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Minutes of a Meeting of the Board
held at 09:00AM on Thursday 11 September 2025
At Meeting room 1.5, George Stephenson House, Toft Green, YORK, YO1 6JT

Present:	Mike Putnam (Acting Chair) Ismail Amla Carolyn Battersby Mark Bayley Sir Andrew Haines Stuart Harvey	David Noyes Dyan Perry Fiona Ross* Stephen Scrimshaw Bek Seeley Jeremy Westlake
Observer:	Paul Marshall Sachna Shah*, Board apprentice	
In attendance:	Susan Beadles Ria Banerjee Mark Jordan	David Leam Molly Neal
	Ellie Burrows David Hughes Kayleigh Spires Anit Chandarana* Paul Rutter James Richardson Gordon Kells* Farha Sheikh* Martin Frobisher*	Priti Patel* Martin Jones* Lisa Calmiano* Michael Clark* Pauline Holroyd* Clive Berrington* Stephen Blakey *via videoconference
Apologies	Stephen Duckworth	

No.	**Item**	**Actions**
25/104	**<u>Acting Chair's opening remarks</u>** The Acting Chair welcomed those who were in attendance to the meeting and confirmed that the meeting was quorate. A formal welcome was extended to Bek Seeley, attending her first Board meeting as a Director, and to Paul Marshall, attending as an observer. The Acting Chair informed the Board that best wishes on behalf of Board members had been sent to Stephen Duckworth, who was still unwell. The Acting Chair provided an overview of the meeting, noting the various agenda items. The Acting Chair referenced the dinner the evening before, attended by the Rail Minister, Lord Peter Hendy, and highlighted the Chair's Letter received from the Secretary of State for Transport, dated 27 August 2025, which had been previously circulated to the Board, noting that the Board should monitor how the company is doing against the requirements included in the Letter. The Acting Chair drew attention to the five-year anniversary on 12 August of the passenger train derailment at Carmont where 3 individuals had tragically lost their lives. The Acting Chair noted the release of the Annual Report and Accounts for 2024/2025, and the launch new Rail Customer Experience Survey. The Acting Chair noted the announcements made concerning senior appointments for Platform4, the appointment of Sam Turner as Group Finance Director, and the appointment of Jamie Burles as the Integrated Railway Managing Director Designate for	

the Anglia Integrated Railway. It was also noted that this meeting marked the final Board meeting for Sir Andrew Haines in his capacity as Chief Executive Officer with formal thanks extended to him for his tenure and work.

The Acting Chair noted the appointment of Vernon Everitt as the new Chair of Transport for Wales.

The Acting Chair provided an update on the Railways Bill.

The Acting Chair noted the forthcoming transfer of staff from DfT to DfTO. It was also noted that c2c rail services had transferred to public ownership on 20 July 2025, with Greater Anglia scheduled to follow on 12 October 2025. In addition, a joint meeting of the Boards of DfTO and NRL was planned for 22 October 2025, with Richard Goodman (Director General of the Rail Reform Services Group), and Alex Hynes (Director General of the Rail Services Group) invited to attend the dinner afterwards.

The Acting Chair also referenced the recent publication by the Office of Rail and Road (ORR) of its assessment of Network Rail, and his regular meetings with Declan Collier, Chair of the ORR.

25/105 **Previous minutes**

The minutes of the Board meeting held on 3 July 2025 were **APPROVED**, subject to a minor correction.

25/106 **Action list**

25/080 – closed

25/107 **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.
- Bek Seeley engagement, through her firm Place Partners, by Old Oak Development Corporation for a strategic review of proposed procurement award criteria.

25/108 **NR Board Sub-Committee: Annual Report and Accounts**

The Board considered the contents of paper 66/25. The paper was taken as read and **ACKNOWLEDGED**.

25/109 **Company Secretary's Report**

The Board considered the contents of paper 67/25, which provided an update from the Company Secretary.

