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Minutes of a Meeting of the Board
held on Thursday 3 July 2025 at Square One, 4 Travis Street,
Manchester N1 2NS

Present:	Mike Putnam (Acting Chair) Ismail Amla Carolyn Battersby Mark Bayley Stephen Duckworth Sir Andrew Haines	Stuart Harvey David Noyes Dyan Perry Fiona Ross Stephen Scrimshaw Jeremy Westlake
Observer	Bek Seeley Sachna Shah, Board apprentice	
In attendance:	Susan Beadles Mark Jordan	David Leam Molly Neal
	Michael Clark* (Item25/086) Jake Kelly (Item25/094-095) Julien Dehornoy (Item25/094-095) Martin Frobisher* (Item25/094-095) Martin Jones* (Item25/095) Brian Tomlinson* (Item25/095) Anit Chandarana* (Item25/098)	Ellie Burrows* (Item25/098) Chris Rowley* (Item25/098) Paul Rutter* (Item25/098) Paul Marshall * (Item25/099) Ian Ramshaw* (Item25/099) Clive Berrington* (Item25/100) Stephen Blakey* (Item25/100) *via videoconference
Apologies:	none	

Minute No.		Action
25/082	**<u>Acting Chair's opening remarks</u>** The Acting Chair welcomed all who were in attendance to the meeting. The meeting was declared quorate. The Acting Chair provided an overview of the meeting. The Acting Chair congratulated two members of staff and Steve Scrimshaw for their recent awards as part of the Royal Birthday Honours. The Government's 10-year strategy for economic, housing and social infrastructure to drive growth, and recent changes to the organisation's hybrid working policy were noted. The Acting Chair confirmed that Dave Hooper had officially commenced his role as Managing Director of the Southern Region. [redacted]	

	It was noted that Sir Andrew Haines' final Board meeting would take place in September 2025, and that a meeting with members of the board of DfTO was scheduled for the day before the Board meeting in October 2025. The Acting Chair welcomed Bek Seeley to the meeting and invited the Board to formally confirm her appointment as a member of both the Network Rail Limited and Network Rail Infrastructure Limited Boards. The Board was reminded that Bek Seeley had been appointed as the chair of the board of London & Continental Railways Limited (LCR) by the Department for Transport (DfT) on 13 March 2025. It had been agreed by the DfT and Network Rail that following the acquisition of LCR by NRIL, Bek would remain the chair of the LCR board and, for so long as she was the LCR chair, would also be a director on each of the boards of Network Rail Limited and Network Rail Infrastructure Limited. The Board **APPROVED** the appointment of Bek Seeley as a Director subject to outstanding checks being carried out, with the appointment being effective from the date those checks were satisfactorily concluded. The Acting Chair noted the recent suppliers' dinner and commended the constructive dialogue particularly around opportunities for private financing. The planned retirement of the Royal Train in 2027 was noted and the initiation of the integrated Southeastern-Kent track and train railway. The Acting Chair acknowledged the recent appointment of Jo Shanmugalingam as the Permanent Secretary at the Department for Transport. He also drew attention to the upcoming Railway 200 events, including the launch of the Inspiration Train.	
25/083	**Previous minutes** The minutes of the Board meeting held on 1 May 2025 were **APPROVED**, subject to a minor correction.	
25/084	**Action list** 25/072.2 – closed. The Board requested that the action list was refreshed to remove tactical actions before the next meeting.	
25/085	**Directors' interests** The Board **NOTED** the interests of the following directors: • Stuart Harvey as Chief Capital Officer of Transport for London (TfL). • Mike Putnam as Vice Chair of the Supervisory Board of Arcadis NV.	
25/086	**Rail Reform - Reflections on discussions with Richard Goodman** **Michael Clark joined the meeting.* The Board reflected on the dinner with Richard Goodman, the Director General Rail Reform and Strategy in the DfT, the previous evening. Board members acknowledged the conversation had been beneficial. Members observed the need to be clear on the role of the company during the passage of the Bill and how the Company would organise itself to be able to contribute to responses to policy changes proposed to the draft Bill as it progresses through the two chambers of Parliament. The Board considered two ways in which progress towards GBR was being driven ahead of legislation being in force: the integrated track and train railways, the benefits derived from which needed to be monitored relentlessly; and the proposed integration of parts of DfT and DfTO organisations. The Board was concerned about the implications a slow transition to GBR would have on Network Rail staff, and on the overall cost of the railway. Overall, the Board expressed its appreciation for the clarity and insight that had been provided.	

