

Nominations and remuneration committee report



The focus areas for the committee during 2024/25 were Board and committee appointments, succession planning, Board performance, and preparations for the CEO's retirement. The committee also reviewed talent strategies, the directors induction programme, performance metrics, and broader governance matters.

The Nominations and remuneration committee operates as a single committee. We report on its nominations and remuneration work separately in two sections. The first section of the report addresses the nominations related elements of the committee's work below, and the second section, the remuneration report, reports on the remuneration elements and can be found on pages 153 to 162. Areas that overlap are highlighted where appropriate.

During the year, David Noyes stepped down as chair of the committee, and Ismail Amla took the chair. Mike Putnam, Steve Scrimshaw CBE and Carolyn Battersby were all welcomed as members of the committee. Michael Harrison and Peter, Lord Hendy of Richmond Hill CBE both stepped down from the Board and the committee. We thank them both for their service to the committee.

Ismail Amla

Chair, nominations and remuneration committee
18 July 2025

Committee attendees

The committee members attendance at meetings can be found in the governance report on page 126. The group general counsel and company secretary is secretary to the committee. The committee is also supported by the group HR director and reward director. The chief executive attends meetings when invited by the committee. Others attend for specific items and meetings are routinely attended by a representative from the Department for Transport (DfT).

Key responsibilities of the committee

The committee's role is to consider and comment on:

- Board and committee appointments
- the induction of new directors
- Board culture and diversity
- Board effectiveness
- Board and senior executive remuneration
- appointments to the Board's subsidiaries
- any other matter within its remit that it may be considered necessary or appropriate.

The committee's terms of reference are reviewed on a regular basis and updated to align with the UK Corporate Governance Code and industry best practice. They are available on the company's website: www.networkrail.co.uk

Principal activities during the year

During the year, the committee was active in the following areas:

Network Rail Board appointments

During the 2024/25 financial year, the committee recommended:

- the extension of tenure of Sally Jones (registered as Nicola McNish) and Philip Lewis to the company's property supervisory committee to 30 June 2025 (see page 123 for their biographies).
- that Carolyn Battersby be appointed as a member of the audit and risk committee and as a member of the nominations and remuneration committee both on 29 November 2024.

Board performance

The committee considered:

- the breadth and depth of experience on the Board and its committees.
- matters relating to rail reform, and the ongoing

implementation of the Modernising Maintenance initiative.

- the composition and skills matrix of the Board
- the work carried out to consider the recommendations of the independent review by the sub-group appointed to the Board

Succession planning

The committee:

- continued to review talent development strategies to ensure the organisation has the appropriate skills and capabilities in place to execute its accountabilities effectively, especially in light of rail reform. (See People report on pages 84 to 89 for details).
- met to consider the upcoming retirement of the CEO, and held various meetings to address the succession process.
- examined succession planning and talent development across the business

Board composition

The committee considered:

- the appointment by the Department for Transport of Carolyn Battersby as a non-executive director of the Board.
- the appointment by the Department for Transport of Rebecca Jayne Seeley as the chair of London & Continental Railways Limited (LCR) and noted that following completion of the acquisition of LCR, Rebecca would become a member of the NRL and NRIL Boards.

Other areas

The committee also reviewed the CEO and CFO objectives for 2025/26, discussed induction plans for newly appointed directors, considered the ongoing pensions review and noted the CEO's external appointment to the Council of Cranfield University. Time was also spent discussing performance related pay and associated metrics.

Planned activities for 2025/26

In the year ahead, the committee will:

- consider any necessary appointments or re-appointments to the Network Rail Board and its subsidiaries, with a focus on skills and Board diversity
- continue to review talent development strategies to ensure the organisation has the appropriate skills and capabilities in place to execute its accountabilities effectively.
- review the implementation of Network Rail's diversity strategy.
- review the skills and experience of the Board.
- review executive directors' objectives for 2026/27.
- support with relevant matters relating to rail reform and/or workforce modernisation.