



## MINUTES OF SCOTTISH RAIL HOLDINGS LIMITED BOARD (SRH) MEETING

**Date** 13 March 2024  
**Time** 12.00-15.30 UK time  
**Location** St. Vincent Plaza / Microsoft Teams\*

**Present:** Richard Cairns (RC) – Chair  
Brian Baverstock (BB) – Non-Executive Director  
Roz Foyer (RF) – Non-Executive Director \*  
Carolyn Griffiths (CG) – Non-Executive Director \*  
Emma Dixon (ED) – General Counsel and Company Secretary  
David Lowrie (DL) – Chief Executive  
John MacQuarrie (JM) – Rail Business Director

**In attendance:** Bill Reeve (BR) – Transport Scotland Sponsor Representative  
Campbell Davidson (CD), SRH Financial Controller  
Joanne Maguire (JHM), COO Scotrail Trains Limited  
Alex Hynes (AH), MD Scotland's Railway  
[Redacted] (Minute taker)

**Apologies:** None

Agenda No:	Subject
1.	<b><u>Welcome – Notice, Apologies &amp; Quorum</u></b>  Noted and quorate.
2.	<b><u>Declarations of interests and conflicts</u></b>  Updated interests from Carolyn Griffiths noted.
<b>SRH Matters</b>	
3.	<b><u>Fleet Performance Plan Update Presentation</u></b>  Jo Maguire and Alex Hynes joined the meeting to give the board an update presentation on Fleet and the off-peak all day trial.  Alex Hynes confirmed that when he and Jo Maguire appeared before the SRH Board in November 2023, they said that they would improve fleet performance and availability, and the number of seats available for our customers. SRT has delivered this.  The work delivered over the past year has started to deliver the green shoots of improved performance across the fleets. In contrast to performance at the start of the year, fleet performance has been better than target in five of the last six periods.

There is a lot of work still to do but we are heading in the right direction.

[Redacted]

Work still needs to be done with help from this board with investment.

The board discussed the utilization rate and actual availability of trains and the difference between these measures, and Alex Hynes was asked to include unit utilization rates.

Jo Maguire presented the Resources part of the presentation highlighting the hard work across the network to resolve the issues.

Since August 2023, SRT has recruited 38 engineering staff, with another 13 due to start in the coming weeks. [Redacted]

A new interim engineering director had been appointed, meaning ScotRail will have a dedicated engineering director for the first time since 2021. [Redacted] moves from ScotRail Head of Depots to take up the post, with a focus on the day-to-day leadership of the engineering team. Whilst [Redacted], until recently with CSL, a chartered engineer with vast railway leadership experience, has joined the team part-time to look at longer-term projects to improve fleet reliability and availability.

Roz Foyer asked for more information on apprentices and the long-term resource mapping that is required. Jo Maguire explained the long-term plan in detail and lessons from other organisations that have built successful schools.

The board also discussed Capital funding in detail noting the number of budgeted capital proposals that should drive consequential improvements on the railway

The board noted and welcomed the Improvements made. It was agreed that Brian Baverstock and Richard Cairns would meet to discuss how they could assist progressing the AO's. John MacQuarrie also advised that he had a meeting with TS next week regarding AO's and would issue a note to the board after this meeting by way of an update on the situation.

The board asked about the off peak all day fares trial that is due to end in June – [Redacted]

**Actions:**

- Alex Hynes to provide SRH Board the overall utilization rate and actual availability of trains
  
- Brian/Richard to meet to discuss AO's
- John MacQuarrie will send a note to board on AO's after his meeting with TS.
- Request SRT to attend a future board to discuss train crew.

The board thanked Alex and Jo for a very informative presentation.

Jo Maguire and Alex Hynes left the meeting.

4.	[Redacted]
5.	[Redacted]
6.	<p><b><u>SRH Short-Term Resources &amp; Future Structure</u></b></p> <p>[Redacted]</p>
7.	<p><b><u>Draft Strategic Plan</u></b></p> <p>John MacQuarrie presented this paper highlighting that the attached draft plan has been submitted to Transport Scotland for feedback and comment, and that it is planned that this will be discussed at the Strategic Rail Board meeting on 14<sup>th</sup> March 2024. Following feedback the plan would be updated and brought to a future SRH Board for approval before final submission to the Sponsor.</p> <p>John confirmed that he was looking for some clarification on minor points from TS. Carolyn Griffiths had some additional points and it was agreed that she and John MacQuarrie would meet separately to resolve these.</p> <p>Brian Baverstock commented that an evolution to more explicit, aims and objectives would occur over the next year rather than coming months.</p> <p>John MacQuarrie confirmed that the plan was due for submission to TS at the end of September. The team are currently preparing a project plan for this and a Gantt chart analysis will be included.</p> <p><b>Action:</b></p> <ul style="list-style-type: none"> <li>• John MacQuarrie and Carolyn Griffiths to meet and resolve remaining issues</li> </ul> <p>The board thanked John and his team for the work so far. The Board <b>noted</b> the paper.</p>
8.	<p><b><u>CSL Grant Agreement Update</u></b></p> <p>Emma Dixon presented this paper highlighting that following previous discussions between the CSL and SRH Boards respectively, the SRH and CSL General Counsels were mandated to submit a revised version of the proposed CSL Grant Agreement to Transport Scotland (TS) for consideration. The draft was duly submitted on 20<sup>th</sup> February.</p> <p>[Redacted]</p> <p>[Redacted]</p>
9.	<p><b><u>TS Gateway Review Update</u></b></p> <p>Emma Dixon updated the board on the current governance review work that was</p>