Following due consideration, the Board:

1. **NOTED** the appointment of Rebecca Seeley as a non-executive director of each of Network Rail Limited and Network Rail Infrastructure Limited.
2. **NOTED** the expiry of Sally Rose's term as a director from Network Rail Certification Body Limited and the extension of tenure for George Bearfield.
3. **APPOINTED** Peter Leadbetter, Ian Ramshaw and members of the GovSec team to the companies listed within the Report.
4. **RATIFIED** the appointment of Alan Peelo as a director of London & Continental Railways Limited.

	5. **NOTED** the filing of accounts for Network Rail Limited, Network Rail Infrastructure Limited, Network Rail Infrastructure Finance PLC, Network Rail International Limited and Network Rail Consulting Limited for the 2024/25 financial years. 6. **RATIFIED** the use of the Company seal and the execution of documents in Scotland identified in the paper.	
25/110	<u>**Prosecution Report**</u> The Board considered the contents of paper 68/25. The paper was taken as read and **NOTED**.	
25/111	<u>**Committee updates**</u>	
	Environmental Sustainability Committee update The Board **NOTED** the contents of paper 69/25 which reported on the matters considered at the 25 June 2025 meeting of its Environmental Sustainability Committee. The paper was taken as read. The Board **APPROVED** the change of the name of the committee to the Environment and Sustainability Committee.	
	Property Supervisory Committee update The Board **NOTED** the contents of paper 70/25 which reported on the matters considered at the 09 July 2025 meeting of its Property Supervisory Committee. The paper was taken as read.	
25/112	<u>**Revised Terms of Reference for the Nominations and Remuneration Committee**</u> The Board considered the contents of paper 71/25. The contents of the paper were then **NOTED** and the Board **RESOLVED** to adopt the terms of reference with immediate effect.	
25/113	<u>**2026 Network Rail Performance Reports Schedule**</u> The Board considered the contents of the 2026 Network Rail Performance Reports Schedule and the dates of the future 2026 meetings dates. The Board considered and **APPROVED** the 2026 Network Rail Performance Reports Schedule.	
25/114	<u>**Board Report**</u> The Board reviewed the comprehensive Board report. The Board focused its discussion on the following items: • A recent cyberattack on a supplier to LNER was noted, and the company's subsequent engagement with the National Cyber Security Centre (NCSC) to encourage greater attention being given to the risks of data breaches in the supply chain, which will have a wider relevance to national infrastructure. Internally, the company was improving its assurance over the supply chain in relation to cybersecurity. • On going work to address power supply resilience issues relating to Distribution Network Operator (DNO) owned assets that have resulted in the electrical system operating in a degrade mode. Work was underway to commission new equipment to support the introduction of the ECML timetable. • Regarding Train Service Performance, the relative improvement in very hot weather performance of track assets was noted, particularly with regard to speed restrictions and track buckles. Conversely the summer pattern of signalling equipment failures caused by a combination of extreme diurnal ranges and solar gain was noted and	

therefore the prioritisation of maintenance and renewal of signalling assets at critical junctions for future years.

- The requirements for improvement in train performance referred to in the Chair's Letter. The Board noted that the company should continue to do more to understand timetable fragility and improving its operational response to incidents, however, achieving a 90% OnTime performance would require significant additional investment in the infrastructure.
- The need to monitor underspend on the portfolio of RNEP programmes.
- The work to improve assurance of the completion of SINs,
- 4 principal challenges to Network Rail achieving its goals: working within a volatile, open system with millions of highly distributed assets, deeply localised cultures, focussing on prescriptive standards and processes (that were often unattainable) rather than capable leadership, and assurance that is not sufficiently robust.
- The uncertainty around the approach to open access under GBR.
- The improved collaboration on addressing risks with HS2 following Mark Wild's appointment and the potential for tension being created by the push for additional train paths for HS2 services on the conventional network greater than that which is realistically achievable, updates regarding the end state railway considerations, the work of the HS2 Integration Steering Group and the Euston Delivery Company.
- The business case for use of additional protection for trackworkers and the need to make it simpler for people to implement.

**Fiona Ross joined the meeting.*

The Board considered the Chief Financial Officer's report.

