



MINUTES OF SCOTTISH RAIL HOLDINGS LIMITED BOARD (SRH) MEETING

Date 4 April 2024
Time 12.00-15.00 UK time
Location St. Vincent Plaza / Microsoft Teams*

Present: Richard Cairns (RC) – Chair
Brian Baverstock (BB) – Non-Executive Director
Carolyn Griffiths (CG) – Non-Executive Director
David Lowrie (DL) – Chief Executive
John MacQuarrie (JM) – Rail Business Director

In attendance: Campbell Davidson (CD), SRH Financial Controller
[Redacted] (Minute taker)

Apologies: Roz Foyer (RF) – Non-Executive Director
Emma Dixon (ED) – General Counsel and Company Secretary

Agenda No:	Subject
1.	<u>Welcome – Notice, Apologies & Quorum</u> Noted and quorate.
2.	<u>Declarations of interests and conflicts</u> Updated interests from Carolyn Griffiths noted.
SRH Matters	
3.	<u>SRH Group 2024-25 Budget Paper: for approval</u> Campbell Davidson presented this paper which summarises and seeks approval of the SRH Group 2024/25 budget, subject to receipt of SRH’s 2024/25 Group budget allocation letter from the Sponsor confirming SRH’s approved Scottish Government funding envelopes. SRH anticipates receiving the budget allocation letter w/c 8th April. The paper includes [Redacted] and a summary of the Group’s budgeted net expenditure split by each component entity. [Redacted] [Redacted] [Redacted] Brian Baverstock indicated that this would be considered at ARC to consider these risks in more detail. This would allow us to understand how the entities are managing these risks. Logically this would then feed back into risk management. [Redacted]

	<p>The Board approved the budget.</p>
4.	<p>[Redacted]</p> <p>Richard Cairns also updated the Board on Alex Hynes, MD of Scotland’s Railway leaving and the arrangements put in place to cover his departure. There is a desire that the arrangements aim to make the Scotland’s Railway Alliance a more formal arrangement. TS/SRH and NR would work on this structure over the next few months. Richard indicated that most work would occur in workshops. Chair will keep the Board fully apprised.</p> <p>The Board noted the update.</p>
5.	<p><u>Strategic Plan (interim and longer-term) verbal update</u></p> <p>John MacQuarrie gave an update in the interim plan – including feedback from all parties, he will compile these and update it next week.</p> <p>The Board agreed to convene on 2 May for an SRH board Strategy Day and John MacQuarrie would organize a facilitator to help on the day.</p> <p>[Redacted]</p> <p>Action:</p> <ul style="list-style-type: none"> • Feedback on interim plan to be circulated to Board • Organize 2nd May as an SRH Board Strategy Day with facilitator. <p>The board noted this paper.</p>
<p>Standing Agenda Items</p>	
6.	<p><u>Chief Executive’s Executive Summary</u></p> <p>The CEO highlighted key points of the papers for noting. The Board particularly considered:</p> <p>[Redacted].</p> <p>[Redacted]</p> <p>[Redacted]</p> <p>[Redacted]</p> <p>The CEO noted the [Redacted] and updated the board on recent developments. [Redacted]</p> <p>[Redacted]</p> <p>[Redacted]</p>

	<p>Action</p> <ul style="list-style-type: none"> • Emma Dixon to update the board on the Gateway Review – a short report on elements of Gateway Review recommendations. • [Redacted] • CEO will circulate letter the draft derogation letter and a board meeting set up via a Teams call so Board can consider the letter, provide comments and if appropriate approve the Agreement and letter’s completion. • Emma Dixon - Governance review exercise – circulate the timeline for progress and ToR or specification of this to allow consideration before the next Board. Carolyn Griffiths and Brian Baverstock to consider the Governance via a bilateral call. • John MacQuarrie – a stage gate quality paper to be provided for consideration at a future meeting <p>The Board noted the paper.</p>
<p>7.</p>	<p><u>ScotRail Holdings Limited, ScotRail Trains Limited and Caledonian Sleeper Limited Operational & Performance Update</u></p> <p>John MacQuarrie highlighted key points from the paper asking the board to note improving performance.</p> <p>John highlighted how the Fares working group works very well across the business and stakeholders, this meeting happens every week, good work arises from this and communicating directly has helped.</p> <p>Carolyn Griffiths asked whether in future the board can be provided with comparison for [Redacted] John MacQuarrie agreed to look at this.</p> <p>Action</p> <ul style="list-style-type: none"> • Include comparisons between [Redacted] and on ourselves in future reports. • Carolyn Griffiths asked to congratulate Kathryn Chadwick on her initiative to see what SHEC need from her side as it should help environmental understanding and improvement. <p>The Board noted the paper.</p>
<p>8.</p>	<p><u>Scottish Rail Holdings Limited, ScotRail Trains Limited and Caledonian Sleeper Limited Finance Update</u></p> <p>Campbell Davidson presented this paper, summarising the SRH Group’s rail period 12 and YTD results; provided an update regarding the 2023/24 full year latest estimate and funding availability; and other governance matters the Board should be aware of. The 2024/25 budget and request for approval is covered in a</p>

	<p>separate paper.</p> <p>SRH Group’s consolidated net expenditure from operating activities (before IFRS16 and Annually Managed Expenditure (“AME”) technical adjustments) was [Redacted] for rail period 12 [Redacted]</p> <p>The latest 2023/24 full year estimates indicate [Redacted]</p> <p>The Board noted the paper.</p>
9.	<p><u>Group Monthly Communications Report</u></p> <p>The Board noted this paper.</p>
10.	<p><u>Minutes from previous meeting</u></p> <p>Minutes from will be reviewed at next meeting.</p>
11.	<p><u>Actions and matters arising from previous meeting</u></p> <p>Actions to be reviewed at the next meeting.</p>
12.	<p><u>Any other business</u></p> <ul style="list-style-type: none"> • Pay Award update
13.	<p><u>Board lookahead</u></p> <p>The Board noted this paper.</p>
	<p>Date of next meeting: To be confirmed. Thursday 2nd May 2024 at St Vincent Plaza, St Vincent Street, will now be a Strategic Plan Day.</p>