



## MINUTES OF SCOTTISH RAIL HOLDINGS BOARD MEETING

**Date**                    **18 August 2022**  
**Time**                    **10.30 – 12.00 UK time**  
**Location**            **Buchanan House Glasgow**  
**Present:**            Gareth Llewellyn (Chair) (GL)      **Apologies:**            Roz Foyer  
                              David Lowrie (DL),  
                              Chris Gibb (CLG)  
                              Nick Brown (NB)  
                              John MacQuarrie (JMacQ)  
                              Lee Sheddon (LS)

**In attendance**      Alastair Richards (Minute taker)  
                              Bill Reeve

No.	Action	Who	When	Status
<b>28/04</b>	<b>SRH Board Meeting</b>			
<b>07</b>	A director induction programme for the SRH directors is to be delivered by Harper MacLeod	CG	15/09/22	<b>Scheduled for Sept</b>
<b>26/05</b>	<b>SRH Board Meeting</b>			
<b>13</b>	A session is to be arranged to walk the Board through the Framework Agreement and Grant Agreement.	AR	15/09/22	<b>Scheduled for Sept (see 07)</b>
<b>16</b>	Session to be arranged on the National Performance Frameworks (NPF), National Transport Strategy 2 (NTS2) and National Strategy for Economic Transformation (NSET)	BR/JMcQ	23/06/22	<b>Webinar to be setup for non-execs – Raised with TS and await a suitable</b>
<b>17</b>	The Vision on Scotland's Railways to be circulated to Board members.	BR	23/06/22	<b>Hardcopies to be circulated</b>
<b>18</b>	Meeting to be scheduled to agree a suitable process on the appointment of future Board members with the Chair and Sponsor Representative.	BR	23/06/22	<b>TS to manage the appointments process for SRH</b>
<b>23/06</b>	<b>SRH Board Meeting</b>			

21	<b>Aberdeen Capex</b> David and Lee to research and comeback	DL/LS	18/08/22	DL content LS still considering
	Actions from Last Meeting			
23	<b>Apologies for Absence</b> Gareth to discuss with Roz	GL	15/09/22	<b>Completed</b>
24	<b>Register of Interest</b> Alastair to update for next Board meeting	AR	15/09/22	<b>In Board Pack</b>
25	<b>Appointment of New Director</b> Alastair to arrange for Companies House to be updated.	AR	01/09/22	<b>Completed</b>
26	<b>Draft Strategic Plan</b> John to develop the plan and bring back for approval, circulating in correspondence to Board Members.	JMacQ	15/09/22	<b>In Board Pack</b>
27	<b>Recovery Plan</b> David to facilitate discussion of 2024 in more detail at next Board	DL	15/09/22	<b>On Agenda</b>
28	<b>Chair Meeting with the Minister</b> Bill to seek to bring the meeting earlier to allow discussion of the Strategic Plan	BR	15/09/22	<b>Arranged</b>

Agenda No:	Subject	
1.	<b>Welcome &amp; Apologies for Absence</b> Apologies were noted from RF, who it was noted had not attended the previous meeting. GL agreed to contact RF on this matter.	GL
2.	<b>Register of Interest</b> LS confirmed via correspondence that he is a member of Institute of Chartered Accountants Scotland and member of the Leitheatre. RF had provided register of interests also by correspondence. BR to be removed from the register going forward. JMacQ to be added.	AR
3.	<b>Appointment of New Director</b> The Board welcomed Mr John MacQuarrie and agreed to appoint him as director of the SRH Limited Board with immediate effect. Companies House records to be updated accordingly.	AR
4.	<b>Minutes of Meeting / Actions from Previous Meeting</b> The minutes of the last meeting were agreed with a small number of minor comments from LS in correspondence. Actions update as per the Actions Tracker: <ul style="list-style-type: none"> <li>(6) had been completed.</li> <li>(13) CG noted this was to be undertaken at the same time as the legal training session</li> <li>(16), (17) and (20) JMacQ to initiate a session for the</li> </ul>	

