

## **Minutes of Meeting**

Scottish Rail Holdings Limited – Board Meeting

Tuesday 15 April 2025, 14.30 to 14.50

Microsoft Teams

Present:               Iain Docherty – Chair  
                              Brian Baverstock – Non-Executive Director  
                              Carolyn Griffiths – Non-Executive Director  
                              Graeme Cook - Chief Operating Officer  
                              Campbell Davidson – Finance Director

In attendance:       Kathryn Darbandi – CSL Managing Director  
                              [Redacted] – Board Secretary

Apologies:           Hannah Ross – Chief Executive  
                              Neil Amner – General Counsel and Company Secretary  
                              John MacQuarrie – Rail Business Director

1. This special meeting of the Board had been called urgently to discuss, and seek Board approval, for a change to the pay mandate, issued on 10 April 2025, to CSL. An invitation to attend this meeting had not been issued to Roz Foyer, Non-Executive Director, as she had previously declared a conflict of interest in relation to pay negotiations for ScotRail and CSL.
2. The meeting was quorate. There were no declarations of interest. The Chair thanked everyone for attending at such short notice.
3. The Board noted the paper setting out the likelihood that, as part of the pay negotiations, trade unions for CSL staff would request changes to the maternity, paternity and adoption leave, in line with that agreed between trade unions and ScotRail. The CSL pay mandate issued on 10 April did not include authority for this. The Board noted that the CSL Board had discussed this matter and had agreed that a revised pay mandate should be sought from SRH.
4. The Board noted the additional costs relating to the proposed change [Redacted] The Board also noted that Transport Scotland had issued a revised mandate to SRH including the proposed changes, for SRH to issue to CSL if it decided to do so.
5. After discussion the Board approved the change to the CSL pay mandate and agreed that this should be issued to CSL.