	<p>being undertaken, some of which had arose following the Gateway Review – Emma Dixon provided papers for information only from the most recent meeting highlighting Transport Scotland (TS) implemented a Gateway Review Assessment of the Framework Agreement in June/July 2023. TS's response to the Gateway Review recommendations forms part of a wider governance review project which is being managed by the TS transition team that undertook the mobilisation of SRH, SRT and CSL. The project board is a Steering Group which is chaired by TS's Head of Rail Passenger Services. The Steering Group is to provide project decision making, advice and guidance on key strategic issues and meets monthly. The meetings are attended by the SRH General Counsel and the SRH Rail Business Director</p> <p>Brian Baverstock commented that he will be interested to see Terms of Reference for this. This is an opportunity for more collaborative approach.</p> <p>Carolyn Griffiths asked for marked up actions that will need board approval.</p> <p>The Board <b>noted</b> the paper.</p>
<p><b>Standing Agenda Items</b></p>	
<p>10.</p>	<p><b><u>Chief Executive's Executive Summary</u></b></p> <p>The CEO highlighted key points of the papers for noting:</p> <ul style="list-style-type: none"> <li>• [Redacted]</li> <li>• SRT had suffered an unusually high number of tree strikes – [Redacted].</li> <li>• Applaud CSL team on dealing with the issues following the [Redacted]</li> </ul> <p>Carolyn Griffiths confirmed that she, Jo Maguire and David Lister are due to have a meeting with Network Rail (NR) on the vegetation issue and can update the Chair on the various issues.</p> <p>The Board <b>noted</b> the paper.</p>
<p>11.</p>	<p><b><u>ScotRail Holdings Limited, ScotRail Trains Limited and Caledonian Sleeper Limited Operational &amp; Performance Update</u></b></p> <p>John MaQuarrie highlighted key points from the paper asking the board to note that he has a Performance and Improvement Executive meeting tomorrow and will be discussing the 92.5% PPM trajectory. ORR monitoring and reinforced plans.</p> <p>In respect of the 92.5% performance target – the Board asked what is SRT's target for getting more people on trains. Revenue, punctuality and reliability were equally important.</p> <p>John MacQuarrie highlighted the good work his team are doing to put some [Redacted].</p> <p>The review of the SRT policy compendium had concluded and work will start on the annual assessment which will be brought to the May board. Productivity measures are being reviewed and future proposals will be brought to a future board.</p>

	The Board <b>noted</b> the paper.
12.	<p><b><u>Scottish Rail Holdings Limited, ScotRail Trains Limited and Caledonian Sleeper Limited Finance Update</u></b></p> <p>Campbell Davidson presented the paper and highlighted that this paper summarised the SRH Group’s rail period 11 and YTD results; provided an update regarding the 2023/24 full year latest estimate and funding availability; and an update regarding 2024/25 draft budgets for the Group. • SRH Group’s consolidated net expenditure from operating activities (before IFRS16 and Annually Managed Expenditure (“AME”) technical adjustments) was [Redacted] for rail period 11 and [Redacted] The latest 2023/24 full year estimates indicate [Redacted]</p> <p>Brian Baverstock confirmed he will provide comments directly to Campbell to note.</p> <p>The Board <b>noted</b> the paper.</p>
13.	<p><b><u>Group Monthly Communications Report</u></b></p> <p>The Board <b>noted</b> this paper.</p>
14.	<p><b><u>Minutes from previous meeting</u></b></p> <p>Minutes will be reviewed at next meeting.</p>
15.	<p><b><u>Actions and matters arising from previous meeting</u></b></p> <p>Actions to be reviewed at the next meeting.</p>
16.	<p><b><u>Any other business</u></b></p>
17.	<p><b><u>Board lookahead</u></b></p> <p>The Board <b>noted</b> this paper.</p>
	Date of next meeting: Thursday 4 <sup>th</sup> April 2024 at St Vincent Plaza, St Vincent Street, Glasgow.