

Governance in action

Governance framework

The Board is responsible for maintaining a strong and effective system of governance throughout the Group.

Experienced leadership

As illustrated in our governance framework on pages 62 and 63, the Group operates a devolved management approach. Day-to-day management of the Group's activities, governance and oversight has been delegated to the executive directors. They are supported in this role by a team of highly skilled senior managers who are empowered to operate our companies as autonomous business units.

The senior management team comprises individuals responsible for the key centralised Group functions and the managing directors in each operating company.

The executive directors meet with the senior management leadership team on a monthly basis, through local operating company board meetings and Group executive team meetings. These more formal meetings are supported by a number of cross-business forums that serve to facilitate the sharing of knowledge, ideas and best practice. These meetings and forums are an essential part of the Group's devolved management approach, facilitating quality discussion and decision making while also preserving the management and autonomy of local operations. We believe that this approach allows the right balance between local and Group initiatives and the sharing of best practice and expertise across the Group, while ensuring that collectively we can deliver more than operating independently.



Delegation

Accountability

Corporate governance

A world where every journey is taken care of

The Board		Roles and responsibilities			
<p>Go-Ahead is headed by a Board which is collectively responsible for creating and delivering long term sustainable value for the business. The Board is accountable for balancing the interests of the Group, including our shareholders, colleagues, customers and the communities we serve.</p>	<p>Chairman</p> <ul style="list-style-type: none"> Leads the Board, sets the agenda and promotes a culture of open and constructive debate Ensures individual director and collective Board effectiveness and Board succession planning Promotes the highest standards of corporate governance, in line with best practice Ensures effective engagement with all stakeholders, including shareholders and colleagues 	<p>Group Chief Executive</p> <ul style="list-style-type: none"> Leads the senior management team, including development and succession planning Promotes the Group's purpose, vision and culture agenda Ensures the execution of strategy, with responsibility for the Group's overall performance Facilitates effective two-way communication between the Board, the business and the workforce 	<p>Group Chief Financial Officer</p> <ul style="list-style-type: none"> Supports the Group Chief Executive in developing and implementing the Group's strategy Provides strategic and financial guidance to ensure that the Group's financial commitments are met Responsible for the preparation and integrity of financial reporting Ensures maintenance of effective internal controls and risk management procedures 	<p>Group Company Secretary</p> <ul style="list-style-type: none"> Acts as an independent advisor Responsible for corporate governance, good information flows, ensuring best practice and that the decisions of the Board are implemented Provides a sounding board for all directors Supports the Chairman to facilitate induction programmes, Board development and effectiveness 	<p>Senior Independent Director</p> <ul style="list-style-type: none"> Provides a sounding board to the Chairman and appraises the Chairman's performance Acts as an intermediary for other directors, if needed Available to respond to shareholder concerns when contact through the normal channels is inappropriate
	<p>Board committees</p> <p>Delegated to by the Board and responsible for maintaining effective governance. The specific responsibilities of the Board's three committees are set out in their terms of reference, available on our website.</p>	<p>Nomination committee</p> <p>Ensures the Board and its committees have the correct balance of skills, experience and behaviours and that adequate succession plans are in place.</p> <p>→ Read more on pages 80 to 83</p>	<p>Audit committee</p> <p>Oversees the Group's financial reporting, maintains an appropriate relationship with the external auditor and monitors the Group's internal control and risk management system.</p> <p>→ Read more on pages 84 to 89</p>	<p>Remuneration committee</p> <p>Establishes the Group's remuneration policy and ensures there is a clear link between performance and executive remuneration.</p> <p>→ Read more on pages 90 to 115</p>	
	<p>Senior management team</p> <p>Responsible for executing strategic objectives and realising competitive business performance in line with our risk management framework, compliance policies, internal control systems and reporting requirements.</p>	<p>Operating company boards</p> <ul style="list-style-type: none"> Operated autonomously by local senior management Board meetings held on a monthly basis with the executive directors in attendance Local senior management report to the executive directors directly on day-to-day management issues including risk Local senior management ensure operating compliance with Group policies and procedures Acting as intermediary with the Board, executive directors ensure there is meaningful two-way feedback with operating company boards 	<p>Cross-business rail and bus steering groups</p> <ul style="list-style-type: none"> Comprise the managing directors in each operating company Meet with the executive directors on a regular basis to explore and identify new opportunities and initiatives Share knowledge, experience and best practice across operations Supported by cross-business forums such as health and safety, engineering, HR, and inclusion and diversity 	<p>Group executive committee</p> <ul style="list-style-type: none"> Comprises senior managers responsible for the key centralised Group functions Meets monthly with the executive directors to review the business and policies Monitors the people agenda and assesses the extent to which vision and culture have been embedded throughout the Group Identifies synergies which can then be cascaded through cross-business groups and forums Shares knowledge and collaborates on key Group wide projects 	