GMCA GREATER MANCHESTER COMBINED AUTHORITY

Greater Manchester Combined Authority

Date: Friday 28th November 2025

Subject: Transport for Greater Manchester Executive Board Appointments

Report of: Andy Burnham, Mayor of Greater Manchester, Portfolio Lead for Transport and Caroline Simpson, Group Chief Executive, GMCA

Purpose of Report

This report asks members to approve Non-Executive Director appointments to the Executive Board of Transport for Greater Manchester (TfGM).

Recommendations:

GMCA is requested to:

1. Note that Tracey Matthews will step down as Non-Executive Director of TfGM on 31 January 2026;
2. Approve the appointment of Tanya Coff as a Non-Executive Director of TfGM for an initial three-year term from 1 February 2026 until 31 January 2029;
3. Approve an extension to the appointment of Jo Kaye as Non-Executive Director of TfGM for a third, and final, three-year term from 1 February 2026 until 31 January 2029; and
4. Delegate authority to the Group Chief Executive, GMCA to formalise the terms of these appointments.

Contact Officers

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Equalities Impact, Carbon and Sustainability Assessment: N/A

Risk Management: N/A

Legal Considerations: The SELNEC (The South East Lancashire and North East Cheshire Passenger Transport Area (Designation) Order 1969)) is the establishment order of the former Greater Manchester Passenger Transport Executive (now TfGM) and stipulates the statutory appointments for the Executive Board. In accordance with s9 of the Transport Act 1968, TfGM must have in place a Director General and an Executive of not less than two nor more than eight other members to be appointed by the Authority after consultation with the Director General (The Group Chief Executive). Under the GMCA Constitution, the function of appointing those statutory directors is reserved to the GMCA.

Financial Consequences – Revenue:

The costs relating to the Non-Executive Directors are included within existing budgets and future years' financial projections.

Financial Consequences – Capital

N/A

Number of attachments to the report: N/A

Comments/recommendations from Overview & Scrutiny Committee

N/A

Background Papers

N/A

Tracking/ Process

Does this report relate to a major strategic decision, as set out in the GMCA Constitution?

No

Exemption from call in

Are there any aspects in this report which means it should be considered to be exempt from call in by the relevant Scrutiny Committee on the grounds of urgency?

No.

Bee Network Committee

N/A

1. Introduction

1.1. The TfGM Executive Board is the primary decision-making body within TfGM and is responsible for ensuring that TfGM delivers the Transport Strategy set by the GMCA, as the Transport Authority, whilst meeting its financial, legal and corporate responsibilities. The Board does this by:

- Leading the development of transport strategy for Greater Manchester, shaping and influencing policy on behalf of the GMCA and the Mayor;
- Providing high-quality transport services, and a high-quality customer service to people using the Greater Manchester Bee Network;
- Stewardship of Greater Manchester's transport assets, including the maintenance and renewal of assets, and identifying and delivering enhancements; and
- Ensuring effectiveness and efficiency in the discharge of TfGM business, securing value for money for the Greater Manchester public purse.

1.2. The GMCA (Transport Authority), in consultation with the Director General (Group Chief Executive), is responsible for the appointment of members to TfGM's Executive Board under Section 9(2) of the Transport Act 1968.

1.3. The Transport Act 1968 and the SELNEC Order 1969 state that in addition to the Director General, a minimum of two additional members must be appointed by the Transport Authority in consultation with the Director General, up to a maximum of eight additional members.

1.4. TfGM's current Executive Board comprises nine members, who are:

- the GM Transport Commissioner (Chair) – Vernon Everitt;
- the Group Chief Executive (as Director General) – Caroline Simpson;
- the TfGM Managing Director – Steve Warrener;
- the TfGM Chief Network Officer – Danny Vaughan;
- the GM Active Travel Commissioner – Dame Sarah Storey;
- a GM Local Authority Chief Executive – Tom Stannard (Chief Executive, MCC); and
- three Independent Non-Executive Directors (Tracey Matthews, Jo Kaye and Mike Blackburn).

1.5. The GMCA Treasurer is also appointed to the Executive Board as an advisor.

1.6. This report requests GMCA to approve the appointment of one replacement, and the reappointment of one existing, independent Non-Executive Director to the TfGM Executive Board.

