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Minutes of a Meeting of the Board
held on 09:00 on Thursday 19 February 2026
At Boardroom, Temple Point, Redcliffe Way, Redcliffe, Bristol BS1 6NL

Present:	Richard George (Chair) Ismail Amla* Carolyn Battersby Mark Bayley Stuart Harvey Paul Marshall David Noyes	Dyan Perry* Mike Putnam Fiona Ross* Steve Scrimshaw Bek Seeley Jeremy Westlake
In attendance:	Susan Beadles Lizzie Purewal	Emma Knight (Deputy for Molly Neal) David Leam
	Mark Killick Nick Millington* Martin Frobisher* Martin Jones* Priti Patel* James Richardson* Gordon Kells*	Farha Sheikh* Julien Dehornoy* Hannah Lomas* Julie O'Malley* Clive Berrington* Tracey Williamson* Daljinder Chatta*
		*via videoconference
Apologies	Molly Neal	

No. **Item** **Actions**

26/018 **<u>Chair's opening remarks</u>**

The Chair welcomed all who were in attendance to the meeting. The meeting was declared quorate.

The Chair:

- Reflected on the interesting site visit to Bristol Temple Meads station and the discussions with Stephen Peacock Chief Executive of the West of England Combined Authority and Mark Hopwood, Managing Director of Great Western Railway the day before.
- Confirmed the Chair's letter had been received from the Secretary of State, with comprehensive coverage of GBR matters. The key focus remained delivering to GBR safe and reliable railway infrastructure.

26/019 **<u>Previous minutes</u>**

The minutes of the Board meeting held on 22 January 2026 were **APPROVED**, subject to a minor correction.

26/020 **<u>Action list</u>**

Action 25/115 updates on the proposal concerning East West Rail Limited would be included in CEO report – action closed.

The Board **NOTED** the status of the remaining actions within the action log.

The Chair proposed and the Board agreed that the session on integrated railway organisations and clarity of accountabilities (Action 25/157) presented an opportunity to work jointly with the DfTO board. The potential for including it on the agenda for the strategy day in May would be explored.

26/021 **<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.

- Bek Seeley was appointed as a director of Place Partners Management Ltd, effective 11 January 2026

[redacted]

[redacted]

26/022 **TransPennine Route Upgrade – Delegations of Authority**
The Board considered the contents of paper 17/26.

The TransPennine Route Upgrade (TRU) Programme transferred from the North West & Central (NW&C) Region to the Eastern Region in March 2025.

At its meetings in May 2024 and July 2024, the Board had delegated authority to contract and authority to incur to the Chief Financial Officer and the Managing Director, North West & Central Region relating to TRU Project E234 and TRU Project W34. The Chief Financial Officer and the Managing Director, North West & Central Region had exercised all the authority to incur and some of the authority to contract delegated to them prior to the transfer of the TRU Programme to the Eastern Region.

Following consideration, the Board:

- [redacted]
- [redacted]
- [redacted]
- [redacted]

[redacted]

26/023 **Company Secretary's Report**
The Board considered the contents of paper 18/26, which provided an update from the Company Secretary.

Following consideration, the Board:

- **NOTED** the appointment of Richard Thomas Glandon George as a director of each of Network Rail Limited and Network Rail Infrastructure Limited, with effect from 02 February 2026.
- **NOTED** the resignation of Dr Stephen Charles Duckworth as a director from each of Network Rail Limited and Network Rail Infrastructure Limited, with effect from 16 January 2026.
- **NOTED** the appointment of Nicola Sarah Jane McNish (known as Sally Jones) and Philip Geoffrey Lewis as directors of Platform4 Rail Regeneration Limited, with effect from 14 January 2026.
- **NOTED** the resignation of Nilesh Sachdev as a director of Platform4 Rail Regeneration Limited, with effect from 31 December 2025.

- **APPROVED** the re-appointment of Neil Roberts Hannah as a director of Network Rail Certification Body Limited, with effect from 9 March 2026, for a period of one year.
- **NOTED** the changes to the Network Rail Infrastructure Limited Power of Attorney, to be effective from 23 February 2026.
- **RATIFIED** the use of the Company seal and the execution of Scottish documents by attorneys.
- **NOTED** that there were no 'significant contracts' executed in the last reporting period.