	**Michael Clark left the meeting.*	
25/087	**<u>Overview of claims against Network Rail</u>** The Board considered the contents of paper 49/25. The paper was taken as read and **NOTED**.	
25/088	**<u>Company Secretary's Report</u>** The Board considered the contents of paper 50/25 which provided an update from the Company Secretary, which was taken as read. Following due consideration, the Board: 1. **RATIFIED** the appointment by the board of Network Rail International Limited of Leila Emma Nicole Frances as a director of that company with effect from 1 May 2025. 2. **NOTED** the changes to the NRIL Power of Attorney, to be effective from 7 July 2025. 3. **RATIFIED** the use of the Company seal.	
25/089	**<u>Modern Slavery Statement 2024/2025</u>** The Board considered paper 51/25 which requested approval of the Company's annual Modern Slavery Statement. The Board reviewed the proposed Modern Slavery Statement (item RR01 in the Reading Room). There being no questions the Board: 1. **APPROVED** the Modern Slavery Statement 2024/25 and 2. **AUTHORISED** the Acting Chair to sign the Modern Slavery Statement on behalf of the Company, and for it to be published on the Company's website.	
25/090	**<u>Prosecutions Report</u>** The Board considered the contents of paper 52/25 which taken as read and **NOTED**.	
25/091	**<u>Committee updates</u>** **Property Supervisory Committee update** The Board **NOTED** the contents of paper 53/25 which reported on the matters considered at the 7 May 2025 meeting of its Property Supervisory Committee. The paper was taken as read. **Safety, Health and Environmental Compliance Committee update** The Board **NOTED** the contents of paper 54/25 which reported on the matters considered at the 21 May 2025 meeting of its Safety, Health and Environmental Compliance Committee. The paper was taken as read. **Nominations and Remuneration Committee update** The Board **NOTED** the contents of paper 55/25 which reported on the matters considered at the 05 June 2025 meeting of its Nomination and Remuneration Committee. The paper was taken as read. The Board **APPROVED** the extensions of the appointments of Sally Jones and Philip Lewis as non-executive members of the Property Supervisory Committee until 31 December or until the PSC was stood down, whichever occurs sooner.	

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Subject to the satisfactory conclusion of the consultation with the Secretary of State, the Board **APPROVED** the extension of the terms of appointment to the Boards of Network Rail Limited and Network Rail Infrastructure Limited of Mark Bayley and Fiona Ross to 10 May 2029 or until the formal establishment of Great British Railways, whichever occurs sooner.

Treasury Committee update
The Board **NOTED** the contents of paper 56/25 which reported on the matters considered at the 18 June 2025 meeting of its Treasury Committee. The paper was taken as read.

Audit and Risk Committee update
The Board **NOTED** the contents of paper 57/25 which reported on the matters considered at the 18 June 2025 meeting of its Audit and Risk Committee. The paper was taken as read.

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<u>Network Rail Board Committees' Terms Of Reference for Approval</u>
The Board considered the contents of paper 58/25.

The Board **AGREED** an amendment to the revised terms of reference for the Safety, Health and Environmental Compliance (SHEC) Committee to make it consistent with the terms of reference for the Audit and Risk Committee which required at least one member of the Audit and Risk Committee to also serve on the SHEC Committee.

The contents of the papers were **NOTED** and with immediate effect the Board **ADOPTED** the revised terms of reference of for the following of its committees:

- Audit and Risk Committee
- Environment and Sustainability Committee; and
- Safety, Health & Environmental Compliance Committee, subject to the requested amendment being made; and
- Treasury Committee.

