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Minutes of a Meeting of the Board
held at 09:00 on Thursday 23 October 2025
At Meeting room 2.5/2.7, Waterloo General Office, London, SE1 8SW

Present:	Mike Putnam (Acting Chair) Bek Seeley Carolyn Battersby David Noyes Dyan Perry Fiona Ross	Ismail Amla Jeremy Westlake Mark Bayley Paul Marshall Stephen Scrimshaw Stuart Harvey
Observer:	Sachna Shah, Board apprentice	
In attendance:	Susan Beadles Ria Banerjee	David Leam Molly Neal
Presenters:	Anit Chandarana Lisa Burton Adam Cooper Watson Chris Rowley Martin Frobisher* Caroline Dickson*	Martin Jones* Tim Kersley* Jo Lewington* Rebecca Harris* Ellie Burrows* Jamie Burles *via videoconference
Apologies	Stephen Duckworth	

No.	Item	Actions
25/129	<u>**Acting Chair's opening remarks**</u> The Acting Chair welcomed all who were in attendance to the meeting, recognising Jeremy Westlake as CEO and Paul Marshall as CFO in their new roles. He informed the Board that he was due to speak with Stephen Duckworth who was recovering and doing well. The meeting was declared quorate. The Acting Chair referred to the previous day's DfTO meeting which the Board considered very useful. Further consideration was given to the next meeting (which was to be confirmed by the Acting Chair's office in due course) with potential focus areas to include the GBR programme plan, key risks and mitigations and the critical ongoing day job of train service delivery. The Acting Chair referenced NR's activity on pay talks and drew attention to October marking the launch of the 'You Said, We Did' campaign. He also highlighted that in September the Prime Minister had confirmed support for the second runway at Gatwick airport and for the Northern Powerhouse Rail project. The Acting Chair highlighted that the TransPennine Route Upgrade (TRU) blockade at Huddersfield station was underway and that works in Phase 1 had finished. The Acting Chair referenced the various political party conferences that had taken place, including the Labour Party's Conference emphasising investment in infrastructure, which remained central to their growth agenda as well as the Liberal Democrats appointment of Oliver Glover as Transport Spokesperson (his background including senior operational roles in the railways for NR and train-operating companies before entering politics). The Acting Chair highlighted Railway 200, a nationwide celebration marking 200 years of railways in Britain, running throughout 2025 which had received good coverage. He drew the Board's attention to the transfer of DfT functions as part of the GBR transition which were underway, where 200 to 300 of DfT civil servants were being moved to DfTO and Network Rail System Operator. An update on Platform4 would be provided at the next meeting emphasising a suitable update concerning Platform4 was to be provided at the next meeting.	

	The Acting Chair reminded the Board that the appointment of the next Chair was yet to be confirmed. He explained that a plan was underway, and the announcement for the next Chair would be announced in due course, with any start likely into 2026. Until then, the Acting Chair would remain in the role.	
25/130	**<u>Previous minutes</u>** The minutes of the Board meeting held on 11 September 2025 were **APPROVED**, subject to minor amendments.	
25/131	**<u>Action list</u>** Action 25/81 was closed, noting that the Board had previously requested that further work be undertaken to emphasise the transformative potential of technology in shaping GBR's design, and that targeted engagement with specific Board members be arranged to support this. Further to this, the Board requested a paper on the company's strategy for Data, Technology and Technological Innovation return to the Board in Q1 of 2026, which strategy must capture the transformative potential of technology in shaping GBR design.	**JW/DL**
25/132	**<u>Directors' interests</u>** 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. • David Noyes resigned as Chairman of Leeds Bradford Airport, with effect from 1 October 2025.	
25/133	**<u>Network Rail Delegation of Authority Policy FY25/26</u>** The Board considered the contents of paper 83/25 which set out proposed changes to the Delegation of Authority Policy (FY24/25) for approval. The paper had received endorsement from the Executive Leadership Team on 08 October 2025. There being no further questions, the Board **APPROVED** the proposed revised Delegation of Authority Policy (FY25/26) and **DELEGATED** authority to the Group General Counsel & Company Secretary of NRIL to approve the authority to be delegated to Platform4 in respect of the matters covered in section J1-J7 of the Policy.	
25/134	**<u>Company Secretary's Report</u>** The Board considered the contents of paper 84/25, which provided an update from the Company Secretary. Following due consideration, the Board: 1. **NOTED** the resignation of Sir Andrew Haines OBE as a director of NRL and NRIL, with effect from 17 October 2025 2. **APPROVED** the appointment of Dave Hooper as a director of Network Rail (High Speed) Limited ('NR (HS)') with effect from 23 October 2025. 3. **RATIFIED** the appointment of Robin Richard Dobson as a director of London & Continental Railways Limited with effect from 20 October 2025. 4. **NOTED** the General Meeting Notice and General Meetings of 10 subsidiary companies on 25 November to remove Mimi Ajibade as a director of those companies. 5. **APPOINTED** Ria Banerjee to act as the authorised representative of NRIL and NRL at the General Meetings of the subsidiaries on 25 November 2025 and exercise on behalf of both NRIL and NRL as appropriate the powers to remove Mimi Ajibade as a director of each of the 10 subsidiary companies described in the report as if they were an individual member and to make the appropriate filings at Companies House to support each removal immediately. **6.** **NOTED** the resignation of Jeremy Westlake as a director of London & Continental Railways Limited, with effect from 25 September 2025. 7. **RATIFIED** the appointment of Paul Marshall as a director of London & Continental Railways Limited, with effect from 25 September 2025. 8. **RATIFIED** the use of the Company seal and the execution of documents in Scotland identified in the paper.	