26/024 **Prosecution Report**
The Board considered the contents of paper 19/26. The paper was taken as read and **NOTED.**

26/025 **Committee updates**

Safety, Health and Environmental Compliance Committee
The Board considered the contents of paper 20/26, which reported on matters discussed at the 02 February 2026 meeting of its Safety, Health and Environmental Compliance Committee. The paper was taken as read and **NOTED**.

26/026 **Subsidiary Board Updates**

Network Rail Certification Body Limited
The Board considered the contents of paper 21/26, which reported the matters discussed at the meeting of the board of Network Rail International Limited on 20 January 2026. The paper was taken as read and **NOTED**.

Network Rail (High Speed) Limited
The Board considered the contents of paper 22/26, which reported the matters discussed at the meeting of the board of Network Rail (High Speed) Limited on 30 January 2026. The paper was taken as read and **NOTED**.

26/027 **Board Report**
The Board reviewed the comprehensive Board report and focused its discussion on the following:

- The enthusiasm for GBR observed amongst the senior leadership group at its recent meeting, demonstrating a willingness to go the extra mile while maintaining operational rigour.
- The rapidly growing external interest in GBR, including from regional mayors, MPs and the Urban Transport Group, as well as the continuing positive engagement with Transport for Wales and the progress with the alliance in Scotland.
- The meetings with Universal Studios and the impact the theme park would have on future demand for rail travel.
- The focus of the Executive on understanding the causes of increased numbers of level crossing fatalities and identifying proportionate, realistic safety interventions. An update would be provided to the SHEC Committee at its meeting on 1st May.
- Train performance, which had remained strong despite severe weather. The focus was now shifting to a reliability centric maintenance model to cut predictable infrastructure failures through better condition monitoring and a firmer "no failure" asset standard.
- The whole industry performance model, which was creating a common language, stronger collaboration and reinvigorating the Network Performance Board. Alignment of metrics across the industry remained a challenge.
- There had been positive conversations with the DfT about the plans for Euston station and regular meetings had been arranged with DfT, HS2 and TfL to discuss the project.
- The Oxford blockade had gone well. Cambridge South was highlighted as a critical must deliver for end of June.
- Planning consent had been granted for the re-development of Liverpool Street Station.
- Easter engineering works were expected to be light in comparison with previous holidays.
- The good progress of the draft Railways Bill, which was on track to be debated in the House of the Lords in the autumn.

The Board considered the Chief Financial Officer's report and focused on the following:

- RF09 embedded £500m of efficiencies and reductions to ring fenced programmes. These savings have provided additional funding for asset renewals and provisions for future risks.
- The management efficiency programme was progressing well. Proposals had been reviewed for safety, strategic fit and GBR alignment.
- The risk of losing “ready now” talent was being managed through role consolidation, protection of critical skills and ELT oversight of succession and development plans.
- The Court of Appeal ruled not in our favour in the advertising rates case. An appeal has been raised to the Supreme Court. The Board asked the Chief Financial Officer to consider whether the decision had any implications for other concession agreements.
- The GBR FP1 launch, jointly with DfTO, set a five year plan within a ten year outlook, with a fully Integrated business planning process was launched in the period. This will cover infrastructure and operational plans for the 10 years following CP7 (FP1&2) and will be developed jointly with train operators.
- Region scorecard forecasts will improve at period-11 reflecting positive performance over the past few periods.

There being no further questions, the rest of the Board Report was taken as read and **NOTED**.

26/028 **Region Presentation - Wales and Western**
**Mark Killick joined the meeting*

The Board considered paper 23/26. Mark Killick gave an overview of the Wales and Western Regional Presentation and the following were discussed:

