Minutes of Meeting

Scottish Rail Holdings Limited – Board Meeting

Thursday 30 April 2026, 09.30 to 17.35

Location: Room 11, St Vincent Plaza / Via Teams*

Present:	Brian Baverstock – Deputising for Chair Hannah Ross – Chief Executive Carolyn Griffiths – Non-Executive Director* Mike Bagshaw – Non-Executive Director Neil Amner – General Counsel Roz Foyer – Non-Executive Director John MacQuarrie – Rail Business Director Campbell Davidson – Finance Director
In attendance:	Matthew Spence – Director Strategy and Investment Amanda MacLellan – People and Culture Director Jacqueline Starr – Rail Delivery Group Chief Executive and Executive Chair (for item 6) Jason Webb – Rail Delivery Group CEO Office Director (for item 6) Joanne Maguire – ScotRail Managing Director (for items 9 and 10) David Ross – ScotRail Chief Operating Officer (for items 9 and 10) Derek Marchant – ScotRail Chief Financial Officer (for items 9 and 10) Graham Kelly – CSL Managing Director (for items 6, 7 and 8) Graeme Cook –Transport Scotland Director of Rail Delivery* [Redacted] – Board Secretary
Apologies:	Professor Iain Docherty - Chair

Agenda Item 1: Notice, apologies, and quorum

1. The Board agreed that Brian Baverstock should Chair the meeting in Professor Docherty's absence.
2. The Chair welcomed everyone to the meeting.
3. The meeting was quorate. Apologies were noted.

Agenda item 2: Declarations of interests and conflicts of interest

4. There were no declarations of interest.

Agenda Item 3: Minutes of Previous Meetings

5. The Board approved the minutes of the SRH Board meetings held on 30 March 2026 and 2 April 2026, subject to amendment at paragraph 56 requested by Carolyn Griffiths.

Agenda Item 4: Actions and Matters Arising

6. The Board considered the list of actions from previous meetings.
7. In relation to action 82/2025, draft terms of reference for Committees, the Board noted that this was still work in progress.

8. In relation to action 3/2026, update to Framework Agreement regarding appointment of subsidiary Board Managing Directors, the Board noted that the Chief Executive is meeting the Transport Scotland Director of Rail Delivery on 1 May 2026 to discuss governance and changes to the Framework Agreement.

9. In relation to action 6/2026, confirm members of intercity delivery oversight group, the Board noted that delivery oversight arrangements are in place, and a paper will be submitted to the next meeting of the Board on 28 May 2026 confirming the arrangements and the members of the delivery group and the governance framework for the group.

10. In relation to action 9/2026, resolve issue of reimbursement of actual cost of expenses for a non-executive director, the Finance Director said that he would speak to Transport Scotland and report to the Board at its next meeting on 28 May 2026.

11. In relation to action 11/2026, procurement process for [Redacted], the Chair confirmed that he had reviewed the information from the ScotRail Chief Financial Officer and was content that this answered the points he had raised. The Board agreed to close this action.

12. In relation to action 15/2026, assurance for SRH Board on cyber security, General Counsel said that he has had some discussions with the ScotRail Head of IT and will report back to the Board.

13. In relation to action 16/2026, assurance for SRH Board on health and safety, the Board noted that information on health and safety, to give assurance to the Board, should be included in the performance report submitted for each Board meeting but the type of information required had not yet been determined and this could be discussed later in the meeting under agenda item 13, briefing note to SRH Board on health and safety responsibilities. *(post meeting note: the Board agreed to defer consideration of the briefing note to the next meeting of the Board on 28 May 2026).*

14. In relation to action 23/2026, resource requirements and current position for all new fleet projects, the Board noted that work is ongoing and essential tasks are being undertaken and this will be covered in the paper for the Board for consideration at the meeting on 28 May 2026 as agreed under action 6/2026 above.