	9. **NOTED** that there were no 'significant contracts' executed in the last reporting period.	
25/135	<u>**Prosecution Report**</u> The Board considered and **NOTED** the contents of paper 85/25.	
25/136	<u>**Committee updates**</u>	
	<u>**Safety, Health and Environmental Compliance Committee update**</u> The Board **NOTED** the contents of paper 86/25 which reported on the matters considered at the 03 September 2025 meeting of its Safety, Health and Environmental Compliance Committee ('SHEC'). It also recognised that in relation to Audenshaw, certain SHEC committee members had participated in a discussion with the Regional Managing Director for NW&C and the Group Safety & Engineering Director regarding the response to the Audenshaw incident.	
	Property Supervisory Committee update The Board **NOTED** the contents of paper 87/25 which reported on the matters considered at the 17 September 2025 meeting of its Property Supervisory Committee.	
	Environment and Sustainability Committee update The Board **NOTED** the contents of paper 88/25 which reported on the matters considered at the 24 September 2025 meeting of its Environment and Sustainability Committee.	
	Audit and Risk Committee update The Board **NOTED** the contents of paper 89/25 which reported on the matters considered at the 25 September 2025 meeting of its Audit and Risk Committee.	
25/137	<u>**REVISED 2026 Network Rail Performance Reports Schedule**</u> The Board considered the contents of the revised 2026 Network Rail Performance Reports Schedule and the dates of the future 2026 meetings dates. The Board considered and **APPROVED** the revised 2026 Network Rail Performance Reports Schedule.	
25/138	<u>**Board Report**</u> The Board reviewed the comprehensive Board report, noting the following: • Autumn leaf-fall management: the annual exercise of managing the potentially serious safety and performance impacts from leaves contaminating railway lines had begun with preparations and railway treatments underway and teams well prepared. The Board noted that Leaf fall rates were ahead of the average with ~80% of leaves remaining on trees in the north and 87% in the south, and with leaf fall having accelerated over the week following storm Amy creating an operationally difficult month. Consideration was given to any learnings from the summer to proactively plan for next year. • Update on response to Audenshaw: the taskforce established by Jake Kelly to oversee the work to deliver a robust and coordinated response to the incident, remained in place and the Board noted the learnings from this including through recent briefings provided to several Board members. The Board sought assurance that plans were based on a realistic understanding of what was happening in delivery and maintenance units and requested that a plan was to be presented to the SHEC committee in due course. • Cyber resilience: work progresses within the Digital, Data and Technology Services team on NR's cyber response plan, with particular focus on the environment to rapidly restore basic train services in the event of an attack. The Board recognised previous robust discussions at ARC and that NR remained on track to deliver a working and tested prototype with a control centre by the end of December. Teams continued to develop and look at how to ring-fence systems and operating offline for business resilience. It was recognised that there remained no 100% preventative solutions but planning for potential eventualities was key. • Significant projects: the Board noted progress on TRU and the upcoming opening of Beaulieu station. It also noted the likely delay to Cambridge South.	**MF/JK**