- Challenges created by the recent severe weather in Devon and Cornwall.
- The progress on performance improvements; stability was improving, renewals were becoming more predictable, and primary delay minutes were reducing. There was no room for complacency and a need to focus on a compelling, data-led case for CP8 funding to continue investing in the infrastructure to sustain performance in the future.
- Safety performance was ahead of target, with a focus on psychological safety, learning from incidents, and strengthening assurance. High levels of mental-health-related absence were being addressed through more Mental Health First Aiders and targeted support. The benefits of early intervention were being shared across the company.
- Recruitment challenges persisted, especially near London, but accelerated training and clear development pathways were helping bring people in from other industries and progress them quickly into skilled roles.
- Western was progressing the second phase of devolution, moving decisions closer to routes and aligning closely with GWR in preparation for future GBR integrated business units.
- Inclusion and diversity efforts were advancing, particularly around encouraging the reporting of sexual harassment cases. A new behaviour change toolkit and strong leadership were proactively shaping expectations to embed the right culture.
- Sub-threshold delay improvements were hard to isolate, particularly where the data was owned by private owning groups. Wales had already implemented several timetable and operational interventions, setting a clear target position on sub-threshold delay reduction from which Western was looking to learn and replicate. Recent Paddington timetable updates showed early gains, new operating plan tools improved accuracy, and GWR reduced timetable non-compliances, though clearer data and further challenge were still needed to identify remaining opportunities. The impact of the GWR intercity express train fleet performance on sub-threshold delays was highlighted although the root cause of the problem with the generator-unit remained unclear and further challenge was being applied to GWR, to ensure the issue was fully resolved.
- The next phase of the trial of the train-position innovation at Pantyffynnon signal box. Success would be dependent on accuracy, reliability, effective end-user interfaces, and demonstrable safety benefits, while confirming scalability across different railway environments.
- The political landscape for Wales and Western was highly complex, with a wide mix of parties and constantly changing stakeholders requiring ongoing explanation and relationship building.
- Earthworks remained a high risk area because of their unpredictability. Earthwork sites with characteristics and drainage as those at Shap had been reviewed. High-risk sites had been identified and management actions planned for those sites had been peer reviewed. Critical earthwork sites had been protected in CP7, with the 29% reduction in volumes reflecting

the refreshed assets management strategy rather than reduced activity, The Board requested that the next performance report included similar data on drainage volumes.
- The impressive improvements in asset reliability were highlighted. The Board requested that the next region performance report included data that demonstrated the benefits.
- Wales and Western's adaptation-pathway work was seen as sector-leading, with delivered schemes, raised-track and capital interventions, an integrated climate-resilience approach, and further opportunities to align with RMD and national flood-management frameworks.

There being no further questions, the rest of the paper was taken as read and NOTED.

26/029 **Wales and Borders – Network Rail and Transport for Wales (TfW) Alliance**

**Nick Millington joined the meeting.*

The Board considered paper 24/26. Nick Millington gave an overview of the Network Rail and Transport for Wales Alliance Presentation and the following was discussed:

- Wales and Borders was consulting with and learning lessons from colleagues in Scotland.
- The proposal was for the agreements to be ready for signature before the May election.
- The intergovernmental MOU was already well advanced, with inputs from UK and Welsh Governments, GBR design community, TFW and NR Wales, but finalisation depended on government-to-government agreement.
- There was clarity on how Wales and Borders would achieve its target of 85% Time to 3 before going into the alliance, and there was an ambition to reach 90%, dependent on investment, fleet transformation and timetable/tactical improvements.
- A 50% increase in services in North Wales, and increased station stops, carried risk, but strong South Wales results and an external East Coast peer review provided confidence the risks could be managed.
- The expectation that membership of the Alliance Board would be reduced to three voting members per side, with unanimous agreement required for any decisions, mirroring the model for the integrated railways and protecting ultimate accountabilities. There was no current appetite for a single joint leadership team. The alliance formalised the existing practice to improve governance and share cost/benefit, whilst leaving open options such as a jointly appointed control lead or future JV-style integration.
- Developing the right behaviours would be critical. Plans were in place to procure an independent (non-rail) alliance coach to support the joint leadership team in identifying, addressing and embedding the behavioural principles needed from the top down, reflecting lessons from other alliances.
- Safety accountabilities and controls remained unchanged under the alliance. Risks (including safety) associated with each alliance task would be separately identified, assessed, documented and mitigated.

There being no further questions, the Board:
- **APPROVED** in principle entering a Joint Party Framework Alliance with TfW
- **DELEGATED AUTHORITY** to the Executive Leadership Team (ELT) for it to:
  i. grant authority for NRIL to enter into the Alliance Agreement
  ii. finalise the terms of reference for the Alliance Board with TfW.
- **NOTED** that the ELT may sub-delegate this authority to a sub-group of its members.