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<u>Board Report</u>
The Board reviewed the comprehensive Board report.

The Board focused its discussion on the following:

- Following an unprecedented volume of passengers at Liverpool Lime Street Station for the Liverpool Football Club Victory Parade, an independent review of multi-agency planning and operational arrangements had been commissioned. The report would inform future event planning.

[redacted]

- The recent meeting with local business in Oxford, where the focus of the questioning had been on a planning matter relating to the design of the Botley Road bridge with the local authority, The DfT and HMT had now approved the scheme for goodwill payments to qualifying businesses and a very positive meeting had been held with local residents.

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- Plans submitted to the ORR to reset performance metrics for Time to 3, Cancellations and Network Rail Delay Minutes for Years 3 to 5, with the company's position being robustly presented to the ORR's board.

- The ORR's rejection of Virgin's appeal relating to track access applications on the West Coast Line. The ORR had determined there was insufficient capacity on the route.

- The facilitative nature of rail for economic growth mentioned in the Government's 10-year strategy for infrastructure and potential opportunities for partnering with local and combined authorities.

- How the railway was coping with the hot weather.

- The 'lift in a box' concept developed in collaboration with a supplier that had produced modularised lift units at an unprecedented pace.

- The uncompromising stance being taken by the executive on sexual harassment. Four key steps were being implemented to strengthen the organisation's response: first, raising the profile of the issue across the business; second, elevating the role of senior leaders in driving progress; third, appointing specialist investigators to handle cases with the necessary expertise; and fourth, requiring each region to develop and take ownership of a dedicated plan to address this area. The Board asked for a regular update on progress.

- Regarding the Euston delivery company, the Board considered a proposal for it to establish a subgroup of its members to consider Network Rail's involvement in the development.

There being no further questions, the rest of the Chief Executive Officer's Report was taken as read and NOTED.

**Andrew Haines left the meeting.*

The Board considered the Chief Financial Officer's report.

The Board focused its discussion on the following:

- The update on the Spending Review and that the DfT had accepted the company's proposal for the reallocation of funding between Resource Departmental Expenditure Limits (RDEL) and Capital Departmental Expenditure Limits (CDEL).

**Andrew Haines rejoined the meeting.*

- The board discussed the ongoing ORR review of schedule 8 rates and benchmarks noting the potential to de-risk the CP7 plan.

- The confirmation of RNEP funding of circa £2bn per annum, a consequence of which was the need to wind down work on the MMLE project.

- The growth of the East West Rail project aligned to housing and regeneration opportunities and the strong collaboration between the two organisations.

- The reduction in items on the regulatory escalator.
- An update on Project Reach.

There being no further questions, the rest of the Chief Financial Officer's Report was taken as read and NOTED.

25/094 **<u>Regional Presentation - North West and Central</u>**

**Jake Kelly, Julien Dehornoy and Martin Frobisher joined the meeting.*

The Board considered paper 59/25.

Jake Kelly, who had been back in the Region for 3 months, provided an overview of the performance in the North West & Central Region over the last year. Railway performance had improved in several areas and the capital programme was in a stronger position. Nonetheless, considerable work remained, particularly in addressing the lessons from the Audenshaw derailment.

The Central route maintained consistent train operations improvement; in the North West performance had continued to decline and was not good enough. Issues on the West Coast continued to have a detrimental reputational impact. The Region was testing its plans to understand the causes of declining performance. He explained that having a critical mindset in evaluating end-to-end performance plans was key to ensure they were realistic and deliverable. The huge untapped economic potential of the Region was noted.

Control over day-to-day expenditure was maintained and there were plans to improve long-term strategic planning. The culture was shifting towards proactive ownership and a more rigorous approach to reliability.

The key to improved performance lay in strengthening middle management and focusing on people, performance, safety, and financial discipline.

The Region's lack of geographic cohesion with TOCs presented challenges.

