

MINUTES OF CALEDONIAN SLEEPER LIMITED BOARD MEETING

Date Monday 26th June 2023

Time 10.00 to 11.00 UK time

Location Microsoft Teams

Present: David Lowrie (DL) – Non-Executive Director, Chair
 John MacQuarrie (JM) – Non-Executive Director
 Emma Dixon (ED) – Non-Executive Director and Company Secretary
 Carolyn Griffiths (CG) – Non-Executive Director
 Kathryn Darbandi (KD) – Managing Director
 Chris Gemmell (CG) – Finance Director

In attendance Campbell Davidson (CD) – Scottish Rail Holdings Financial Controller
 Magnus Conn (MC) – Operations Director
 [REDACTED] (Minute taker)

Agenda No:	Subject	Action
1.	<p><u>Welcome – Notice & Quorum</u></p> <p>The Chair welcomed all, noting the presence of new board members CG, KD and CG, and that the meeting was quorate.</p>	
2.	<p><u>Declarations of Interest Register</u></p> <p>No changes were noted and the register will be updated to reflect new board members' interests.</p>	
3.	<p><u>Conflicts of Interest</u></p> <p>None noted.</p>	
4.	<p><u>Transfer of Caledonian Sleeper</u></p> <p>The Board noted the successful transfer of the Caledonian Sleeper operation to Caledonian Sleeper Limited (CSL) on 25th June and congratulated the CSL team on their hard work and effort The Chair further noted that Scottish Rail Holdings (SRH) is looking forward to working with CSL colleagues.</p>	
5.	<p><u>Update from CSL Executive</u></p> <p>The Managing Director updated the Board on the smooth running of the Caledonian Sleeper operation over the transition date. The</p>	

	<p>business is now focusing its attention on the Grant Agreement, noting that a number of further updates and amendments are required to better reflect the service and its delivery.</p> <p>The Board noted the side letter to the Grant Agreement entered into between CSL, SRH and Transport Scotland (TS) at completion which commits those organisations to review the Grant Agreement through a formalised process intended to conclude within the next six months.</p> <p>The Managing Director drew the Board's attention to the Transitional Services Agreement in place with Serco to continue the provision of certain services to CSL, noting some of the opportunities that CSL may wish to explore following transition.</p> <p>The Managing Director highlighted areas where CSL requires additional support to ensure compliance with its public sector obligations, including freedom of information requests and data protection and outlined the measures that have been put in place to cover immediate requirements.</p> <p>It was agreed that SRH's Financial Controller would work with the Managing Director and Finance Director to develop a view on CSL's budget for the year.</p> <p>It was noted that work continues between CSL and consultants to identify and develop additional resources to support safety matters.</p> <p>The Operations Director provided a brief update on CSL performance.</p> <p>The Managing Director noted that the Board's approval will be sought imminently in respect of a couple of property leases and an update on timing for these decisions will be provided in due course.</p>	
<p>6.</p>	<p>AOB</p> <p>None noted.</p>	
<p>7.</p>	<p>The meeting closed at 10.50am and the date of the next meeting will be confirmed in due course.</p>	<p>Company Secretary</p>