The rest of the paper was taken as read and **NOTED**.

** Mark Killick and Nick Millington left the meeting.*

26/030 **Network Rail Health, Safety & Wellbeing Update (Technical Authority)**

** Martin Frobisher, Martin Jones & Priti Patel joined the meeting.*

The Board considered paper 25/26. Martin Frobisher gave an overview of the Network Rail Health, Safety & Wellbeing Update and the following was discussed:
- RAIB would publish its Annual Report for 2025 after publication of its report into the incident at Talerddig. RAIB's report on its investigation of the incident was anticipated to the published by the end of May.

- Lessons about root causes were being learnt from the behavioural insight study, as well as RAIB reports and internal investigations into recent level crossing fatalities, including demarcation, sighting distances, horn audibility, signage and the impact of societal change. A recommendation was anticipated from RAIB in relation to passive crossings where sighting distances were an issue. A cross-regional task force was now in place, and risk-based business cases for accelerating interventions from CP8 to CP7 and considering further opportunities for closure. The established, robust, numerical All Level Crossings Risk Assessment Model was still applied to inform decisions relating to level crossing risk.
- Following SHEC Committee feedback on the risks of micro-cultures, work was underway to create a unified culture framework with a small set of corporate "must do" activities, such as shared values, while allowing routes and regions flexibility in local application.
- Actions in response to the ORR's concerns about train over-speeding, including work to identify junctions with a high-risk of train over-speeding, signalling modifications to reduce driver misinterpretation, and the development of a new risk assessment tool by the RSSB. Broader systemic risks remained well covered by the precursor indicator model, though underreporting of over-speeding was a concern.
- The work to design the GBR health and safety management system being done jointly with DfTO colleagues, which would reflect the state of maturity of individual TOCs as they moved into public ownership.
- The asset remaining life position reflected renewal volumes and was currently rated orange because assurance work was still testing how regions would manage ageing assets through life extension, maintenance and inspection rather than renewals. Asset age would rise slightly (around 1 %), and while safety could be maintained through operational controls. The Board agreed that the next funding case must avoid creating a long term bowwave of deferred renewals. Further detail would be provided at the March Board meeting in the Asset Management Performance report, which would also cover the risks of obsolescence.
- Stuart Harvey would arrange for TfL to share the lessons from its AI trespass trial.
- Consideration would be given to adding a fourth column of things that 'would not' be done in the table reporting on steps to eliminate the need for track access, recognising that restricting access to the infrastructure had consequences that needed to be managed.
- Overdue fire risk assessment actions were concentrated in one region and were being chased at each ELT.
- The Precursor Indicator Model would be used to assess the risk of earthwork failures caused by water pressure in soil after a sustained wet period.

There being no further questions, the rest of the paper was taken as read and **NOTED**.

**Martin Frobisher, Martin Jones & Priti Patel left the meeting.*

26/031 **<u>TransPennine Route Upgrade – Quarterly update</u>**
**James Richardson, Gordon Kells and Farha Sheikh joined the meeting.*

The Board considered paper 26/26. James Richardson gave an overview of the TransPennine Route Upgrade – Quarterly update and the following was discussed:

- Required Interventions outside TRU related to infrastructure changes on the ECML affecting York–Newcastle passenger flows and freight in the Manchester area.
- To deliver the benefits of the TRU programme, there was a need to ensure an integrated approach to the delivery of TRU and other improvements across the north of England, including as part of Northen Powerhouse Rail.

There being no further questions, the rest of the paper was taken as read and **NOTED**.

**James Richardson, Gordon Kells and Farha Sheikh left the meeting*

26/032 **<u>Overview of Business Plan 2026 (RF09)</u>**

The Board considered paper 27/26. Paul Marshall gave an overview of the Rolling Forecast at Period 9 (RF09) and the following was discussed:

- Asset management input, judgement and assurance were critical for regional prioritisation and overall assurance. Strong assurance had been provided to the Board that the asset position was understood and the choices made were optimal.

