

Heathrow Expansion Board Terms of Reference:

Following designation of the Airports NPS the name of this Board was changed from Airport Capacity Programme Board to Heathrow Expansion Board in July 2018. The Terms of Reference were updated in December 2018.

Heathrow Expansion Board Terms of Reference

Programme Context

1. The proposed Heathrow Northwest Runway scheme will be privately funded and delivered. The role of Government in the programme is therefore different to other transport projects where the public sector is providing funding. The role of the DfT programme team is to 'enable' the delivery of a Development Consent application for a Northwest Runway at Heathrow Airport.

Scope

2. The Heathrow Expansion Board (HEB) will exercise functions of strategic direction, scrutiny and constructive challenge, and oversight of risks and benefits in respect of the Heathrow Expansion Programme (HEP).
3. The Board members also have a responsibility to support the Senior Responsible Owner (SRO) on areas such as expert advice and management of dependencies.
4. The Board may note papers, endorse/approve decisions with SRO agreement and/or provide a steer for endorsement/approval by the SRO or another governance body. All papers to the Board will clearly indicate whether the Board is asked for their note, endorsement, approval or steer.

Policy context

5. The HEB will discuss issues about implementation, enabling or delivery of expansion at Heathrow Airport.

Role

6. The key roles of the HEB are:

Strategic Direction

- To support the overall strategic direction and intent for the programme and drive forward the delivery of programme objectives;
- To support the case for expansion through effective strategic communication planning and stakeholder engagement;
- To support the management of cross-cutting programme issues and the programme's wider inter-dependencies (i.e. Airspace Modernisation, Aviation Strategy, surface transport schemes going to Rail Investment Board, Road Investment Strategies, Board Investment and Commercial Committee and wider cross-Whitehall policies); and
- To support the SRO in the process of making key decisions for the Programme. The SRO will consider all views from the Board but will eventually have the final decision or take the final decision to another Board.

Scrutiny and Constructive Challenge

- To provide a forum where Board members are able to have open and direct conversations with one another and provide appropriate challenge where needed;
- To provide scrutiny and advice to ensure the programme's scope and integrity remains intact;
- To consider and recommend wider supplementary advice and expertise where needed (e.g. procurement, commercial negotiations, on the ground delivery);
- To provide onward assurance to other governance forums where decisions may be taken (e.g. endorsement and/or approval of papers to BICC).

Oversight of Programme delivery, including risks and benefits management

- To provide a forum where delivery progress of key milestones is monitored and key issues are addressed or escalated / delegated to other governance boards;
- To ensure risks and dependencies to delivery across the programme are properly identified, managed and/or escalated as appropriate (e.g. through quarterly deep dive review of the programme risk register and key risks);
- To support the programme team in monitoring progress of the proposed benefits of expansion, ensuring they are effectively managed, delivered and eventually realised.

Membership

7. The members of the HEB are:

- Caroline Low (Heathrow Expansion & Aviation and Maritime Analysis, Director), Board Member, and SRO;
- Ros Smith-Reid and Lee Mowle [job share] (Deputy Director, Programme, Assurance & Communications, Heathrow Expansion), Board Chair;
- Lucy Chadwick (Director General, International, Security & Environment), Board Member;
- James Adutt (Deputy Director, Aviation Legal Team, DfT Legal Advisers (part of Government Legal Department)), Board Member;
- Sarah Bishop (Deputy Director, Aviation Policy), Board Member;
- Jill Adam (Director, Strategic Roads, Economics and Statistics), Board Member / Project Delivery Expertise;
- Jack Goodwin (Deputy Director, Strategy, Environment & Legal Defence, Heathrow Expansion), Board Member;
- Cathy Miller (Deputy Director, Rail, Commercial & Community, Heathrow Expansion), Board Member;
- [REDACTED] (Transport Policy, Major Projects, HM Treasury), Board Member;

