

MINUTES OF SCOTTISH RAIL HOLDINGS BOARD MEETING

Date 2nd February 2023
Time 10.00 – 12.00 UK time
Location Queen Street Management Suite / Microsoft Teams*

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

In attendance Bill Reeve (BR) – Transport Scotland
 Campbell Davidson (CD), SRH Financial Controller
 Michelle Hampsey (Minute taker)

Apologies: None

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Agenda No:	Subject	
1.	<u>Welcome – Notice & Quorum</u> Noted and Quorate. The Board noted the late issuance of the papers and requested they be issued timeously. Any new updated papers added to Admin Control be marked as new.	
2.	<u>Appointment of DL as interim Chief Executive</u> The Board noted the appointment of David Lowrie as Interim Chief Executive of SRH. It was noted that Chris Gibb had resigned as director with effect from 29 December 2022 and the appropriate filing will be made with Companies House.	ED
3.	<u>Declarations of Interest</u> ED noted her recent appointment as Deputy Convenor of the Law Society of Scotland’s Sustainability Committee, the Register will be updated.	ED
4.	<u>Conflicts of Interest Register</u> NB noted that he is an advisor to the DfT but this was not active and will request its removal from the declaration of interests if it was inactive for 12 months.	ED
5.	<u>Minutes & Actions arising from previous Board meetings</u> The Board approved the minutes from the 8 th December 2022 meeting.	

	<p>On action item 16 (National Performance Frameworks (NPF), National Transport Strategy 2 (NTS2) and National Strategy for Economic Transformation (NSET)), it was noted that the presentation has been moved to a later meeting to accommodate more urgent matters.</p> <p>On action item 18 (Recruitment of Future Board Members), concerns were raised regarding the timing of decisions and actions by Transport Scotland relating to future changes to the Board and a full update was requested.</p> <p>BR confirmed that he had received internal advice on Board recruitment which was due to be given to the Minister shortly. BR advised that he will update the Board on progress after this meeting. BR further advised that an independent review of the Board will be forthcoming.</p> <p>The Board reiterated the need for urgent decisions and action by Transport Scotland.</p> <p>LS asked that 'shareholder representative' be removed from his title as he is a Non-Executive Director only.</p>	ED
6.	<p><u>Chief Executive's Executive Summary – paper</u> DL presented this paper.</p> <p>LS asked if a new version could be uploaded to Admin control as a couple of typos had been spotted and the end of a sentence was not readable.</p> <p>The Board discussed the paper and issues raised in full. The Board noted the paper and requested a paper be brought to the next meeting regarding the potential risks to SRH arising from SOLR2.</p>	ED DL/JM
7.	<p><u>ScotRail Trains Limited and ScotRail Holdings Limited Operational & Performance Update</u> JM presented the paper, highlighting the current key issues. The Board noted the paper.</p>	
8.	<p><u>ScotRail Trains Limited and Scottish Rail Holdings Limited Finance Update</u> CD presented the paper, which summarises the SRH Group Period 10 results, the ScotRail Trains Limited ("SRT") full year FY23 latest estimate, SRT FY24 budget submission and other governance matters.</p> <div data-bbox="338 1680 1292 1892" style="background-color: black; width: 100%; height: 100%;"></div> <p>CD confirmed to the Board that the SOLR2 Limited 2022 accounts have been approved and filed.</p>	

<p>9.</p>	<p><u>Proposed Template Board Paper – paper</u></p> <p>JM presented this paper. The Board observed that this was an internal process matter for SRH.</p> <p>The Chair recommended that the category of the request to the Board (e.g. for information, approval or discussion) be included on the template, together with an explanation how the paper connects to the strategic plan as thus will assist the Board identify what the key decisions are. The Board endorsed the template paper for use.</p>	<p>JM</p>
<p>10.</p>	<p><u>Monitoring of SRT Business Performance – paper</u></p> <p>JM presented this paper which explains SRH's proposal to monitor SRT business performance and the steps to be taken to embed this into the processes and procedures of both organisations. The Board observed that the form of the paper remains a work in progress and will continue to evolve.</p> <p>The Board noted the paper.</p>	
<p>11.</p>	<p><u>SRT/SRH Board Committee Updates</u></p> <p>11.1 SRT Board – Safety, Health and Environment Committee (SHEC):</p> <ul style="list-style-type: none"> • SRT monthly update paper (CP8-10) • SHEC meeting minutes (16 December 2022) <p>NB presented the papers. An update on a recent incident at a level crossing was also given.</p> <p>The Board discussed the level of information required from the SHEC to enable to the Board to support SRT and a request was made for sight of the SRT safety improvement plan with a recommendation that maintenance processes, causation and people issues be highlighted.</p> <p>It was further suggested that the circumstances of noted incidents be included in reports, and this will be communicated to the SHEC in time for the next meeting.</p> <p>The Board noted the papers.</p> <p>11.2 SRH/SRT Audit & Risk Committee Update – auditors appointed and engagement letter received. ED noted her intention to review ToRs for all Board committees.</p>	<p>NB</p>
<p>12.</p>	<p>Any other business:</p> <ul style="list-style-type: none"> • SOLR2 Limited ED updated the Board on governance arrangements for SOLR2. The composition of the SRH group boards was discussed and the Board supported the recommendation that JM be appointed as a Non-Executive Director of SRT. • ED informed the Board that an SRT Board Strategy Day in March will take place in March with the focus on performance. An update will be given at the April Board. 	<p>ED</p> <p>ED</p>

	<ul style="list-style-type: none">The Board noted the request to meet SRH staff members and proposed that this should be arranged after the next Board Meeting.	ED
13.	Date of next meeting: 2 nd March 2023 at Glasgow Queen Street Station Management Suite.	