The Board focused its discussion on the following:

- The Spending Review and the current underspend on major projects in the RNEP portfolio.
- The concern it was unlikely that the train performance target would be achieved by year end.
- Updates on Platform4, Project Reach and East West Rail.
- The potential impact of quantum computing on cybersecurity, and the significance of supply chain robustness in this area. The Board requested clarity on the steps being taken by the company to protect against the risks of quantum computing, noting that cybersecurity would be considered in detail at the next Audit & Risk Committee.
- The postponement by HS2 of the reset of HS2 works at Old Oak Common by 6 months. The Board requested regular updates to be provided in the Chief Executive's section of the Board Report, and a detailed update on the reset at an appropriate point to be determined by the Chief Executive. JW
- The Board requested that the next safety performance report from the Group Safety & Engineering Director includes a focus in the variability between the regions on assurance and their approaches to improving culture at a granular level. MF

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

25/115	**East West Rail Co – update** *Ellie Burrows, David Hughes and Kayleigh Spires joined the meeting.* The Board considered paper 73/25. The Acting Chair welcomed David Hughes (CEO East West Rail), Kayleigh Spires (East West Rail Industry Integration Director) and Ellie Burrows to the meeting. David Hughes provided an overview of East West Rail, summarising its development over the past six years. He noted the ambitious delivery programme and confirmed that East West Rail had strong support from Government, particularly Treasury. He explained that EWR, the company, had been created with the intention that its operations were separate from Network Rail. That intention has changed, and efforts had been made to ensure close alignment with Network Rail, highlighting that approximately half of the project by value would be delivered by Network Rail on its infrastructure and the intrinsically linked nature of its end state operations with the rest of network. He emphasised the strength of the relationship with Network Rail and the ongoing integration efforts. He also referenced the government's review of arm's length bodies and the discussion regarding the potential future incorporation of East West Rail into Network Rail. He expressed his support for this proposal and stated that there would be greater confidence in EWR's ability to carry out its integration role within Network Rail. **Dyan Perry joined the meeting.* David drew attention to some of the challenges faced by the programme, for example created by the uncertainty about the increase in passenger usage that would be created by the proposed Universal theme park, and the Government's wish to accelerate new housing development along the East West Rail corridor. The Board acknowledged the need for Network Rail to plan timetable changes for the incremental changes to the network introduced by EWR and the importance of closer integration, the ongoing work to support the proposal to embed East West Rail within Network Rail, and the potential role of Platform4 in supporting housing development along the line. The Board was interested whether members of the public understood the benefits of the new railway. The Board welcomed the proposal of EWR Co to move to incorporate into Network Rail ahead of GBR being established. The Board requested that a paper be submitted before the end of 2025 outlining the next stages of any such plan. The Board also encouraged EWR to look at the TRU Enterprise & Programme Board model as a potential set up that could be adopted. There being no further questions, the rest of the paper was taken as read and **NOTED.** *David Hughes and Kayleigh Spires left the meeting.*	JW
25/116	**Regional Presentation – Eastern** The Board considered paper 72/25. Ellie Burrows provided a very comprehensive overview of her initial five and a half months in post as Eastern Region Managing Director. She outlined the prevailing challenges within the region, particularly in relation to performance, and advised that existing performance forecasts would require revision. She drew attention to the implications of the December timetable changes, noting that the performance outcome for the period is expected to be 84.5%. She emphasised the disproportionate influence of the Anglia route on regional performance metrics, given that 50% of station stops within the Eastern Region fall within	

