DFTO Board Minutes – Wednesday 28 January 2026

Minutes of a meeting of the Board of Directors of DFTO Ltd held on 28th January at Waterloo General Offices.

Meeting details

Present: Richard George (Chair) (RTGG); Alex Hynes (AH); Chris Gibbs (CG); Richard Harrison (RH); Steve Murphy (SM); Kathryn Cearns (KC); Harriet Kemp (HK); Ashley Ibbett (AI).

In attendance: Suzanne Donnelly (for item 9) (SD); Chris Lawton (for item 6) (CL); Pauline Holroyd (Adviser) (PH); Rupert Lown (for item 3) (RL); Jenny Henderson (JH); Andrew Haines (Observer) (ANH); Jamie Burles (for item 6.3) (JB); Lawrence Bowman (for item 6.3) (LB); Steve White (for item 6.3) (SW); Karen Lewis (for item 8) (KL); [Redacted] (for item 11); [Redacted] (for Minutes)

Apologies: Steve Murphy.

1. Notice, Quorum and Register of Interests

1.1 Notice and Quorum

The Chair reported that due notice of the meeting had been given, was quorate and accordingly, the Chair declared the meeting open

1.2 Register of Interests

Changes to reflect:

- Removing Richard George's entry
- Adding in Andrew Haines entry

2. Minutes of Previous Meeting

Minutes of the previous meeting were noted and approved with minor amends.

3. Actions Arising from Previous Minutes

Action A113/2025 update: This has been repurposed for the upcoming DfT transfer with sign off unlikely not until the autumn.

Update: Ongoing.

Action A146/2025 update: RL will take a follow up action to create a proposal letter considering security more broadly drafting in Trisha Haynes and Lucy D'Orsi. Closed.

A147/2025 update: The Board agenda going forward will include a Security Engagement item that RL will lead on. Closed.

Action A149/2025: JH to provide update on Governance arrangements and report back to board.

Update: To be brought to the February DFTO Board Meeting**.**

Action: A151/2025 update: KC to discuss with DfT next steps for the Framework Document and potential impact on NAO audit/regulatory statement.

Update: This remains as ongoing.

4. Safety, Compliance and Sub Committee updates

4.1 CEO safety and Compliance

Over speeding is a hot topic with TOCs and ORR discussing how this risk can be managed nationally.

Northern – Review is underway on compliance in relation with licence conditions on Accessibility. Is currently with PwC with findings report due. AH will provide a further update at the next DFTO Board Meeting. **Action: AH to share the PwC report to The Board**

4.2 TOC SHE Committees Update

Sanders are not being fitted to 158 fleet until the Autumn. General unhappiness with the approach from the supplier with the Board requesting RL take an action to obtain an update on the situation. **Action: RL to update the Board with an update at the February meeting.**

TransPennine route tunnel fire – Tunnel is aiming to be reopened soon.

Noting for the minutes ANH left the meeting at this point.

4.3 Audit & Risk Committee Update

Meeting scheduled for 10th February with progress continuing with NAO and the audits.

4.4 Remco

Greater Anglia EOI process – Successful launch. Work continues on the business case with further review needed on benchmarking and consolidated numbers.

Integrated Business Planning Director – Approved (although subject to ministerial approval).

Rail Sector Senior Pay Review – Further discussion is needed on this with a dedicated Remco session to be organised. **Action: [Redacted] to organise a benchmarking specific Remco meeting.**

PRP – Tim Craddock is working on a paper for the next Remco meeting looking at addressing what the maximum payouts are (noting the feedback from [Redacted] and tapered payouts curves).

More widely the Board discussed the skills matrix exercise that was conducted some months ago in identifying the skills gap and experience to be brought into the DFTO Board by way of further NEDs.

5. CEO Company Update

PRP – Noting the concern on lack of 25/26 targets pay out and losing key individuals to private sector TOCs. Further thought is needed on how this can be progressed.

Business Plans – RH is leading on this on behalf of the DFTO Executive Team. Proposing that this is brought to the February Board Meeting on how this will shape up with the March Board as our sign off point for approval. **Action: AH to provide a slide deck for the February Board Meeting and then bring Business Plan item to the March Board for sign off.**

DfT are working closely with DFTO HR colleagues to try and fill any gaps there may be in the leading up to DfT transfer in recruiting.

