

## **Board terms of reference**

### **Composition**

|                    |   |
|--------------------|---|
| Chris Page         | Chair, London & South East Branch liaison                   |
| Jerry Alderson     | Finance and IT Director, EA/EM/Lincolnshire Branch liaison  |
| Roger Blake        | Infrastructure Director, Thames Valley Branch liaison       |
| Ian Brown          | Policy Director, Freight Director, WM/Wales Branch liaison  |
| Allison Cosgrove   | Vice Chair, Passenger Director, Scotland/NE Branch liaison  |
| Neil Middleton     | Communications Director                                     |
| Stewart Palmer     | Governance Director, Wessex/Devon & Cornwall Branch liaison |
| Mike Rose          | Freight Director, Yorkshire/NW Branch liaison               |
| Wendy Thorne       | Membership Director, Severnside Branch liaison              |
| Reports to:        | Members at AGM  |
| Quorum:            | The lesser of six or 50% of eligible directors              |
| Meeting frequency: | Three times per year  |
| Also attending:    |   |
| William Whiting    | Board Secretary   |
| Trevor Davies      | Company Accountant  |
| Ray King           | Railwatch Editor  |

### **Objectives**

- Determine Railfuture's vision, mission and strategic aims (given below)
- Plan national activities within resources available and manage them effectively
- Determine and monitor Railfuture's policies and campaigns to achieve Railfuture's strategic aims
- Engage with branches and members to ensure that Railfuture speaks with one voice
- Enhance Railfuture's public profile and reputation, ensuring that it presents a professional image
- Create a sense of belonging – a feeling of identity, common interest and mutual support - among our membership
- Assess the performance of the chair, board, groups and branches and take any improvement actions or organisational changes necessary
- Ensure that Railfuture complies with legal and financial requirements and standards of good corporate governance and financial prudence.

### **Key areas of business**

1. Implement the strategy for board effectiveness and development of Railfuture agreed by the board on 3 June 2017 (BRD-CP-20170603-A Railfuture Strategy Paper refers).
2. Agree Railfuture policy, take policy positions in response to current issues, and explain our policy position to branches and members
3. Change the perception of Railfuture to attract more new and active members.

### **Responsibilities**

- Set and review priorities on an annual basis via an annual work plan
- Approve an annual budget for Railfuture's overall expenditure
- Monitor financial performance to effectively manage the assets of Railfuture

- Ensure effective and efficient use of the resources available to groups and branches
- Identify, control and manage the risks associated with achieving Railfuture's objectives
- Ensure that communications both within Railfuture and externally are in accordance with Railfuture policy
- Be aware of and promote equality, diversity and inclusion
- Identify, be aware of and respond as appropriate to relevant external developments that may affect the work of Railfuture
- Be proactive in identifying and evaluating new opportunities for the advancement and development of Railfuture
- Consider the marketing opportunities of Railfuture's policies
- Consider the international implications of Railfuture's policies
- Consider the impact actions taken in conducting its responsibilities have on members
- Consider the environmental impact of actions taken by Railfuture
- Maintain a mitigation plan for risks to Railfuture's financial security
- Consider issues relating to the governance of Railfuture and where appropriate propose changes to the Articles of Association and/or actions to support and educate the membership on expected conduct and professionalism
- Consider how developments in information, communication and engineering technology may be exploited for the benefit of members or stakeholders
- Determine the agenda, resolutions and programme of the AGM
- Review Board roles annually, assigning elected members or co-opting members if required
- Define the events required to engage branches and determine their agenda, themes and content
- Ensure that terms of reference, procedures and practices are reviewed annually
- Consider recommendations for the appointment of Vice-Presidents and the Honorary President
- Ensure that candidates for board are aware of their responsibilities as directors
- Ensure that board members are supported to fulfil their role as directors through a framework of learning and development
- Review annually the terms of reference of the board and make changes as required
- Ensure the continuity of the board and of Railfuture.

## **Railfuture's guiding principles**

### **Our Vision:**

An independent organisation whose views are respected by the rail industry, to which decision-makers come for advice and which rail users are proud to join

### **Our mission:**

To be the number one advocate for rail users and the rail industry

### **Our vision for the railways:**

- Deliver a better service to rail users
- Deliver a bigger rail system which offers more journey opportunities
- Transfer more freight from road to rail

### **Our strategic aims:**

- Earn respect for Railfuture and its members by defining a realistic position on key issues
- Build our influence by identifying, engaging and supporting key stakeholders
- Deliver a bigger better railway by identifying and actively pursuing key campaigns
- Raise our profile by promoting our position on key issues and our campaigns consistently to stakeholders, members, potential members and the public via all channels
- Attract and retain a wider range of members and encourage them to be active.