15. In relation to action 24/2026, Non-Executive Director (NXD) workload/skills capacity and options to address gaps, it was suggested that the paper would be submitted to the meeting of the Board in August to allow for Professor Docherty's return. Carolyn Griffiths noted that this [Redacted]. The Board noted that the People and Culture Director would discuss these issues with Carolyn Griffiths and agreed that a paper should be submitted to the next meeting of the Board on 28 May 2026 with options to address this.

16. The Board agreed to close actions 74/2025, 4, 17, 18, 19, 21, 27, 28 and 29/2026, as these had been moved to the Board planner, were on the agenda or had been completed.

The Board agreed to take items out of line with the agenda.

Agenda Item 6: Presentation by Rail Delivery Group (RDG)

Jacqueline Starr, RDG Chief Executive and Executive Chair, Jason Web, RDG CEO Office Director and Graham Kelly, CSL Managing Director joined the meeting at 10.05.

17. The Chief Executive said that as a member of the RDG Board she had asked the RDG Chief Executive to give a presentation to SRH Board covering the services provided by RDG, the possible implications of rail reform and the continued support for Scotland's Railway.

18. The presentation and discussion included the following:

- RDG provides unique services and expertise to the rail industry;
- RDG works in partnership with UK train operators and is funded primarily by its members including Network Rail, transport groups, train and freight operators;
- RDG is integral to the running of the railway and plays a crucial part at every stage of the customer journey;

- RDG manages DARWIN which powers apps, websites and station screens with real time information;
- RDG provides digital ticketing services to provide pay as you go and contactless travel for customers;
- RDG runs the LENNON system for ticket sales;
- RDG manages rail cards and rail staff travel passes;
- RDG is working with British Transport Police on campaigns to address violence and intimidation against women and girls;
- RDG collaborates with the industry to improve performance;
- CSL concerns about future integrated ticketing initiatives, generic systems would not work for CSL, further discussion is needed on this; and
- It is expected that [Redacted]

19. The Board thanked the RDG Chief Executive and the CEO Office Director for the informative presentation.

Jacqueline Starr, RDG Chief Executive and Executive Chair, Jason Web, RDG CEO Office Director left the meeting at 11.20.

Agenda Item 5: Chief Executive's Report

20. The Board considered the Chief Executive's report.

21. The Board noted that the procurement for the governance review would be completed around early July, this had taken longer than expected due to the documentation that had to be agreed with Scottish Government Procurement. It is likely that the report from the governance review will be available for the Board by end September.

22. The Board noted that staff recruitment and NXD requirements could be influenced by the outcome of the governance review and recruitment across the SRH Group should be mindful of this. The Chief Executive said that SRH Executive are aware of this and any recruitment is being undertaken on an interim or fixed term basis for the immediate future. She said that [Redacted] is impacting the legal directorate work and she has been unable to more fully deploy General Counsel to Alliance related work until this is resolved.

23. [Redacted]

24. [Redacted]

25. Carolyn Griffiths asked for an update on the [Redacted] initiative. The Rail Business Director said that there had been good engagement with Transport Scotland on this and an updated paper would be submitted to Transport Scotland next week requesting a [Redacted].

Agenda Item 5a: Performance Report

26. The Board considered the performance report and noted the following:

- CSL met performance targets for the year but there has been a five percent deterioration in right time performance which, if this continues over the next year overall target will not be achieved. The Rail Business Directorate is discussing this with CSL;
- ScotRail is achieving its target of 1.6 percent on cancellations which is a good achievement given that, on average, the rail industry is on a two percent target which is not being achieved;
- ScotRail has made significant improvements and is meeting all short form targets mainly due to HST reliability and availability which has been well managed;
- Assurance should be provided that the good work on HSTs is being replicated across all fleets;
- Where there are shortfalls in targets, level two KPI data should be provided; and
- Safety KPIs should be included in the performance report.