6. Industry Reform

6.1 DFTO 2026 Programme

The Board was asked to approve the unbudgeted spend of the DFT transfer costs that will be incurred prior to 31 March 2026. DFTO expects to incur approximately £2 million of costs in 2025/26 to support the transition of DfT's Rail Services Group (and other DfT staff) into DFTO.

The Board **approved** this unbudgeted spend of the DFT transfer costs in this financial year.

6.2 GBR Design

Concern raised with CRG funding should they be unable to transition on 1st April. A further discussion will take place at the Executive meeting when FTR attends.

6.3 Integration

The Managing Directors of SET (Steve White), SWR (Lawrence Bowman) and Anglia 9Jamie Burles) joined the meeting and they jointly presented the progress being made in their integrated business units (Alliances).

Board was asked to note the opportunity for greater integration between NR and train operators presents to deliver early integration benefits for customers and funders.

The Board **noted** the opportunity for greater integration and **discussed** the approach to establish IRs.

Noting for the minutes ANH returned at this point of the meeting.

7. Train Performance

Warrick Dent will be invited to future meetings to provide an update on Train Performance. The Board discussed that the reports should be forward looking rather than simply reporting past performance.

7.1 Network Performance Board (NPB)

The Board noted wider conversations are needed on how papers can have a more forward looking focus.

8. HR Update

8.1 Relevant IR Issues

[Redacted]

[Redacted]

Monitored risks:

[Redacted]

Industry wide issue:

Body Worn Cameras. Informal talks at industry level to seek an agreed outcome.

Outsourcing. We are monitoring and using contacts in TfL to identify how this may impact.

[Redacted]

9. Revenue Update

[Redacted]

Large increase in number of passenger assists compared to last year. The Board would like a more granulised view of this data to understand which types of passengers and the type of assistance required. **Action: SD to review if passenger assist data can be scrutinised to provide clearer information on the reasoning behind the increase in passenger assists.**

Noting for the minutes PH joined the meeting at this point.

10. Public Ownership Transfer Programme

The Board noted that the West Midlands Transfer was ready to go on 1st February.

No further update.

11. Finance, Commercial, Efficiencies

11.1 Finance Update, subsidy and budget

No further update.

11.2 Procurement & Efficiency Initiatives

Paper being submitted to upcoming ARC meeting on Pensions and GBR.

11.3 NAO

The Board are requested to provide approval of the fee proposal from the National Audit Office (NAO) for their statutory auditor duties.

Noting the fee proposal, the Board approved.

11.4 Commercial & Contracts Executive Committee (CCEC) – Board Reporting

The Board was requested to note the ToR for this meeting forum.

The Board noted and approved the update with comments raised to ToR, amendments were needed to ensure we steer away from calling this forum a 'board', it is an Executive meeting.

11.5 TOC Delivery Plans

No further update.

12. General Legal and Compliance

[Redacted]

13. Cyber Security

The Board requested an update is provided on whether DFTO TOCs operate with multi authentication (noting this is formed of the wider plan on the TOCs list for cyber standards). Action: RH to liaise with [Redacted] and provide the Board with an update on multi authentication.

14. Governance

Resignation of Robin Gisby as Director

1. It was noted that a letter had been received from Robin Gisby confirming his resignation as a director of DFT Operator Limited effective 23rd December 2025.
2. It was confirmed that the Company Secretary has made the necessary filing at Companies House.

Appointment of Andrew Haines as Director

1. A letter of willingness to act as a director of the Company, dated 28 January 2026, was produced at the meeting.
2. The Chair proposed that Andrew Haines be appointed as a director of DfT Operator Limited, such appointment to be effective from 2 February 2026.
3. It was resolved by the board of directors that such appointment be approved in accordance with the Company's articles of association.
4. The Company Secretary was instructed to make the necessary filing at Companies House.

Resignation of Richard George as Director and Chair

1. Richard George confirmed that he was resigning as a director and Chair of DfT Operator Limited, effective from 1 February 2026.
2. The Company Secretary was instructed to make the necessary filing at Companies House.

15. Communications Update

Nothing further added.

16. Forward agenda

Once received, the Board will review the meeting structure in line with the new Chair's Letter. The Board would like to see a more strategic approach to papers going forward, noting a desired steer away from verbal updates where possible.

The Board thanked RTGG for his tremendous contributions to DFTO and the wider rail industry.

17. Meeting Review

The Board was content with the papers and the meeting (pending the arrival of the Chair's Letter).

18. Any Other Business

N/A

19. Date of Next Meeting

Wednesday 25th February 2026