Julien Dehornoy introduced himself to the Board, outlining his professional background within the French and Australian railway sectors. He shared his reflections on his first three months in post. He observed that passengers were not sufficiently at the centre of decisions made, the extreme fragmentation within the industry, the high cost of operating the railway, and the opportunities presented by GBR and closer integration between track and train. He also observed that overall, the UK railway compared well with other countries.

He opined that GBR and integration would solve many of the industry's problems, but we shouldn't wait for GBR as there was much that could be done now. He identified three key conditions for success: placing passengers at the centre of decisions, embracing devolution and working with combined authorities, and accelerating the rollout of technology. He also highlighted that the company should focus on systemic operational excellence, and fostering shared learning with TOCs.

In response to questions from the Board, the strategic choices facing the region around West Midlands trains, the future running of the West Coast route, the relationship between safety culture and productivity, the requirement for each route to have a technology strategy, the impact on operations of choices made in relation to HS2 trains and interventions proposed to address anticipated adverse performance of the system, and the future of public ownership were discussed.

	An update was provided on plans to strengthen leadership in the Region's executive team, emphasising the responsibility of the Region's executive team in addressing culture, holding people to account and being clear on the consequences of unacceptable behaviour within the workforce. The Board sought clarity on the Region's strategic intent as regards EDI and noted concerns that data was showing that a more diverse population was leaving than was joining the company in the Region. The Board was advised that the first step was a step change in the diversity of the Region's senior team. There being no further questions, the rest of the paper was taken as read and NOTED.	
25/095	**Response to the Audenshaw derailment** **Martin Jones and Brian Tomlinson joined the meeting.* The Board considered paper 60/25. Jake Kelly provided a summary of actions taken in the Region following the Audenshaw derailment. He reported that, in response, all similar bridge structures had undergone inspection. He stressed the importance of fostering a culture of 'chronic unease' for Infrastructure Directors, whilst supporting them by reducing the 'noise' that they face daily to keep the railway running. He underlined the need for a thorough evaluation of failings, including an examination of instances where missed KPIs were not addressed, and the failure of the assurance regime. Martin Frobisher provided a summary of actions taken by Technical Authority following the incident. The Board requested that an update is provided to the SHECC for detailed consideration of the actions being taken. There being no further questions, the rest of the paper was taken as read and NOTED. **Jake Kelly, Julien Dehornoy, Martin Frobisher, Martin Jones and Brian Tomlinson left the meeting.*	
25/096	**DevCo Sub-Committee Report** *This item was covered after item 25/097* [redacted]	
25/097	**DevCo Update** The Board considered paper 61/25. [redacted] There being no further questions, the rest of the paper was taken as read and NOTED.	GovSec
25/098	**Readiness for East Coast timetable change – Dec 25** **Anit Chandarana, Ellie Burrows, Chris Rowley and Paul Rutter joined the meeting.* The Board considered paper 62/25	

	Ellie Burrows updated the Board on planned timetable changes for the East Coast Mainline scheduled for implementation in December 2025.The programme for introducing the timetable change remained on track and the proposal was for there to be a soft launch whereby a small number of services would not be scheduled to run in an initial bedding down period, which had been approved by the Rail Minister. Key areas of focus, including performance risk, station dwell times, and the broader impact of timetable changes. A significant volume of work was underway to support the changes, but considerable effort was still required to ensure readiness. Contingency train crew planning had not yet been assured. The Board considered the known adverse impact of the introduction the timetable would have on performance and that it was not known whether performance would improve within a five-year trajectory. Potential opportunities for improving performance after the introduction of the timetable changes existed through rationalisation of services and if GBR was able to better utilise the route between Doncaster and King's Cross stations. The Board noted that the timetable changes were a compromise; there is insufficient capacity on the ECML so trade-offs were required. In response to further questions from the Board regarding the granularity of the train timetable modelling, it was explained that the modelling system operates with second-by-second simulations. This level of sophistication enabled detailed analysis of operational factors such as station dwell times, supporting efforts to reduce and manage them more effectively. The discussion also highlighted the advanced capabilities of the current GPS-based tracking system, which allows the East Coast Mainline to monitor train locations in real time, providing moment-by-moment visibility across the network and the very significant potential for learning from this data providing it was readily accessible. In response to questions from the Board regarding the potential impact of disruption arising from the timetable changes, the development of targeted contingency measures to mitigate disruption where necessary, was highlighted as an essential ongoing activity that was being actively managed. There being no further questions, the rest of the paper was taken as read and NOTED. **Anit Chandarana, Ellie Burrows, Chris Rowley and Paul Rutter left the meeting.*	
25/099	**NR Limited Annual Report and Accounts 2025 (incl NR Infrastructure Limited ARA 2025)** **Paul Marshall and Ian Ramshaw joined the meeting.* The Board considered paper 64/25. The Board extended their thanks to the disclosure committee, governance & secretariat team and the finance team which had worked on the annual reports and accounts. The directors considered that the annual report and accounts, taken as a whole, were fair, balanced and understandable and provided the information necessary for its members to assess the company's performance, business model and strategy. Consequently, the directors believe that the group was well placed to manage its business risks. After making enquiries, the directors have a reasonable expectation that the company and the group have adequate resources to continue in operational existence for the foreseeable future.	