Agenda Item 7: CSL Managing Director Update

27. The CSL Managing Director gave an update to the Board including the following:

- 2025/26 end year performance was strong with a right time boarding result of 96.9%, berth availability result of 94.3%, and a guest satisfaction score of 88%;
- 2025/26 financial performance was strong;
- Period 13 right time performance missed target due to Network Rail related impacts driven by events separate from the Union Street fire, CSL is working with Network Rail to improve performance;
- [Redacted] fitments have now been completed on the full fleet;
- An operational incident at Carstairs on 27 April 2026 caused serious injury to a GBRf trainee driver, a joint investigation with CSL and GBRf has been launched and the Rail Accident Investigation Branch is also investigating, the Board will be kept up to date on this matter; and
- The review into the above should include whether there have been any other incidents involving [Redacted].

Agenda Item 8: CSL Capital Business Case – [Redacted]

28. The Board considered the outline business case to [Redacted]. After discussion the Board approved option three in the business case and approved authority to spend.

29. The Director Strategy and Investment said that the strategic intent of capital business cases needs to be built into the CSL business plan. He said that CSL also needs to prepare a periodic capital report to give the SRH and CSL Board's an overview of capital programme progress, delivery and benefits realisation.

The CSL Managing Director left the meeting at 12.45. The Board had a lunch break from 12.45 to 13.10.

The ScotRail Managing Director, Chief Operating Officer and Chief Financial Officer joined the meeting at 13.10.

Agenda Item 9: ScotRail Managing Director Update

30. The ScotRail Managing Director gave a report to the Board including the following:

- Performance for 2025/26 ended at 89.77% against a target of 90.7%;
- Performance target for 2026/27 is being looked at from a bottom up and data led approach and likely to be set at 90.68%;
- Employee engagement survey improved by 13%;
- ScotRail continues to deliver the largest driver training programme in the UK with 169 drivers successfully completing training in 2025/26;
- Cancellations have improved significantly;
- ScotRail achieved 91% customer satisfaction in the Transport Focus survey;
- Customer journey growth was 7% compared with an industry growth of 5%;
- ScotRail achieved better than threshold performance in relation to the number of signals passed at danger (SPADs);
- Around half of the number of SPADs occur during empty stock moves, ScotRail has the highest number of empty stock moves than any other train operating company and this is under continual review; and
- 2026/27 will see a continuing significant focus on driving revenue and managing costs efficiently, in addition to improving performance while continuing to strengthen and deepen the alliance as rail reform continues to evolve.

31. Roz Foyer said that she wanted to congratulate ScotRail on achieving key performance indicators and the improvements achieved, particularly the number of new drivers.

32. The Finance Director asked whether measures for further improvement in STPM were beneficial based on costs and asked about the relationship between performance improvement and revenue. The Board noted that performance achievement above 90% STPM will not result in significant revenue increases. The driver training

programme has significantly decreased the number of cancellations, which is an important aspect for passengers, and will also help to reduce the level of rest day working required.

33. The Board noted that the [Redacted] is in the procurement process [Redacted]. Benefits from this [Redacted] in relation to performance should start to be realised [Redacted].

34. The Director Strategy and Investment said that the performance benefits from the capital investment already made are starting to be realised. He said that a view needs to be taken on the sustained level of investment needed going forward and a planned, long term investment strategy is needed. The Chair said that this is a pre-requisite for multi-year financial planning.

Agenda Item 10: ScotRail Capital Business Cases

[Redacted]

35. The Board considered the business case to:

1. [Redacted]
2. [Redacted]
3. [Redacted]

36. The business case had been considered by the ScotRail Board at its meeting on 23 April 2026 where the initiatives were approved, with the third workstream having a phased approach and a trial period at three of the six locations.

37. The Board discussed the business case and noted the following:

- Equality impact assessments should be undertaken for the workstreams that involve changing the current position ie workstreams 2 and 3, the assessment should be considered by the Boards and then included in the business case that is presented to Transport Scotland;
- [Redacted]
- [Redacted] and
- The procurement timeline needs further discussion, particularly the negotiation stage with suppliers late on in the procurement process, the Chair and the ScotRail Chief Financial Officer will discuss this.

38. The Board approved the business case and authority to spend, noting the requirement for the equality impact assessments to be undertaken.

The Transport Scotland Director of Rail Delivery left the meeting at 14.00

[Redacted]

39. The Board considered the business case to upgrade [Redacted] as its associated hardware and software are life expired and no longer supported.

