



MINUTES OF SCOTTISH RAIL HOLDINGS LIMITED BOARD (SRH) MEETING

Date 30th March 2023
Time 10.00 – 12.00 UK time
Location Queen Street Management Suite / Microsoft Teams*

Present: Gareth Llewellyn (GL) – Chair
David Lowrie (DL) – Chief Executive
John MacQuarrie (JM) – Business Rail Director
Emma Dixon (ED) – General Counsel and Company Secretary
Roz Foyer* (RF) – Non-Executive Director
Nick Brown (NB) – Non-Executive Director
Lee Shedden (LS) – Non-Executive Director

In attendance John Provan (JP) – Transport Scotland (for item 6 onward)
Campbell Davidson (CD), SRH Financial Controller
Jo Maguire – Chief Operating Officer, ScotRail Trains Limited (for item 5)
Michelle Hampsey (Minute taker)

Apologies:

Agenda No:	Subject	Action For
1.	<u>Welcome – Notice & Quorum</u> Noted and Quorate.	
2.	<u>Declarations of Interest</u> No changes noted.	
3.	<u>Conflicts of Interest Register</u> No conflicts noted. Lee Shedden asked for his interest to be amended to Observer for the ScotRail Trains Limited (SRT) Audit & Risk Committee.	ED
4.	<u>Minutes & Actions arising</u> The Board approved the minutes from the 2 nd March 2023 meeting. For Item 54 (Driver Resource Planning) a brief verbal update was given, noting that a paper will soon be brought to the Board.	
5.	<u>Chief Operating Officer, ScotRail Trains Limited: verbal update</u> Jo Maguire joined the meeting to discuss SRT's future business planning, the improvement plan and staff planning. The Board discussed the SRT budget issues at length, noting in particular that, [REDACTED]	ED/Board

	<p>The Board noted that parliament is in recess from tomorrow and therefore no further ministerial decisions are likely until May.</p> <p>The Board agreed that a special meeting of the Board should be convened before the end of the financial year, [REDACTED]</p>	
<p>6.</p>	<p><u>Board Recruitment: verbal update</u></p> <p>John Provan joined the meeting in place of Bill Reeve who was called to meet the new Transport Minister, whose appointment was announced on 29th March. JP confirmed the appointment of a new Chair of SRH for a 15-month term with effect from 1 April 2023 and that Roz Foyer had been reappointed for a further 15-month term. He further confirmed that the new NED with oversight of Safety, Health and Environmental matters was likely to be confirmed shortly, and that interviews are being held in mid-April for the new NED with oversight of audit and risk matters.</p> <p>It was requested that the new Chair of SRH be involved in the recruitment process for the audit and risk NED, which JP agreed to consider.</p> <p>It was explained that the recruitment of a permanent CEO of SRH will commence once the Board’s non-executive appointments are completed.</p>	<p>JP</p>
<p>7.</p>	<p><u>Chief Executive’s Executive Summary: paper 2303-03</u></p> <p>DL presented this paper, highlighting in particular the risk register for the Caledonian Sleeper Limited mobilisation, noting that timing is now tight and the SRH Executive will be focusing on this project for the next couple of months.</p> <p>DL gave an update on SRT’s train crew planning assumptions and confirmed this has been discussed in detail with the SRT team.</p> <p>The Board noted the paper.</p>	
<p>8.</p>	<p><u>ScotRail Trains Limited and ScotRail Holdings Limited Operational & Performance Update: paper 2303-04</u></p> <p>JM presented the paper, highlighting the current key issues and updating on performance planning, delivery, and forward planning.</p>	
	<p>JM asked the Board to note that the SRH team are now actively involved in discussions regarding SRT engineering vacancies highlighted at a previous Board and examining why this has not improved.</p> <p>The Board welcomed this focus and reiterated that apprenticeship schemes can be proactive as a starting point to addressing headcount</p>	

	<p>issues and that the benchmarking of grades might be considered.</p> <p>JM further updated the Board on recent meetings, including with Prestwick Airport regarding the airport station and with the Association of Community Rail Partnerships about funding.</p> <p>The Board noted the paper.</p>	
9.	<p><u>ScotRail Trains Limited and Scottish Rail Holdings Limited Finance Update: paper 2303-07</u></p> <p>CD presented the paper, which summarises the SRH Group Period 12 results (including the reduction in forecast fuel costs), the SRT and SRH full year FY23 latest estimates, the SRT and SRHFY24 budget updates and other governance matters the Board should be made aware of.</p> <p>The Board noted the paper.</p>	
10.	<p><u>Caledonian Sleeper Limited – Risk Register: paper 2303-08</u></p> <p>JM presented the Caledonian Sleeper Limited (CSL) Risk Register, highlighting the key risks identified for the mobilisation project.</p> <p>The Board discussed the differences between the SRT and CSL businesses, including the reasons for passenger travel and the cost of travel, and recommended these be raised with the Minister at the appropriate time.</p> <p>The Board noted the paper.</p>	DL
11.	<p><u>Electric Vehicle Charging Tariff: paper 2303-09</u></p> <p>JM presented this paper, which details SRT's</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>The Board approved the paper.</p>	

12.	<p><u>Queen Street Office Capital Expenditure: paper 2303-10</u></p> <p>JM presented this paper, which recommends that fitting out of an area of the Queen Street Station management suite for use by SRH presents the lowest possible spend to secure suitable office accommodation in a best effort to keep the cost of running the SRH Group per passenger mile to the lowest possible value.</p> <p>The Board approved the paper.</p>	
13.	<p><u>Board Sub Committee Updates</u></p> <ul style="list-style-type: none"> • Lee Shedden updated the Board on the recent Audit & Risk Committee meeting. • Nick Brown updated the Board on the recent SRT SHE Committee meeting. 	
14.	<p><u>Any other business:</u></p> <ul style="list-style-type: none"> • The Board thanked Gareth Llewellyn and Nick Brown for their immense contributions to SRH, and for Nick's substantial involvement with SRT, and wishes them well in their future endeavours. 	
	<p>Date of next meeting: Thursday 27th April at Glasgow Queen Street Station Management Suite.</p>	