



## MINUTES OF SCOTTISH RAIL HOLDINGS BOARD MEETING

**Date** 8<sup>th</sup> December 2022

**Time** 10.00 – 12.00 UK time

**Location** Buchanan House Glasgow

**Present:** Gareth Llewellyn (Chair) (GL)  
David Lowrie (DL),  
Chris Gibb (CLG)  
John MacQuarrie (JMacQ)  
Lee Shedden (LS)  
Emma Dixon (ED)

**Apologies:** Roz Foyer (RF)  
Nick Brown (NB)  
Bill Reeve (BR)

**In attendance** John Provan (JP) – Transport Scotland (TS)  
Michelle Hampsey (Minute taker)

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Agenda No:	Subject	
1.	<b>Welcome – Notice &amp; Quorum</b> Noted and Quorate. Apologies noted from Nick Brown and Roz Foyer.	
2.	<b>Declarations of Interest</b> Nothing to note.	
3	<b>Appoint Emma Dixon as Director of SRH</b> Emma Dixon appointed as Director of SRH.	
4.	<b>Register of Interest</b> Nothing new to note. ED will note interests for next meeting.	MH
5.	<b>Minutes &amp; Actions arising from previous meetings</b> The minutes from the previous meeting were approved.  Update on actions as follows:  <b><u>Action 18 – Recruitment of Future Board Members</u></b> The Chair asked JP for an update on this issue. JP advised that the paper was completed and going through internal Scot Gov authorisations. The Chair asked when it went to the Minister and JP confirmed it was last month. The Board noted concerns regarding timeline given this first was raised at the June Board meeting.  <b><u>Action 34 - SRH Monthly Update</u></b> Issue on Class 334's passed to SHE Committee for consideration – confirmed a discussion took place and the issue of the cracks have been downgraded and no longer an issue.  <b><u>Action – 39 - Future Fleet Procurement</u></b> The Chair asked that KPI's be set out within this planning process and noted this will be done for the 2 <sup>nd</sup> February Board, following the initial procurement committee meeting later this month.	

6.	<p><b>CEO Report</b> The Board had a frank and open discussion around the issues raised in this paper.</p>	
7.	<p><b>Scottish Rail Holdings Review of Fares</b> JMacQ presented this paper on the work that is being carried out by SRH regarding the proposed changes to fares in 2023.</p> <p>Discussions were held with the Minister on this on 7<sup>th</sup> December, and a verbal update was given at this meeting.</p>	
8.	<p><b>Process on the appointment of future Board members</b> See action No: 18</p>	
9.	<p><b>TS Governance</b> The Chair asked for an update on the Governance process given that SRH are now set up and JP confirmed it was the intention of TS to review it.</p> <p><b>Action:</b> TS to produce a paper for discussion and in particular note how the governance links into the Framework and Grant Agreements.</p>	BR
10.	<p><b>Board Committee</b></p>	
	<p><b>10.1 - SRT Board - SHE Committee Update</b> CLG presented this paper on behalf of NB. A discussion was had around the sanding systems on the fleets and the work being done to include sanders and update ones currently fitted.</p> <p>The Chair asked that employee accidents per hundred thousand hours worked is reported to the Board.</p>	NB
	<p><b>10.2 – SRH Audit &amp; Risk Committee Update</b> LS presented this paper. He asked the board to note that the risk register is a list of the all the combined risks. The paper was noted.</p> <p>GL queried the timing of the next ARC meeting and suggested if this clashed with RF’s diary it should be moved to a more suitable date.</p> <p><b>Action:</b> Risk register should include an analysis of the effect of the controls and risks and discussed at 2<sup>nd</sup> Feb ARC to in turn send to the March SRH Board Meeting.</p>	LS/DL
11.	<p><b>ScotRail Trains Limited Finance &amp; Performance</b></p>	
11.1	<p><b>General update including communication</b> Nothing to report.</p>	
11.2	<p><b>Safety Update</b> Noted in Item 10.1</p>	
11.3	<p><b>Budget update &amp; financial performance</b> See Item 12.3.</p>	
12.	<p><b>Scottish Rail Holdings Ltd Finance &amp; Performance</b></p>	
12.1	<p><b>General update including communications</b></p>	

	Nothing to note.	
<b>12.2</b>	<b>Safety Update</b> Nothing to report.	
<b>12.3</b>	<p><b>Budget update &amp; financial performance</b> DL presented the paper</p> <p>This paper summarises the Scottish Rail Holdings Ltd (“SRH”) Group Period 8 results, the ScotRail Trains Limited (“SRT”) full year FY23 latest estimate and other governance matters that the board should be aware of.</p> <p>The board discussed the implications of the budget for future year. It was noted that the Scottish government budget will be announced next week.</p> <p>Detailed budget for the following year needs to go to the SRH March Board meeting.</p> <p>DL asked for it to be noted that SRT will shortly appoint an auditor, and this will be taken for approval at the SRT Board on 29<sup>th</sup> December.</p> <p><b>Action</b> – the Chair asked that for the next Board the paper to be less focused on current year and more on scenarios for future year.</p>	DL
<b>13.</b>	<p><b>SRH Monthly Update</b> Performance reporting and the requests for information for various meetings was debated in full. JMacQ discussed the current issues with this. The Chair asked for more relevant information that will enable the SRH Board to help and support SRT.</p> <p>Action: JMacQ will work on this for the next meeting.</p>	JMacQ
<b>14.</b>	<p><b>AOB</b> JMacQ asked if times can be added to the agenda – noted and agreed. Action – MH to include in February agenda.</p> <p>ED asked if the board would confirm her as appointment as Company Secretary for SRT. This was approved.</p> <p>CLG reiterated that SRH are ready to take over SOLR2</p> <p>The Chair noted that today was the last meeting for CLG, he thanked him for his help and support. The Board noted that they will miss his guidance.</p>	MH
<b>15.</b>	<b>Date of next meeting – 2<sup>nd</sup> February 2022</b>	