- The final version of the plan would be more specific about which assets and regions were most affected, including their starting positions, planned declines and current trajectories, to identify where reductions sat in a window of particular concern. It would also clarify when the conditional ratings would convert to firm ratings.
- The risk from climate impacts, low renewals and increased reliance on maintenance was considered manageable but must be closely monitored through the year. Any material deterioration would require additional funding. Clarity on renewal volume restoration and CP8 priorities was essential, as assets not prioritised in this period would, over time, naturally move up the priority list.
- The plan had carried a persistent funding gap over the past two and a half years, driven by an explicit gap between activity and available funding, continued inflation, signalling project cost pressures, and weak CP transition work bank. The current plan was the closest to balanced. The ORR was expected to challenge both finances and efficiency, but strong assurance came from Technical Authority scrutiny of all areas where spend was reduced, ensuring risks were tightly controlled rather than masked by large budgets.

There being no further questions, the Board:

- **DELEGATED AUTHORITY** for to the Chief Executive Officer and Chief Financial Officer to approve the updated GB delivery plan, which will be based on RF11 and published once approval has been received from the Department for Transport and Transport Scotland.

The rest of the paper was taken as read and **NOTED.**

26/033 **Euston Campus: Proposed Joint Venture between Lendlease and The Crown Estate – Deed of Variation**

**Julien Dehornoy, Hannah Lomas and Julie O'Malley joined the meeting*

The Board considered paper 28/26. Julien Dehornoy provided an overview of the Euston Campus: Proposed Joint Venture between Lendlease and The Crown Estate – Deed of Variation:

The Board:

1. **APPROVED** the proposal to vary the Development Agreement between Network Rail and The Secretary of State and Lendlease Euston Development LLP
2. **GRANTED AUTHORITY**:
   i. to vary the Development Agreement under Part B1 (Contract and Vary Authority) of Network Rail's Delegation of Authority Policy; and
   ii. to execute Side Letter 2 (Part B1 (Contract and Vary Authority).
3. **DELEGATED** authority to the North West and Central Regional Managing Director to:
   i. finalise the terms of the Deed of Variation required to implement the changes set out in this paper; and
   ii. to execute Side Letter 2 on behalf of Network Rail.

The rest of the paper was taken as read and **NOTED.**

**Julien Dehornoy, Hannah Lomas and Julie O'Malley left the meeting*

26/034 **Hire of Road Rail Vehicles (RRV), Operators and Attachments - Sourcing Strategy**

**Clive Berrington, Tracey Williamson and Daljinder Chatta joined the meeting.*

The Board considered paper 29/26. Clive Berrington provided an overview of the Hire of Road Rail Vehicles (RRV), Operators and Attachments - Sourcing Strategy and the following was discussed:

- Making this change would be challenging and the delivery mechanism was still to be defined. However, while the change would be difficult, failing to act would erode the efficiencies identified. Further work was required to determine how to implement this in practice.
- Cultural change would be driven through training, a clear understanding of opportunities and consequences, and visible reporting. Strengthening education on frameworks and planning would make the benefits clearer. Small process tweaks and transparent monitoring of lost opportunities would help shift behaviour and support the anticipated saving.

There being no further questions, the Board:

- **APPROVED** the sourcing strategy for Hire of Road Rail Vehicles, operators and attachments valued at £1bn over an 8-year contract period (anticipated award April 2027).
- **DELEGATED** authority to contract to the Executive Leadership Team in the amount of £1bn, to authorise the company entering into a contract awarded in accordance with the approved sourcing strategy.
- **GRANTED** authority to vary the existing framework agreement in the amount of £88m which would then have a cumulative value of £788m.

**Clive Berrington, Tracey Williamson and Daljinder Chatta left the meeting.*

26/035 **DRAFT Board agenda – 19 March 2026**

The Board **NOTED** the next meeting would be held in The Quadrant, Milton Keynes on 19 March 2026.

26/036 **Any Other business**

Employee engagement - Consideration was given to whether current engagement by non-executive Board members would be sufficient as the company transitions to GBR. The CEO's office would provide non-executive Board members with the schedule of Business Briefings and QBRs attendance at which would give Board members the opportunity to engage directly with staff. This would be discussed at the next NEDs only meeting.

Board papers – the paper review and publication process would be reviewed to try to bring this forward.

There being no further business the meeting was declared closed at 14.42.

Date of next scheduled meeting: **19 March 2026 in The Quadrant, Milton Keynes**.

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Chair