	that route, with a slight deterioration on the route, largely driven itself by North London Line performance having a significant detrimental effect, and good performance on the route masking poor performance on other routes. There had been a steady improvement in performance in the North East and East Midlands routes. Performance on the East Coast route was relatively stable, but there was a likelihood of a material deterioration in the performance against the Time to 3 metric following the introduction of the December timetable. Ellie set out the initial steps being taken to support the establishment of an integrated railway with c2c and Greater Anglia. She acknowledged the substantial effort dedicated to the December 2025 timetable changes and stressed the importance of effective communication to ensure customers clearly understood the benefits. The Board sought further clarification on long-term performance expectations and the remedial actions planned to achieve improved performance. It was explained that the current strategy aimed to restore performance levels by the end of the control period through the deployment of various operational levers and by working with operators on service recovery plans. the main drivers for improved performance were GTR's management of its drivers and improving our response to incidents when they occur. An updated performance improvement plan was submitted to the ORR that morning, which considers the impact of the December timetable changes. The Board also requested confirmation that the region was prioritising assurance around ageing assets. Assurance was built around a risk assessment of assets and specific actions were being implemented following the lessons learnt from the Audenshaw derailment. The region was congratulated on the recent ETCS commissioning at Moorgate. Ellie was asked how the region was accessing success against the original business case for digitisation. The region was taking a conservative approach to articulating the benefits; it was a relatively small project and unit costs are high. Discussion took place across the Board regarding the work to improve the culture in depots noting that safety and culture are interconnected. There being no further questions, the rest of the paper was taken as read and NOTED.	
25/117	**<u>Update on Readiness for East Coast timetable change</u>** **Anit Chandarana and Paul Rutter joined the meeting.* The Board considered paper 74/25 Ellie Burrows reported that, since the previous update to the Board, there had been a marked increase in industry-wide collaboration. She referenced the base plan, and the specific challenges associated with Stevenage, noting that train operators were broadly supportive of the proposals, with a soft launch having been agreed. She outlined the assurance process currently underway, the stages involved and engagement with relevant staff and highlighted the reduction in the number of 90-second dwell times. She also identified key train services within the timetable that could materially affect overall performance and noted that depot delivery was operating to a tight plan for completion ahead of the new timetable's implementation. Overall, she conveyed confidence in the plan, while acknowledging the substantial volume of work remaining.	

	Anit Chandarana drew attention to the planned works in the Leeds and York area scheduled for January 2026, and advised that customer communications regarding these changes would commence at the end of September. Paul Rutter emphasised the volume of work underway and noted some of the lessons learned and progress made. The Board requested further detail on the assurance process concerning train crew readiness for the upcoming changes, as well as contingency plans should rollback be required. It was confirmed that rollback strategies varied by geography, with clear communication protocols in place to guide actions in the event of operator-related issues affecting the new timetable. The Board requested a more rigorous assessment of train crew preparedness, with updates to be provided at future meetings through the CEO report prior to December 2025. It was agreed that the information concerning the December timetable changes being shared with sGBR would also be circulated to Board members in correspondence. There being no further questions, the rest of the paper was taken as read and **NOTED**. **Anit Chandarana and Paul Rutter left the meeting.*	AC JW
25/118	**<u>TransPennine Route Upgrade Quarterly update</u>** *James Richardson, Gordon Kells and Farha Sheikh joined the meeting.* The Board considered paper 76/25. Ellie Burrows provided an update on the progress of the programme, drawing attention to the digital strategy, depot strategy, and procurement concerns relating to the acquisition of new trains. She also highlighted the implications of the recent spending review, particularly its impact on infrastructure development in the area north of York. James Richardson addressed matters relating to health, safety, and wellbeing, noting a stabilising and improving trend across key indicators. He summarised the detailed information contained within the meeting pack, which was acknowledged by the Board for its comprehensive nature. In response to questions from the Board, the integration efforts involving multiple TOCs were discussed. Suggestions were provided to support progress in this area. There being no further questions, the rest of the paper was taken as read and **NOTED**. *Ellie Burrows, James Richardson, Gordon Kells and Farha Sheikh left the meeting.*	
25/119	**<u>Network Rail Health, Safety and Wellbeing update</u>** **Martin Frobisher, Priti Patel and Martin Jones joined the meeting.* The Board considered paper 75/25 Martin Frobisher presented the key points from the Board paper, noting that the document would also be used to support a presentation to the Office of Rail and Road (ORR) by the	

