COG and/or FEB.	20. Consider inclusion of dynamics session during Full Authority Board Development 2024/25.
Board Effectiveness Review Area 8: Succession and Development Plans.	BER2024 Recommendation 11: Ensure that succession planning undertaken by Appointments Committee is clearly communicated, where appropriate, to wider Members.	21. Communicate, where appropriate, Appointments Committee activity to wider Full Authority membership.
Board Effectiveness Review Area 12: Quality and timing of papers and presentations to the Full Authority.	BERD2024 Recommendation 12: Run joint training style sessions with Force counterparts, refreshing and re-communicating the requirements of committees and to share examples of where the Executive team most often tailor BTP content. Identify areas of the Force to support with driving consistency with committee meetings and training sessions to improve quality of papers. Seek to rationalise the suite of reporting templates used for the Full Authority and its Committees, communicate best practice throughout the Force, and reduce the length/improve quality of reporting during 2024/25	22. Adopt shared report writing guidance across BTP/A. 23. Rationalise the suite of reporting templates uses across BTP/A 24. Reduce average length of agenda packs on-year between 2023/24 and 2024/25.
	BERD2024 Recommendation 13: Force to share flash finance results ahead of more detailed reports each month to show direction of travel.	25. Deliver enhanced financial oversight regime adopted in January 2024. 26. Review enhanced financial oversight regime in September 2024.
	BER2024 Recommendation 14 Adopt processes for earlier Member engagement with major decisions	2. [Duplicate] Refine Commercial Pipeline reporting to Committee to better anticipate deadlines for Member approval, and any required Member consultation.
Board Effectiveness Review Area 14: Effectiveness of Full Authority Committees, including their terms of reference, and how they are connected to the Full Authority.	BERD2024 Recommendation 15: Implement a mechanism as part of the governance process to monitor progress on relevant initiatives once approved and / or approved subject to certain conditions, with deliberate interventions or re-appraisal where there is a concern of a breach.	27. Adopt schedule of major project / business case review points by Full Authority / nominated Committee. 28. Adopt review schedule by nominated Committee of business case closure reports, to gain assurance of compliance and lessons learned.
	BER2024 Recommendation 16: Foster culture of greater rigour in determining how information is requested by, and provided to, Members.	29. Reduce number of Actions Arising Background Papers provided to meetings during 2024/25

		30. Incorporate Member requests for assurance into refreshed programme of Member Engagement.
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Appendix: BTPA Board Effectiveness Review Cycle 2024-2026

ALB BER Guidance	Serial	Area	2024	2025	2026 ⁵
Must be considered annually	1	How the board and its committees support the Accounting Officer in meeting the requirements set out within Managing Public Money .	✓	✓	✓
BTPA chooses to consider annually	9	Progress on the implementation of recommendations made in the last annual review.	✓	✓	✓
May be considered annually	2	The overarching culture and tone set by the board. Clarity of, and leadership given to, the purpose, direction and values of the ALB.			✓
	3	How the board has appropriately considered whether the ALB's policies and actions support Ministers' strategic aims.	✓		
	4	The quality of relationships between all board members and its relationships with the ALB's stakeholders. In particular, relationships between the executive and non-executive members, the board and its sponsoring department and Ministers.			✓
	5	How the board communicates with, listens and responds to, its organization and other stakeholders.		✓	
	6	The composition of the board and its committees; including the balance of skills, experience, knowledge, and diversity (including diversity in its broadest sense, i.e., diversity of place).	✓		
	7	Processes for identifying, reviewing and managing risks.		✓	
	8	Succession and development plans.	✓		
	10	Quality of the general information provided on the ALB and its performance, in particular KPIs used.		✓	
	11	Evidence that the board is using high quality performance data to assess whether outcomes and KPIs are being achieved, and how the board is challenging whether the data it is provided represents best practice.		✓ ⁶	✓
	12	Quality and timing of papers and presentations to the board.	✓		
	13	Quality of discussions around individual proposals and time allowed. The process the chair uses to ensure sufficient debate for major decisions or contentious issues – including how constructive challenge is encouraged.		✓	

⁵ 2026/Year 3 scheduled to be an externally facilitated Board Effectiveness Review as per Cabinet Office guidance.

⁶ Focus Area 12 to be subject of internal BTP/A review in 2025 ahead of externally-facilitated review in 2026.