	• HS2: at Euston, work continued with HS2 Ltd and the DfT to shape its future operation and to clarify each organisation's role in the Euston Delivery Company (EDC). It was agreed that the letter concerning NR's response to the DfT's proposal for the Euston Development Company was to be circulated in due course and to explore with the NW&C RMD when a paper on the proposals would return to the Board. • TfL: a good performance meeting was held, which included recent signalling issues around Wimbledon. The Board recognised NR's intentions to develop a stronger strategic working relationship with TFL and to create greater asset resilience where possible. • The governments support for expansion at Heathrow, Gatwick and Stansted airports and the related issue of surface access transport links and impact from the generated increased passenger numbers. The Board considered the Chief Financial Officer's report and focused on the following: • The summary for the year remained positive noting that this had been the strongest position in five years for capital management. • RF6 reviews were underway with asset management plans a major area of focus. Submissions included a further drop in control period renewals which were primarily driven by a shift of funding to maintenance and market led changes to bridge the funding gap. The impact on asset condition, risk and performance would be fully considered throughout the process. • Project REACH: The first tranche of third-party funding for telecoms infrastructure renewal had been approved and paid, with the interface team and partnership governance now in place. This milestone demonstrated NR's ability to attract private investment and deliver on complex, multi-year upgrades. The physical work had commenced with the first cable pull successfully completed. • Capital delivery: given the significant underspend of £200m for this year, the opportunity for investment in Barking for a freight facility was possible. • Platform4: Following the appointment of Robin Dobson as the Platform4 CEO the transition to Platform4 was progressing, with a new governance model to ensure best value and strategic alignment with NR regions. As part of this, the merger of LCR's property development capabilities with NR's was on track, with TUPE consultations progressing and a go-live date of 3 November planned. • Whilst CP8 is over three years away, the Board recognised that early planning was essential. Initial signs pointed to major funding challenges (e.g. climate change adaptation, extensive signalling & telecoms renewals) against a challenging public finance environment, requiring time to assess trade-offs. By April 2029, GBR was expected to be in place for at least 18 months, and CP8 planning on an integrated 'track and train' basis was underway. Given positive initial discussions with DfT and DfTO, NR will be picking up the work over the next 6-9 months, looking to sharing initial analysis with government in June 2026. The Board recognised the importance of creating this alongside careful asset management insight as it was part of the strategy of the business to align working with the DfT and DFTO in this way. There being no further questions, the rest of the Board Report was taken as read and **NOTED.**	**JW/DL**
25/139	**Train Service Delivery** *Anit Chandarana, Lisa Burton, Adam Cooper Watson, Chris Rowley, Martin Frobisher* and Caroline Dickson* joined the meeting.* The Board considered paper 90/25 which was taken as read. Anit Chandarana provided an overview of current and longer-term performance trends and work to date, focusing the discussion on a detailed overview of performance since the last Train Service Delivery update in February including specific analysis on drivers of incident delay. The Board noted that focus remained on four key areas: • Operating plan: what NR was doing to improve data-led operating plan optimisation as well as understanding subthreshold delay. • People: an overview of work on operational establishment calculation to improve train service delivery resilience.	

	• External factors - people: A focus on what NR does to address impacts from people related external factors such as trespass. • Fixed infrastructure: an overview of activities underway to drive down service affecting failures. The Board recognised the merits of the paper and requested information on the drivers of delay when an incident occurs, covering the time to assess and fix problems, the time to recover the service and how this contributes to delay minutes. The Board requested that this be included in the next Train Service Delivery report. *Lisa Burton, Adam Cooper Watson, Chris Rowley left the meeting.*	**AC**
25/140	**Asset Management Performance** *Martin Jones*, Tim Kersley* joined the meeting.* The Board considered paper 91/25 and it was taken as read. Martin Jones and Tim Kersley provided an overview of assets and how these were managed to support the safe running of train services. The Board noted the focus was on: the challenges faced in sustaining asset performance, its associated cost implications, how assets were performing against CP7 targets and against safety targets, and what actions were being taken in response to the latest insights on maintenance performance and assurance. The Board reflected on this item and considered the previous board effectiveness review (last year) where it was requested that both train service delivery and asset management were to be grouped together. The Board requested that a stronger linkage be made between the two papers in future and that they clarify how assets were being managed to support train service delivery as well as safety. The Board requested that the Martin and Anit should consult with Stuart Harvey to agree the information to be included in future Asset Management Performance reports. There being no further questions, the Board **NOTED** the interdependency between the Audenshaw improvement plan and core asset management capabilities we will need to continuously improve to meet the challenges faced. *Anit Chandarana, Martin Jones*, Tim Kersley* and Caroline Dickson* left the meeting.*	**AC, MF and TK**
25/141	**Greener Railway Strategy Annual Update** *Jo Lewington* and Rebecca Harris* joined the meeting.* The Board considered paper 92/25. The paper was taken as read recognising that this was the first annual Board update on progress against the Greener Railway Strategy, NR's environment and sustainability strategy. The Board acknowledged the following key highlights: • NR was progressing towards its net zero carbon goals for 2045 (Scotland) and 2050 (England and Wales), with key milestones set for 2030, including PAS 2080 certification and the publication of carbon management standards. • Scope 1 and 2 emissions had reduced by 34.8%, exceeding the current year's target, while work continued on scope 3 targets despite resource constraints. • Electrification efforts included partial schemes and battery-passenger proposals, though funding challenges have delayed some developments, particularly in England. • Rail diesel emissions declined by 17% since 2018/19, with further reductions expected from new bi-mode rolling stock, although freight growth may offset some gains. • Circular economy progress included maintaining a 99.3% landfill diversion rate and achieving a 97% reuse and recycling rate nationally, with ongoing efforts to embed sustainability in procurement. • NR aimed to reduce environmental harm through initiatives like Air Quality Improvement Plans at managed stations, with quarterly monitoring now in place. Environmental incidents were tracked using a weighted index, and a recent rise in reported incidents was	

