

Minutes of Meeting

Scottish Rail Holdings Limited – Special Board Meeting

Tuesday 25 February 2025, 10.00 to 12.00

Location: St Vincent Plaza / Via Teams*

Present:

Iain Docherty – Chair
Brian Baverstock, Non-Executive Director
Carolyn Griffiths, Non-Executive Director
Roz Foyer, Non-Executive Director*
Campbell Davidson, Finance Director*
Hannah Ross, Chief Executive
Graeme Cook, Chief Operating Officer
Neil Amner, General Counsel

In attendance

Bill Reeve, Transport Scotland Director of Rail
Scott Prentice, Head of Business Development
[Redacted], Head of New Fleet Procurement and Delivery
[Redacted], Intercity Project Manager
[Redacted], ScotRail Fleet Procurement Lead

Apologies

John MacQuarrie, Rail Business Director

Agenda Items 1 and 2 – Welcome and Quorum

1. The Chair welcomed everyone to the meeting. The meeting was quorate.

Agenda Item 3 - Declarations of Interest

2. There were no declarations of interest to note. All present and all attendees other than Bill Reeve had signed the template Non-Disclosure Agreement and conflict of interest declaration. Bill Reeve signed a distinct declaration that the General Council had not had time to review in full. The Chair stated that as the content of today's meeting had nothing that was unduly sensitive, the meeting could proceed with Bill Reeve in attendance.

Agenda Item 4 – Invitation to Tender (ITN) Update for Intercity Replacement Fleet

3. [Redacted] gave a summary of the two broad options put forward in the original Outline Business Case. [Redacted]. The Board noted that there are dependencies between [Redacted]
4. [Redacted] summarised the response to the Pre-Qualification Questionnaire.
5. Scott Prentice summarised the services, customer satisfaction challenges, demand, specification, and future vision of ScotRail's Intercity Services.
6. Roz Foyer asked for detail of how Fair Work standard would be taken into account in the procurement exercise.

7. Iain Docherty asked for the Board to be given a summary of the major decisions it will make during the Intercity Fleet Procurement tender exercise.

8. With exception of Bill Reeve, all non-SRH Board member attendees left the meeting. Roz Foyer declared a conflict of interest in relation to Agenda Item 5 and also left the meeting.

Agenda Item 5 – SRT and CSL Pay Mandates

9. Brian Baverstock summarised the pay mandate proposals received from SRT and CSL and considered by the SRH Remco on 24 February and which Remco had resolved to support. Both proposals were structured on the following basis:

- [Redacted]

10. [Redacted]

11. [Redacted]

12. [Redacted]

14. [Redacted]

15. [Redacted]

16. [Redacted]

17. [Redacted]

18. [Redacted]

19. [Redacted]

20. [Redacted]

21. [Redacted]

22. [Redacted]

23. [Redacted]

24. [Redacted]

25. [Redacted]

26. [Redacted]

27. [Redacted]