	For this reason and on the basis of the above, the directors considered it appropriate for the group to adopt the going concern basis in preparing the company’s and the group’s annual report and accounts.
	
	The Board:
	• **APPROVED** the Viability Statement in the Annual Report and Accounts 2024/25;
	• **APPROVED** the Annual Report and Accounts 2024/25 as being “fair, balanced, and understandable”;
	• **APPROVED** the appointment of a sub-committee of its members (the sub-committee); and
	• **DELEGATED AUTHORITY** to the sub-committee to:
	    o Consider and if thought appropriate to **APPROVE** the Network Rail Limited Annual Report and Accounts 2024/25 for submission to the auditors and to Parliament and for publication;
	    o **AUTHORISE** the signature of the ARA following approval by the sub-committee.
	    o **APPROVE** the RNS press release;
	    o **APPROVE** the 2025 AGM Notice and accompanying reports for submission to the Special Member; and.
	    o **APPROVE** the letters of representation from NRL and NRIL.
	
	Specific thanks were highlighted regarding the work of Ian Ramshaw, Caroline Rose and Katherine Oredugba.
	
	There being no further questions, the rest of the paper was taken as read and NOTED.
	
	**Paul Marshall and Ian Ramshaw left the meeting.*	

25/100	**Fencing & Vegetation Framework Extension** **Clive Berrington and Stephen Blakey joined the meeting.* *This item was covered after the item 25/101 on Environmental Sustainability Committee* The Board considered paper 65/25 Stephen Blakey summarised the paper which requested the Board to approve an 18 month extension to the duration of the existing framework, which is permitted in accordance with the terms and conditions of the framework, and an increase in the value of the framework of £200m. A Sourcing Strategy would be presented to the Board in September 2025, seeking authority to procure a new Fencing and Vegetation Management Framework. This framework is intended to support the delivery of £1.2bn in expenditure across four Regions over an eight-year period. The Board noted an error in the paper; the total contract value would be £772m not £722m as stated. After due consideration, the Board **APPROVED** the 18-month extension to the duration of the framework and GRANTED authority to vary the framework in the amount of £200m taking the total value of the framework to £772m. **Clive Berrington and Stephen Blakey left the meeting.*	

25/101	**Committee Updates – verbal** David Noyes provided a verbal update on the recent meeting of the Environmental Sustainability Committee held on 25 June 2025. A record of the meeting summary would be included in the pack for the Board meeting in September 2025.	
25/102	**DRAFT Board agenda – 11 September 2025** The Board NOTED the next meeting would be held in York on 11 September 2025.	
25/103	**Any Other business** The Board considered bringing papers to a future meeting or strategy day covering technology, data, AI strategy, and a cyber security response plan to run the railway in the event of a cyberattack. There being no further business the meeting was declared closed at 14:40.	
Date of next scheduled meeting: **11 September 2025 in York**.		
……………………………………………………………… Chair		