

Board and Committee Membership and Structure

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”).

Board Membership

The Order prescribes the LWARB membership as follows:

Board Chairman:	The Mayor of London or his/her representative.
Appointed by the Mayor:	One independent member
Appointed by London Councils:	Two independent members Four elected London Borough/Common Council members.

Independent members may not be elected members of any London borough council or the Common Council.

Other than the Chairman, the term of any Board member must not exceed four years, and any member may serve for a maximum of two terms. Terms of current Board members all end on 10 August 2020, with the exception of Cllr Senior, whose term will end in August 2022.

Current Membership

Member	Affiliation	Appointment	Term
Liz Goodwin		Mayor of London	1
Shirley Rodrigues	Independent	Mayor of London	1
Cllr Feryal Demirci	LB Hackney	London Councils	1
Cllr Ian Wingfield	LB Sutton	London Councils	1
Cllr Guy Senior	LB Wandsworth	London Councils	1*
Cllr Bassam Mahfouz	LB Ealing	London Councils	2
Melville Haggard	Independent	London Councils	2
Barbara Anderson	Independent	London Councils	2

* From July 2018

Committees

LWARB currently has three established committees, as detailed below.

Audit Committee

The LWARB Audit Committee was established in February 2009 and membership stipulated as 5 Board members.

Membership

Cllr Bassam Mahfouz (Chair)
Barbara Anderson
Cllr Feryal Demirci
Cllr Ian Wingfield
Cllr Guy Senior

Terms of Reference for the Audit Committee are attached at Appendix 1.

Investment Committee

The LWARB Investment Committee was first established in February 2009 and took its current form in 2013. The committee comprises:

Voting Members:

Melville Haggard – (Chair)
Barbara Anderson
Cllr Bassam Mahfouz
Steve Hacking (external member)
Charmian Love (external member)
Anna Hyde (external member)

Terms of Reference for the Investment Committee may be seen at Appendix 2

Resource London (London Waste Authority Support Programme) Partnership Board

Resource London is a jointly funded partnership programme created by LWARB and WRAP. The Resource London Partnership Board is formally constituted as an LWARB committee and comprises:

- Cllr Clyde Loakes (Chair)
- Cllr Feryal Demirci - LWARB
- Marcus Gover - WRAP
- Keith Townsend- LEDNET/London Borough of Ealing
- CELC nominee - VACANT

The Terms of Reference for the Resource London Partnership Board may be seen at Appendix 3.



Terms of Reference for the Audit Committee

The London Waste and Recycling Board (the “Board”) 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, Chief operating Officer, 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 auditors over their annual programme and to approve the annual internal audit programme;
- To deal as appropriate with matters raised by the 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 variations in accordance with procedures set out in the Scheme of Delegated authority.
- To review annually the Terms of Reference of any committees of the Board.
- To 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:

- Review 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 of the Board's Pay Policy
- Approving any 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)



Terms of Reference for the Investment Committee

The London Waste and Recycling Board (the “Board”) 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 Investment Committee (“The Committee”) is a committee of the Board under article 8 of the Order.

The Committee was first established in 2009 and its terms of reference were subsequently amended in November 2012 and 2017. These terms of reference supersede all previous versions.

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

Membership and Chair

The Committee will comprise the following members:

Voting Members

- Three members of the London Waste and Recycling Board, one of whom will be Chair of the Committee (the “LWARB Members”).
- Three other individual members recruited for their knowledge and expertise in areas relevant to the work of the committee (the “External Members”).

Non-voting Observers

In addition to the voting members of the Committee, there shall be two *ex-officio* non-voting members from London Councils and the Greater London Authority.

The chair and voting members of the Committee are to be approved by the Board.

The Committee Chair will set the agendas and determine the time and place of meetings which will be notified to membership by the Secretariat. If the Committee Chair is unable to attend a particular meeting he/she may appoint one of the other voting members to chair in his/her place.

Eligibility for External Membership

External Members of the Committee will be recruited via an open recruitment process. The following are excluded from membership of the Committee as External Members:

- Elected members of a London Borough, or the Common Council.



- Elected members of the London Assembly
- Officers of a London Borough Council or the Common Council
- Officers of the GLA
- Officers of London Councils
- Officers of LWARB

If the circumstances of an appointed External Member changes so that they fall into one of the categories above, their membership of the Committee shall terminate.

Remuneration

Voting members of the Committee will be remunerated £2000 per annum (£3000 for the Chair).

Confidentiality

All those attending Committee meetings including *ex-officio* non-voting observers will be required to enter into a non-disclosure agreement.

Quorum

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. In all cases a quorum requires at least two board members and one external member to be present.