	chair of the SHEC Committee. He reported on the longer-term improvements in Fatality Weighted Injuries (FWI) and Lost Time Injury Frequency Rate (LTIFR) and highlighted the weather-related impact of embankments suffering from soil moisture deficit. He also noted the constructive collaboration with the ORR and their positive response to the appeal made to the weld fume improvement notice. In relation to the Audenshaw incident, he referenced the improvements outlined in the paper and noted there had been a discussion on the incident at SHEC Committee. He advised of the implementation of new systems via NEST and Citadel to record data on operational property. He drew attention to the Rail Accident Investigation Branch (RAIB) comments regarding over speeding risks and the ongoing work to identify appropriate solutions and locations. He also highlighted recent level crossing incidents, the tunnel risk assessment, Legionella concerns, and the Special Inspection Notice which had been issued. The Trackworker Safety Programme and its associated OPEX costs were also noted. In response to Board questions, he provided further comment on over speeding, particularly the unique risks posed by rapid acceleration when diverging routes were set. Martin Jones added that track monitoring speed data was being used to inform mitigation strategies, although further assessment and data collection were required. The Board requested comment on the near misses referenced in the meeting pack. Martin Frobisher elaborated on progress with lookout procedures and the development of location-awareness technology by Transport for London, which supports better situational awareness on the infrastructure. He also noted a reduction in simple line blockages and a slight national improvement in high-potential workforce incidents. Regarding trespass incidents, the Board sought assurance that the company understood emerging patterns and was informed that behavioural specialists had been appointed to assist with this. The Board queried the length of time taken to recover the railway. It was explained that the involvement of British Transport Police (BTP), as well as Network Rail staff contributed to the extended durations. The Board also sought further insight into the positive collaboration with the ORR. Martin explained that significant time and effort had been invested in strengthening the relationship, including improvements in the quality of presentations delivered at SHECC, which had enhanced communication and trust between Network Rail and the ORR. Regarding earthworks, the Board requested clarification on assets overdue for examination by more than six months. It was confirmed that this issue was network-wide, and improvements were anticipated through the use of satellite-based radar technology to accelerate assessments. Regarding depot assessments, he noted the use of a suite of indicators to prevent reliance on single data points (“false greens”) and to identify where further assessment was warranted. Finally, the Board requested comment on future development areas. Martin outlined several initiatives, including the developing Rail Hub to ensure timely access to critical information, improved processes to enhance infrastructure awareness, implementation of remote disconnection devices to enable system lockouts, and early warning indicators to provide assurance insights ahead of potential incidents. There being no further questions, the rest of the paper was taken as read and **NOTED**.	

	** Martin Frobisher, Martin Jones and Priti Patel left the meeting.*	
25/120	**<u>Rail Reform – Path to GBR Day One</u>** **Lisa Calmiano, Michael Clark and Pauline Holroyd joined the meeting.* The Board considered paper 77/25. Introductory remarks were made regarding the accompanying paper, noting that further focus would be given to this topic at the forthcoming Board Strategy Day. It was emphasised that the paper served as an initial socialisation of the potential organisational construct for GBR. Pauline Holroyd introduced Lisa Calmiano (Programme Director for GBR-NR Readiness). Lisa Calmiano outlined the work underway to present the material to the Secretary of State for Transport. She explained that the process to determine the Day 1 date for GBR was ongoing, with the target of standing up GBR within 12 months of Royal Assent and the designation of GBR as the integrated rail body, including alignment with the access framework. She noted that further clarification was required on the transition plan, the corporate structure of GBR, and the workforce strategy. These elements would collectively inform the Day 1 timeline, with a goal to provide clarity before the end of 2025. Additional work was underway to align the Department for Transport (DfT), DFTO, and Network Rail on deliverables and timelines. Significant queries were raised by the Board regarding the role of technology as an enabler in the design of the new organisation. Specific concerns were noted around security by design, transparency, and the establishment of a clear audit trail in relation to artificial intelligence. The potential for business risk was flagged. Further discussion focused on the emerging engineering model and whether the proposed approach would enable GBR to become a truly technology-centric organisation. The Board also highlighted the risk of prioritising organisational design over passenger outcomes. The Board 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. Comments were made requesting information on any comparative examples of this process and options for governance arrangements. It was highlighted that there were few if any examples within industry of 17 companies merging in a short space of time. Examples from M&A activity within the private sector were noted. Further detail was provided on the operational structure, noting that different parts of GBR would have distinct reporting lines supported by centralised functions. The matrix nature of the structure was highlighted, with organisational design shaped by GBR's capabilities and activities. The merits of devolved operations across GBR was also emphasised, with the structure needing to reflect the realities of the wider rail system. The size and role of the executive team was considered. In terms of comparable examples, it was noted that work was underway with the National Health Service in the UK and internationally to draw relevant lessons.	PH