2. TfGM Executive Board Non-Executive Directors

2.1. The Executive Board could be constituted with executive officers only, however GMCA has appointed independent Non-Executive Directors to bring independence, impartiality, wide experience, special knowledge and personal qualities to the Board. Non-Executive Directors are expected to constructively challenge management, help develop strategy, actively participate in the decision-making process of the Board, and to scrutinise the performance of management in meeting agreed goals and objectives.

2.2. Non-Executive Directors chair or attend a number of Board sub-committees including the Audit, Risk and Assurance Committee (ARAC), the People Committee and others. In accordance with the UK Code, TfGM's ARAC is chaired by, and wholly composed of, Independent Non-Executive Directors. The Audit, Risk and Assurance Committee has a particular role to act independently from management to ensure that the interests of financial stakeholders (including GMCA and others) are properly protected in relation to financial reporting and internal control. This arrangement also provides a formal process to ensure the independence and effectiveness of the internal and external audit functions; and provides assurance that TfGM's risk management policies and procedures are appropriate to determine the nature and extent of the principal risks that TfGM should accept in order to achieve its, and GMCA's, long term strategic objectives; and that those risks are appropriately and systemically managed and controlled.

2.3. Non-Executive Directors are appointed for a fixed three-year term. Non-Executive Directors may be reappointed for further three-year terms, up to a maximum of nine years in total. This is in line with guidance, including the UK Corporate Governance Code, which advises that nine years is the maximum period before an individual would no longer be considered to be independent. The current Independent Non-Executive Directors' terms are as follows:

- Mike Blackburn 1 Jan 2025 to 31 Dec 2028 (second term);
- Tracey Matthews 31 Jan 2023 to 31 Jan 2026 (second term); and
- Jo Kaye 31 Jan 2023 to 31 Jan 2026 (second term).

2.4. The current terms of office for Tracey Matthews and Jo Kaye are due to expire on 31 January 2026. Earlier this year Tracey Matthews gave notice that she did not wish to serve a third term, creating a vacancy to be filled from 1 February 2026. Jo Kaye has indicated that she is willing to serve a third, and final, three-year term.

3. Non-Executive Directors Appointments

3.1. TfGM's current Non-Executive Directors have continued to provide leadership, scrutiny and challenge through an unprecedented period including the Covid-19 pandemic, the implementation of bus franchising and the expansion of the transport capital programme.

3.2. Jo Kaye was employed by Network Rail for over 25 years in a variety of senior operational roles. She has extensive experience of the rail sector and a strong appreciation of transport operations and has represented Network Rail as a Board Member with the Rail Delivery Group. Jo is a valued member of the TfGM Executive Board, the chair of the People Committee and she has recently agreed to co-chair a new Health, Safety and Environment committee. Jo has expressed a willingness to continue in the role of TfGM Non-Executive Director and GMCA is therefore requested to consider the reappointment Jo for a further, and final, three-year term to retain the experience, constructive challenge and leadership that she provides.

3.3. After notice was received from Tracey Matthews that she intended to step-down at the end of her current term a recruitment exercise took place to seek a replacement. With Tracey currently serving as chair of ARAC, and recognising the financial and commercial challenges and opportunities faced by TfGM, candidates were sought with significant experience in finance, audit and risk management within the public sector or a regulated environment. Following an application process, three candidates were shortlisted for interview.

3.4. Interviews were conducted by a panel comprising the GM Transport Commissioner, the TfGM Managing Director and the GMCA Director of Governance, Risk and Assurance, with Tanya Coff identified as the preferred candidate.

3.5. Tanya is a non-executive director with over 30 years of experience as a chief financial officer at Board level across both public and private sectors. Tanya served as the Interim Chief Executive Officer of the Houses of Parliament Restoration & Renewal Delivery Authority, overseeing the strategic direction and daily operations of the UK's most complex heritage renovation project. She has held senior roles at

Transport for London (TfL), including Finance and Procurement Director for London Underground and Head of Capital Programmes Finance, where she played a key role in managing the financial aspects of major infrastructure projects. Prior to that, she served as Head of Operations Finance at Heathrow Airport, overseeing financial strategy and performance. Tanya also contributed her expertise as a non-executive director at Defence Equipment & Support (UK MOD) and as a Board Trustee for St John Ambulance, bringing strategic oversight and governance to complex operational environments.

3.6. Tanya has indicated that she would like to accept the role of TfGM Non-Executtive Director and GMCA is therefore requested to approve the appointment for an initial three-year term from 1 February 2026 to 31 January 2029. Subject to GMCA approval, Tanya will also chair the TfGM ARAC.