- [REDACTED] (Senior Advisor, Corporate Finance) Board Member;
 - Michael Fox (Deputy Director, Corporate Finance), Board Member;
 - Jonathan Saks (Deputy Director, Aviation and Maritime Analysis), Board Member;
 - [REDACTED] (IPA), Board Member;
 - Brett Welch (Legal Director, DfT Legal Advisers (part of Government Legal Department), Board Member;
 - Tony Poulter (NED), Board Member;
 - Stuart White (Deputy Director, Heathrow Rail Access), Board Member;
 - Philip Andrews (Deputy Director, Road Investment Strategy Futures & Road Investment Strategy 2); and
 - Roger Jones (Surface Access Advisor), Board Member.
 - [REDACTED] (Head of Programme Office and Governance, HEP), Board Member
8. Secretariat functions will be provided by the Programme Office:
- [REDACTED] (Governance and Assurance Lead, HEP)
 - [REDACTED] (Programme Office, HEP)
9. The meeting will be chaired by the Deputy Director for Programme, Assurance & Communications, however any decisions taken by the Board will be with SRO agreement.
10. Other officials and advisors may be invited to discuss particular topics, by exception or to give updates. This may include guest speakers with experience of leading and delivering large infrastructure projects.
11. The meeting Chair may also as necessary deem it appropriate to invite representatives with expertise on particular topics to be present.

Quorum

12. To be quorate, the following will need to be present.
- a. Two Heathrow Expansion SCS representatives (i.e. Director / Deputy Director)
 - b. A representative from the Aviation Directorate – Either the Board member, or a suitable deputy to be agreed in advance.
 - c. A senior legal representative – Either one of the two Board members, or a suitable deputy to be agreed in advance.
 - d. A Board member who is external to the HEAMA Directorate (to ensure a degree of independence is maintained).
 - e. Modal (road / rail) surface access representatives, for items on surface access – Either the regular attendees identified above, or a suitable deputy to be agreed in advance.

Review of Terms of Reference

13. These Terms of Reference will be reviewed in advance of each programme phase to ensure the Board's role and functions are aligned to the specific governance requirements needed to deliver the HEP.

14. HEB membership will be reviewed regularly to ensure all critical areas are adequately covered.

Inter Board Reporting and Decisions

15. The HEB will advise the SRO, who will then report upwards. Some members of HEB are also members of the Programme Co-ordination Board (PCB) and information will be shared as required. Should the Board, for any reason conclude not to endorse a paper, it will provide comments for BICC/ExCo/ISE Investment Board to consider.

16. HEB will also receive updates on any relevant matters relating to the HEP from the following boards/ groups:

- PCB Delivery Sub-Board
- Heathrow Strategic Roads Board
- Roads Investment Strategy 1 and 2 Steering Groups
- Rail Investment Board
- Heathrow Rail Access Programme Board
- Aviation Strategy Board

17. To ensure there is coordinated decision making, it is proposed that any papers on Heathrow related surface transport schemes should be shared with HEB for endorsement before going to their own respective governance boards i.e. Key decisions are likely to include: Western Rail Link to Heathrow (WRLtH); Southern Rail Link to Heathrow (SRLtH); and the Framework Agreement between Highways England and HAL.

18. To ensure papers going to Rail Investment Board (RIB) and Heathrow Strategic Roads Board, etc. are not delayed by the need to endorse the papers at HEB, it is proposed that a degree of flexibility is provided at HEB to allow updates to be given by correspondence or using draft papers.

19. To ensure there is co-ordination and updates on the Airspace Modernisation Programme an update will be provided at HEB every quarter.

Meetings and Papers

20. HEB meetings will take place approximately every four weeks. Timing and frequency may be varied at the discretion of the Chair.

21. Meeting format, agenda and duration are subject to change at the discretion of the Chair.

22. The Secretariat will be responsible for scheduling meetings, preparing the agenda based on input from HEB members and HEP colleagues, and circulating meeting papers by email in advance of the meeting. Hard copies of papers will be provided to Board Member in advance if requested.

23. The Secretariat will prepare the meeting's minutes, which will be considered draft until agreed by the Board at the next meeting.
24. A HEP dashboard will be prepared ahead of each HEB to provide a brief programme update, an update from Aviation, a summary of the key programme risks and timeline. The content of the HEP dashboard will be reviewed regularly to ensure it provides information which is beneficial for the functioning of the Board.
25. Monthly updates will be provided on Communications, Strategic Roads and Rail.
26. A deep dive review into the Programme's top risks and Programme Risk Register will be undertaken each quarter.
27. If the Chair cannot attend, an alternative Board Member will be appointed by the Chair to lead the meeting on their behalf.
28. If a Board Member cannot attend, a deputy may be appointed to attend the meeting, subject to agreement with the Chair in advance.
29. Board members are responsible for reporting back matters discussed at the Board relevant to their teams and ensuring that actions are progressed. The secretariat will report on action updates.