Authority

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

Responsibilities

The Investment Committee's main roles are:

1. To review investment proposals on behalf of the Board, taking into account the ability of such projects to fulfil the Board's objectives.
2. To make recommendations to the Board, via the Chair of the Committee, on new investment decisions (including decisions on further investment into already invested projects) in line with LWARB's Investment Framework and Business Plan.
3. To provide advice to Officers of LWARB on financial structuring, portfolio strategy and finance documents.
4. To approve changes to LWARB's position on particular invested projects if there is a material adverse change to an investment or commitment.
5. Overseeing the monitoring of approved / funded projects.
6. To report funding decisions to the Board.



7. To provide technical and policy advice to the Board on its investments and their respective performance.

Board – Investment Committee Interactions

The Board retains authority for making all new investment decisions.

For all **new** investment decisions (including requests for follow-on money to portfolio investments), the Investment Committee will appraise and input into proposals. If the Investment Committee is satisfied that a proposal should be invested in, a short summary recommendation is to be provided to the Board, signed by Investment Committee Chair, for a subsequent decision by the Board.

For all **existing** portfolio investment decisions, the Board has delegated authority to the Investment Committee to appraise, input and approve those decisions, to ensure that any issues within a portfolio company can be dealt with quickly to protect value.

However, should the decision result in a negative financial impact greater than £200,000 to LWARB, or if the decision could, in the eyes of the IC Chair, cause significant reputational damage to LWARB then the Investment Committee must make a recommendation to the Board for it to consider and decide.

All decisions made over **existing** portfolio investments to be reported to the Board at its next scheduled meeting.

Frequency of meetings

The Investment Committee will usually meet at least four times and at most twelve times per year.

Reporting Procedures

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

- Minutes of previous Investment Committee meetings;
- Information on applications for funding;
- Information in respect of the portfolio of investments made and of their performance;
- Papers for consideration in respect of investment and portfolio strategy from time to time.

The Chairman of the Committee shall provide a report on its activities to each of the full Board meetings.

January 2013
Amended July 2015
Amended Dec 2015 (Quorum)
Amended 3rd August 2017

Terms of Reference for the Resource London Partnership Board (the ‘Partnership Board’)

The London Waste and Recycling Board (LWARB) and WRAP have established a formal partnership to deliver Resource London, a new London Waste Authority Support Programme for 2015/16 and aspire to a longer term relationship through to 2020. The Programme is to be governed by a Partnership Board which is formally constituted as an LWARB Committee subject to LWARB’s governance procedures. These are the terms of reference of that Committee.

The London Waste and Recycling Board (the “Board”) 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 Partnership Board is a Committee of the Board under article 8 of the Order.

The Partnership Board along with the format, initial membership and remit of the Committee was established by a decision of the Board at its meeting on 7 November 2012.

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

Membership

The Partnership Board membership will include

- A Chairperson
- An LWARB Board Member (in addition to the Chair, if the Chair is an LWARB Board Member)
- A member of the WRAP Executive Board (the WRAP Appointee).
- A representative from the Chief Executives London Committee (CELC) (the CELC Appointee)
- A representative from the London Environment Directors' Network (LEDNet), (the LEDNet Appointee).

Having notified the Chair in advance the WRAP, CELC and LEDNet Appointees may send a delegated substitute to act on their behalf. Notification to the Chair should be not less than two working days before the meeting date.

In addition the Partnership Board invites two non-voting observers from the GLA and London Councils as well as the LWARB Chief Operating Officer.

The Partnership Board may appointment other members to the Partnership Board from key London stakeholders.

The Partnership Board maintains the right to invite such advisors as it see fit to any meeting of the committee.

Partnership Board Terms of Reference

Quorum

A quorum will be constituted provided that three members are present including at least one WRAP and one LWARB nominated member.

Authority

In all other respects (including without limitation with regard to voting and procedural matters) the Partnership Board shall be governed by the LWARB's Standing Orders.

Responsibilities

The Partnership Board sets the overall strategic direction for Resource London and oversees its implementation and delivery, in line with Resource London's objectives as set out in the Memorandum of Understanding between LWARB and WRAP (appendix 1), including the developing and agreeing the delivery plan.

Frequency of meetings

The Partnership Board will meet at least four times a year.

Reporting Procedures

The Partnership Board will receive and consider, inter alia, the following reports:

- Minutes of previous Partnership Board meetings;
- Information in respect of the portfolio of projects supported and of their performance.

The Chairman of the Partnership Board shall provide a report on its activities to each of the LWARB Board meetings, which will be shared with WRAP.

Remuneration

Members of the Committee other than the Chair will not be remunerated. The Committee Chair will be remunerated at the Board's standard rate for Committee Chairs. All Committee members will be reimbursed for expenses incurred under the LWARB's expenses scheme.

Period of appointment

The members of the Committee will be appointed for a period of one year, however the Board will reserve the right to amend this.