



General Counsel

Scottish Rail Holdings Limited

Scottish Rail Holdings Limited (SRH) is an limited company whose sole shareholder is the Scottish Ministers. SRH has been set up with the express purpose of overseeing the governance of train operating companies under Section 30 of the Railways Act 1993. SRH act as the “owning group” of the operating companies and provides separation between Transport Scotland as strategic policymakers and the direct management of train service delivery by its subsidiaries ScotRail Trains (SRT) and Caledonian Sleepers Limited (CSL).

SRH’s role is to oversee the delivery of services, targets and KPIs by its subsidiaries, including commitments within its Business and Corporate Plans, and to support SRT and CSL in the development of policies and projects. In addition, SRH oversees performance of each of its subsidiaries against a Grant Agreement. SRH liaises with the Transport Scotland Sponsorship Team on matters relating to SRT and CSL and its performance.

SRH is classified as an Executive Non-Departmental Public Body (NDPB) and reports to the Scottish Ministers, with its obligations set out in a Framework Agreement with Transport Scotland, who are responsible for transport policy and strategy.

Location

The role will require in person attendance at the board meetings of SRH and its subsidiaries, SRT and CSL, and their Board subcommittees. Meetings are ordinarily held in Glasgow, however travel to other locations in Scotland may be required occasionally. It is expected that other aspects of this role can successfully be fulfilled with a combination of both office and home/remote working, details of which are to be agreed in advance with the SRH General Counsel.

Overall Accountability

This role will provide accurate, relevant, commercially focussed, and timely advice to the business on a wide variety of legal topics and act as the primary point of contact for all legal advice. The General Counsel will also ensure that Scottish Rail Holding Ltd (SRH) complies with all its governance, financial and legal compliance requirements, as well as maintaining exacting standards of corporate governance across SRH and its subsidiaries. Company Secretary activities will also form part of this role, including ensuring that accurate minutes of all Board meetings. The role of Deputy Company Secretary will ensure compliance with the agreed governance cycle of all Board

and Subcommittee meetings, to include production of agendas, papers collated and submitted, meetings managed, minutes drafted and actions followed up.

The role will also have responsibility for audit and risk, with a the role of Audit and Risk Lead responsible for making recommendations on how best practice can be implemented across the SRH Group.

The General Counsel will also have responsibility for the corporate strategy programme which will facilitate the full setting up of SRH and to ensure that the operating model with SRT is fully embedded. As well as acting as a point of communication between the board of directors and the Scottish Government. Duties will cover SRH and its subsidiaries.

Key Duties and Responsibilities

In this post you will be responsible for:

Corporate Strategy

- The role will lead on supporting SRH in establishing the SRH operating model and associated processes and procedures.
- Work with the leadership team to establish the target operating model for SRT which is efficient and effective and seeks to reduce the subsidy level for the business.
- Hold the TOC accountable for the delivery of their corporate strategy programme.
- Oversee SRT's legacy Abellio subsidiary contract review programme, ensuring that SRT has a procurement programme that meets all the deadlines for break clauses, contract ends, and approval processes with SRH and TS sponsor where necessary.
- Develop the strategy for contracting or bringing "in house" activities, and where in house evaluate options to undertake these activities in SRT and/or other SRH subsidiaries.
- Oversea the migration of future subsidiaries to SRH.
- Lead on SRH's strategy around 'Green Scotland.'
- Prepare Year 1 Business Plan (and future years) and present to the Board.
- Reporting on progress of the corporate strategy.

Regulatory Reporting:

- Maintaining the company's statutory books, including:
 - a register of present and past directors and secretaries
 - a register of all shareholders, past and present and their shareholdings
 - a register of any charges on the company's assets
 - minutes of general meetings and board meetings
 - a register of the debenture holders (typically banks)
- Filing annual returns at Companies House. Other documents which must be filed include the directors' report and auditors' report and financial statements, including details of the company's assets and liabilities.
- Informing Companies House of any significant changes in the company's structure or management, for example the appointment or resignation of directors.
- Establishing and maintaining the company's registered office as the address for any formal communications. Ensuring that all the company's business stationery carries its name, registered number, country of registration and registered address. These details must also appear on the company website, emails, order forms and invoices.
- The role will attend both board meetings, organise the meetings, organise the appointment of directors and committee members, prepare the minutes and be responsible for good corporate governance in both companies.
- The role will be responsible for the management and publishing of agreed board minutes.

- Ensure that Scottish Rail Holdings contribute to the Scottish Government's primary purpose of increasing sustainable economic growth by aligning its aims and objectives with the Programme for Government, Scotland's Economic Strategy and National Performance Framework.

Governance:

- This role will provide accurate, relevant, commercially focussed, and timely advice to the business on a wide variety of legal topics and act as the primary point of contact for all legal advice.
- Responsible for the legal spend within SRH.
- Arranging meetings of the directors and key stakeholders. This responsibility will involve the issue of proper notices of meetings, preparation of agendas, circulation of relevant papers and taking and producing minutes to record the business transacted at the meetings and the decisions taken.
- Ensuring the security of the company's legal documents, including for example, the certificate of incorporation and memorandum and articles of association.
- Ensuring that the Scottish Government policy for the filing and retention of documents is fully complied with.
- Advising directors on their duties, and ensuring that they comply with corporate legislation and the articles of association of the company.
- Providing support to the SRH Chair and Non-Executive Directors, including induction, provision of meeting papers and authorising expenses.

Board Responsibilities:

- To manage the calendar invites for all Board meetings and associated Governance meetings, ensuring all meeting are quorate.
- To ensure that all Board meeting and associated Governance meeting papers are sent one week in advance of the date of the meeting.
- To take detailed and accurate minutes at all Board meetings and associated Governance meetings.
- Circulate the minutes of all meetings in a timely manner to all attendees.
- To manage the actions following all Board meetings and associated Governance meetings, ensuring that updates are available in good time.
- To consider, review and propose changes to Framework Agreement as necessary every 3 years.
- To provide assistance to Scottish Ministers in the execution of their Section 30 duties under the Railways Act 1993.
- To assume the oversight, governance, and stewardship in respect of all of the activities of ScotRail Trains Ltd including but not limited to oversight of safety.

Governance Responsibilities:

- The role holder will attend the following Boards and Committees: SRH Board, Scotland's Railway Alliance Board, Scottish Rail Holdings Limited Nominations and Remuneration Committee, ScotRail Trains Limited Board, ScotRail Trains Limited Board Safety, Health and Environment Committee, Scotland's Railways' Stakeholder Board, Strategic Rail Board.

Essential Criteria

Specialist Expertise

- Educated to degree standard or higher.

- Solicitor admitted to practice in Scotland, with at least 7 years' PQE with a reputable law firm and/or in-house.
- Some in-house experience within a complex, highly regulated industry, with a focus on service delivery.
- Expert understanding of contracts, commercial and public procurement law.
- Professional and collaborative approach, with the ability to build and maintain strong professional relationships across the business and with key external stakeholders (including the Government and Network Rail).

Person Specification

- The role holder will have the integrity, skills, and judgement necessary to be a proactive Board member.
- Excellent communication (written and oral), negotiation, drafting and organisation skills.
- Excellent problem solving skills with a proven track record of delivering excellence.
- Quick thinking, able to navigate areas of law which may not be within their expertise, focused on the result and minimising risk to the business.
- Ability to work in a highly autonomous role.
- A high standard of knowledge and use of Microsoft Word.