40. The Board noted that Network Rail would undertake work to ensure the system [Redacted].

41. The Board approved the business case and authority to spend.

[Redacted]

42. The Board considered the business case for outline approval for investment in [Redacted] and specific approval to commence the project by hiring dedicated expert advice to inform the scope of the project.

43. The Board noted that this was a multi-year business case which, after phase one has been completed, will progress through Capital Investment Panel and Board approvals in line with the current process.

44. The Board approved authority to spend for 2026/27 on the expert advice/process mapping phase only, noting that as this relates to consultancy, additional approvals in line with the requirements of the financial memorandum would need to be obtained. The Board agreed that any further approvals beyond this first phase will need to come back to the Board for approval.

The ScotRail Managing Director, Chief Operating Officer and Chief Financial Officer left the meeting at 14.15.

Agenda Item 11: SRH Financial Approvals

45. The Board considered the contracts requiring Board approval as these exceeded the Accountable Officer's delegated financial authority limit. The Finance Director said that the template used for the approvals is in line with the template used by the subsidiary companies under the enhanced spend controls for 2026/27.

46. The Board discussed and approved the Azets contract for provision of internal audit services for the SRH Group, the Registers of Scotland contract for accommodation for SRH staff, and the Scottish Government Procurement contract for assistance with various procurement projects.

47. In relation to the contract with [Redacted] for SRH, the Board noted that the resource was procured for a specific piece of work which had then been extended to cover other areas of work, including input to work for Transport Scotland, but the costs for this were not sustainable and did not reflect value for money and cannot be supported going forward. [Redacted].

(The Transport Scotland Director of Rail Delivery rejoined the meeting at 14.45)

48. The Transport Scotland Director of Rail Delivery said that SRH's request for three additional posts [Redacted] was still under consideration including consideration of permanent positions in light of change that may come as a result of rail reform. He said that the interim [Redacted] position is also still under consideration and a Scottish Government secondment was being looked at [Redacted]. He said that as an interim measure he had asked his team to consider other options that may be available to supplement the Board and would keep the Board advised on this.

49. The Chief Executive said that current work pressures, including rail reform, the alliance, moving to multi-year financial planning, all require greater resources and the [Redacted]. She said that thought needs to be given to how all staff and Board member time is used and what can be delivered with current resources. The Board noted this and agreed that a paper is needed on prioritising what can be done with the resources currently in place.

Legal Secondee Contract Extension

50. The Board considered the paper requesting the extension of the legal secondee contract until the end of June 2026 and [Redacted].

51. General Counsel said that an update to the paper is that a [Redacted] and that options for more immediate resourcing and support are being explored through the possibility of temporary (locum) resourcing via recruitment agencies which might be less expensive than the current secondment arrangement.

52. The Board agreed the additional expenditure of [Redacted] and that the secondment contract should be extended to the end of June 2026 (allowing for holiday commitments the secondment will end on 7 July 2026). The Board had doubts about whether [Redacted] was needed within SRH but noted that General Counsel's time needs to be deployed in relation to alliance and rail reform work and that other matters would need to be resourced somehow. The Board asked for thought to be given to such resource provision and brought back to the Board for consideration. [Redacted].

Agenda Item 12: Alliance Board Update

53. The Chief Executive gave the Board an update from the Alliance Board meeting held on 28 April 2026 where papers were considered on:

- Scotland's Railway Financial Sustainability, this paper was prepared by ScotRail and Network Rail with input from SRH and CSL;
- Periodic Finance Update, this paper relates to whole system costs where Network Rail and ScotRail accounts reporting for the Alliance Board is being developed as the one account which has been under development for some time; and
- [Redacted]

54. [Redacted]

55. The Chief Executive said that the Managing Directors of ScotRail and Network Rail, Scotland will be appointing a Senior Responsible Officer to take forward [Redacted] and she would ask the ScotRail Managing Director to notify the ScotRail Board of this at its meeting on 21 May 2026. She said that all existing governance through the SRH and ScotRail Boards still exists, and the Alliance Board needs to make decisions or integration will not work. She said that matters going through the Alliance Board are organisational and can be agreed at executive level without having to first go through the SRH Group Boards.