	<p>Management Team, hard copies to be circulated to the Non-Executive Directors with a one hour webinar session also to be setup for the Non-Executive Directors.</p> <ul style="list-style-type: none"> <li>• (18) Transport Scotland to manage the appointments</li> <li>• (19) RF has provided the conflicts of interest form.</li> <li>• (21) DL was content, LS various pieces to tie-up before content.</li> <li>• (22) this item is on the agenda.</li> </ul>	
<b>5</b>	<p><b>CEO Report</b> The Board noted the CEO report which was taken as read, CG added that a General Counsel was to be appointed on 19 August and will start work in November. The Board discussed the industrial dispute, noting that a special board would be convened once the outcome of the ballot was known, if required.</p>	
<b>6.</b>	<b>Items for noting</b>	
<b>6.1</b>	<p><b>Managers Guide to Managing People</b> The Board noted the paper on progress with the draft “<i>Managers Guide to Managing People</i>” presented by JMacQ, which will come-back to a future Board meeting for approval. The board discussed how the Guide would be brought to life within SRH, working within the Scottish Public Sector, the Fair Work Policy and the process for staff evaluations and performance development.</p>	
<b>6.2</b>	<p><b>Draft Strategic Plan</b> The Board noted the paper on progress with the draft Strategic Plan, which will come-back to the next Board meeting for approval after circulation by correspondence. The board discussed the draft Plan and the importance of covering the following:</p> <ul style="list-style-type: none"> <li>• The <i>National Conversation</i>;</li> <li>• A vision which reflects SHRL’s role as a holding company;</li> <li>• The role rail travel plays in meeting carbon reduction targets;</li> <li>• The critical importance of transport to the future economic prosperity of the country;</li> <li>• How the expenditure delivers the objectives;</li> </ul> <p><b>The Board agreed to continue the development of the plan in correspondence ahead of the next Board.</b></p>	JMcQ
<b>6.3</b>	<b>There were no other papers for noting</b>	
<b>7.</b>	<p><b>Recovery Plan</b> DL introduced and identified the key points in the paper and the sensitivities on each of the key elements including NR compensation, fares, fare evasion and revenue. The paper showed how this year’s gap may potentially be bridged but that there were bigger challenges to be faced in the following years particularly 2024.</p> <p><b>The Board approved the paper and asked for a more detailed discussion on the following years and 2024 in particular at the next Board Meeting.</b></p>	DL

<b>8.</b>	<b>Board Committee Updates</b>	
<b>8.1</b>	<p><b>SRT SHE Committee</b> NB presented the SRT SHE Committee Terms of Reference for noting.</p> <p>The Board agreed to note the Terms of Reference.</p>	
<b>8.2</b>	<p><b>SRH Nominations &amp; Remuneration Committee ToR</b> GL had circulated an updated set of the SRH Nom &amp; Rem Committee and asked the Board for any comments. BR suggested the addition of reference to the Scottish Public Sector Pay Policy in section 3.2.</p> <p>With this amendment the Board agreed to approve the ToR.</p>	
<b>9.</b>	<b>ScotRail Trains Ltd Finance &amp; Performance</b>	
<b>9.1</b>	<p><b>General update including communications</b> CG noted that SRT are regularly now back working in the offices and that there was nothing further to add to his report.</p>	
<b>9.2</b>	<p><b>Budget update &amp; financial performance</b> The paper was taken as read and the discussion on the Recovery Plan covered the salient points.</p>	
<b>10.</b>	<b>Scottish Rail Holdings Ltd Finance &amp; Performance</b>	
<b>10.1</b>	<p><b>General update including communications</b> CG noted that SRH are also regularly now back working back in the offices and that there was nothing further to add to his report.</p>	
<b>10.2</b>	<p><b>Budget update &amp; financial performance</b> The paper was taken as read.</p>	
<b>11.</b>	<p><b>Sponsor and Strategic Rail Board</b> It was discussed and agreed that to provide sufficient time to discuss both the SRB report as well as the draft Strategic Plan, the SRB would be extended on the afternoon of the 15 September.</p>	
<b>12.</b>	<p><b>AOB</b> GL asked BR to seek to bring forward the meeting with the Minister to allow discussion of the Strategic Plan.</p>	BR
<b>13.</b>	<p><b>Date of next meeting – 15<sup>th</sup> September 2022</b> Meeting to be extended to allow time to discuss the normal agenda and the Strategic Plan.</p>	