	attributed to improved reporting via a new safety events system, not an actual increase in serious events. • NR was working to build a culture of sustainability by improving employee knowledge, simplifying processes and collaborating across the rail industry. • Strategic targets and milestones were now being prepared for the 2029-2034 period. These would be used as the basis for CP8 planning and NR would continue to stay aligned to the sustainable rail blueprint and to the developing design work for Great British Railways ('GBR') to ensure that the Greener Railway Strategy stays relevant and is included within GBR design consideration. There being no further questions, the board **NOTED** the progress against the refreshed Greener Railway Strategy. *Martin Frobisher*, Jo Lewington* and Rebecca Harris* left the meeting.*	
25/142	**Integrated Railways Progress and Approach to Integration for Anglia** *Ellie Burrows* and Jamie Burles joined the meeting.* The Board considered paper 93/25 and it was taken as read. Jamie Burles provided an update on integrated railways following the transfer of operations into public ownership, and lessons learned from mobilising integrated railways. He explained the approach for Anglia noting the phased transfer of two train operating companies to DfTO and the approach for Anglia's integration, how it differs from the previous two integrated railways in terms of legal agreements and governance and next steps. The Board noted the key items and reflected on discussions held with the DfTO board the previous day, specifically focusing on how corporate accountabilities were discharged in integrated railway organisations. Having considered this further, the Board requested additional assurance to be presented at its meeting in November on the implementation of the principle of the design of the Integrated Railways that each company (NRIL and the relevant operator(s)) retained its legal and regulatory duties, obligations and accountabilities (together referred to as 'Accountabilities'). The Board requested answers to the following questions: 1. Are the people responsible for discharging NRIL's Accountabilities within the integrated organisation clearly identified and is this documented? 2. How will Board members be assured that NRIL's Accountabilities are being discharged in an integrated organisation? As well as answering this question generally, please address specifically how the Board will be assured that NRIL's Accountabilities are discharged in circumstances when an NRIL duty holder is being "directed" or line managed by a person or persons who is/ are not employed by NRIL, and who has/ have no legal accountability for discharging NRIL's Accountabilities. 3. How will Board members be assured that NRIL is not assuming any additional Accountabilities arising out of the integrated organisation? Following further discussion, The Board: 1. **NOTED** the approach being taken to integration for Anglia between NRIL, c2c and GA. 2. **DELEGATED AUTHORITY** to the Executive Leadership Team (ELT): i. To review the proposed Integration Agreement for Anglia: and ii. If content, to authorise NRIL to enter into the Integration Agreement with c2c and GA, subject to obtaining ORR licence consent. 3. **NOTED** that the ELT may delegate its authority to a sub-group of its members. *Ellie Burrows* and Jamie Burles left the meeting.*	**AC, MF, BE and PM**

25/143	<u>**Appointment of Non-Executive Directors to Platform4**</u> The Board considered paper 94/25 and this was taken as read. There being no further questions, the Board **APPROVED** the appointment of Sally Jones (known as Nicola Sarah Jane McNish) and Philip Lewis as non-executive directors of Platform4 Board.	
25/144	<u>**Recruitment of Non-Executive Directors to Platform4**</u> The Board considered paper 95/25 and this was taken as read. There being no further questions, the Board **NOTED** the recruitment of up to two additional non-Executive Directors to the Platform4 Board.	
25/145	<u>**DRAFT Board agenda – 27 November 2025**</u> The Board **NOTED** the next meeting would be held in London on 27 November 2025.	
25/146	<u>**Any Other business**</u> An outline of the Board strategy day to be held the following week was provided, highlighting key areas of content would be GBR design, workforce strategy, key learnings from the Board on other transformation and integration projects, readiness for GBR integration, HR/People, Transformation integration and strategic innovation for GBR. Bek Seeley drew the Board's attention to her having attended the Investor Summit. Carolyn Battersby recommended the NCSC Cyber Governance Training specifically for Boards covering Cyber Governance Code of Practice, details of this would be circulated to Board members following the meeting. There being no further business the meeting was declared closed at 14.00pm.	
The date of the next scheduled meeting was 27 November 2025 in London.		
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