56. The Chair agreed that the Alliance Board needs to be able to make decisions for integration to be progressed but there has to be recognition of existing governance processes for any decision taking. The Board noted that there are working alliance structures for some train operating companies in England and it would be of benefit to the Board to find out how these operate from a governance perspective. Mike Bagshaw said that he has contacts with the Alliances in England and will make arrangements for this.

57. [Redacted]

58. [Redacted]

Agenda Item 13: Briefing Note on Health and Safety Responsibilities

59. The Board agreed to defer consideration of this item until the next meeting of the Board on 28 May 2026. Carolyn Griffiths said that the briefing note is consistent with her view given at the meeting of the Board on 8 January 2026. She said that the unresolved matter related to the terms of reference for the Safety, Health and Environment Committees. The Board agreed these would be discussed at the next meeting of the Board on 28 May 2026.

Agenda Item 14: SRH Health and Safety Policy

60. The Board considered the revised Health and Safety Policy which had been updated from the version put in place on 1 April 2022. The Board approved the policy subject to the Trade Union being consulted and being content with the policy. Roz Foyer said that Trade Union consultation should take place prior to relevant policies being submitted to the Board for approval.

Agenda Item 15: Capital Investment Report

61. The Board considered the capital investment update report.

62. The Director Strategy and Investment said that the capital investment reports are a key part of the capital process approved by the Board in December 2025. He said that the ScotRail report is still work in progress and CSL has not yet produced its report, but he has asked for both to be in the proper format for the next meeting of the Board. He said that the capital investment reports should sit alongside the reports from PAG/FROG etc on rolling stock procurements.

Agenda Item 19: PAG/FROG/LROG/DOG Update

63. The Board considered the update report.

64. General Counsel said that the new report format provides a good description of the current stage for each project and he had flagged an issue for escalation to the Audit and Risk Committee and had also asked for a discussion on

membership of PAG. The Board noted that a proposal on PAG membership should be submitted to the next meeting of the Board on 28 May 2026. (post meeting note: this was considered at the special meeting of the Board on 18 May 2026).

65. Carolyn Griffiths said that the Board needs to see risks to delivery of project and to delivery of service and the reports should document the whole service eg reports on depot development and identify the stage gates for each project. The Director Strategy and Investment said that the stage gates are already identified in the report, and work is ongoing to produce a coherent report from PAG/FROG/LROG/DOG for the Board, and this work will be enhanced when the Fleet Programme Director takes up post at the beginning of June. He said that the Board will have the whole service picture through the capital investment and rolling stock and PAG etc reports.

Agenda Item 16: Finance Report

66. The Board considered the finance report.

67. The Finance Director said that the end year position for the Group was [Redacted] which was as a result of several external factors. He said that taking these external factors out of the equation the end year position would have been [Redacted].

Agenda Item 17: Position Note on Minuting Board and Committee Meetings

68. This note had been prepared at the request of the Board at its meeting on 8 January 2026. The Board noted the position.

Agenda Item 18: Committee Updates

69. There were no Committee updates.

Agenda Item 20: Communications Report

70. The Board noted the Communications report.

Agenda Item 21: Any Other Business

71. General Counsel said that as part of the Cyber Essentials accreditation renewal all Board Members should check the settings on their SRH phones to ensure that all operating system updates have been applied.

72. General Counsel said that the ScotRail efficiencies for 2025/26 included a proposal [Redacted]. He said that while the SRH Board had been notified of the efficiency initiatives there had been no direct approval for this initiative. He said that he had received further information on this from ScotRail and the financial benefits from this had been factored into the 2026/27 budget. He said that he would email the information to the Board and the Board agreed to consider this at its strategy session on 1 May 2026.

Agenda Item 22: Date of Next Meeting

73. The next meeting of the Board will be held on 28 May 2026 (this date has now been changed to 11 June 2026).