	Suggestions were made to strengthen the language around the safety validation process. The route to revenue growth was discussed, including the underlying assumptions and the potential synergies across the merging entities, which would require further exploration. The Board requested clarity on the areas where Network Rail had influence over the design of Day 1 GBR, particularly in preparation for the October Board and Strategy meetings and the joint Board meeting between DFTO and Network Rail. There being no further questions, the rest of the paper was taken as read and **NOTED**.	PH
	GBR legislation and policy framework, and Integrated business units This item was noted as already being covered within the above item. **Lisa Calmiano, Michael Clark and Pauline Holroyd left the meeting.*	
25/121	**Nominations and Remuneration Committee - Board appointment – Paul Marshall** **Paul Marshall left the meeting.* The Board considered paper 78/25. The Board **APPROVED** the appointment of Paul Marshall as a Director to the Boards of Network Rail Limited and Network Rail Infrastructure Limited, effective from 18 October 2025. **Paul Marshall re-joined the meeting.*	
25/122	**Overview of Business Plan 2026 (RF03)** The Board considered paper 79/25. Paul Marshall provided the first quarterly update since the approval of the Plan. He highlighted the successful reduction of the funding gap to £270 million and reported the completion of the Spending Review, which resulted in a funding reduction of £165 million over the control period, a level he confirmed was manageable. He noted that inflation remained a key risk to the Plan, although efficiency targets were currently on track. He expressed confidence in the expectation of further efficiencies through the transition into GBR. In summary, he confirmed that the Plan remained compliant, with no significant deviations from its original drafting. In response to questions from the Board, clarification was provided regarding financial risks associated with certain regional projects. It was explained that while risk prioritisation and funding allocation had not fundamentally changed, inflation and some project overruns had introduced pressures. The Board noted the robust process in place for concluding decisions on deferrals, with ongoing discussions between Finance and Technical Assurance (TA) teams. There being no further questions, the rest of the paper was taken as read and **NOTED**.	
25/123	**Regulatory Financial Statements 2024/25** The Board considered paper 80/25.	

	The Board **APPROVED** the contents of the paper and **APPROVED** the formation of a sub-committee of two board members to sign the Regulatory Financial Statements. There being no further questions, the rest of the paper was taken as read and **NOTED**.	
25/124	<u>**Annual Tax Strategy update**</u> The Board considered paper 81/25. The Board **APPROVED** the Network Rail Tax Strategy.	
25/125	<u>**CP7-8 Fencing & Vegetation Management Framework**</u> **Clive Berrington and Stephen Blakey joined the meeting.* The Board considered paper 82/25 The Board **APPROVED** the Sourcing Strategy, noting the procurement of 13 new Fencing & Vegetation Management Frameworks across four regions, would deliver £1.2bn of spend over 8 years. It was noted that upon Board approval, Cabinet Office approval would be sought. **Clive Berrington and Stephen Blakey left the meeting.*	
25/126	<u>**Committee Updates – verbal**</u> Mike Putnam provided a verbal update on the recent meeting of the Safety, Health and Environmental Compliance Committee held on 03 September 2025. A record of the meeting summary would be included in the pack for the Board meeting in October 2025. Various Board members requested the opportunity to attend a dedicated session regarding the Audenshaw derailment.	
25/127	<u>**DRAFT Board agenda – 23 October 2025**</u> The Board **NOTED** the next meeting would be held in London on 23 October 2025, preceded by a joint session on 22 October with the Board of DFTO.	
25/128	<u>**Any Other business**</u> Sir Andrew Haines, in his final Board meeting as CEO, noted his profound gratitude to the Board for their support and unwavering encouragement over many years. There being no further business the meeting was declared closed at 15:20.	
Date of next scheduled meeting: **23 October 2025 in London**.		
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