

**Unapproved Minutes of the 18th Annual General Meeting of Railfuture Ltd
Held at Senate House, University of London, Malet Street, London WC1E 7HU
On Saturday 15th July 2023 – 11:00 to 15:30**

Lists of those present, apologies for absence, and proxies appointed, are tabled as appendices in the full version of these minutes. Seven of the nine directors were present – Chris Page (Chair), Allison Cosgrove (Vice Chair), Jerry Alderson (Finance & IT), Roger Blake (Infrastructure and Networks), Ian Brown CBE (Policy), Neil Middleton (Communications), Stewart Palmer (Corporate Governance). Pete Myers and Wendy Thorne (Membership) were not present. Christian Wolmar, Honorary President, was also present.

There were 52 members and representatives present at the AGM (35 of whom had recorded their attendance in advance), but not all were in the room all the time. A few also observed via Zoom (but were not able to vote as the Articles of association did not allow it).

Morning Session

Note: The items below are as shown in the order that of the published agenda. Owing to Christian Wolmar's late arrival, item 5 (Honorary President's Address) was conducted after item 6 (National Chair's Address).

1. National Chair's Welcome

The National Chair, Chris Page, welcomed members to the meeting and to anyone present for the first time. He set out the emergency evacuation and domestic arrangements, also thanked the London & Southeast Branch for their support in its organisation.

2. Procedures

As is customary, the chair briefly reminded members of the standing orders for Railfuture's company meetings (www.railfuture.org.uk/display1216) and how they affect the running of the AGM.

3. To read and approve the minutes of the 17th AGM held in Bristol on 16 July 2022

Some printed copies of the minutes were available, some members had brought along their own copy and they could also be read online www.railfuture.org.uk/display3250 (public version) or log into Self-Care on the website using your Railfuture number and PIN to view full version.

Acceptance proposed by Peter Palmer, seconded by Geoffrey Wood. Votes: 34 in favour, none against, no abstentions. The minutes were therefore approved without changes.

4. Matters arising from the minutes

The Chair reported on the death of several members during the year, especially Adrian Shooter, Keith Dyall, Mike Rose, William Whiting, Peter Lawrence, Charlie Burns, John Sparrow, Micheal Caton MP, David Bertram MP, Charlie Morris. A PowerPoint slide of photographs was shown and a minute's silence was observed in memory of those passed. There were no other matters arising from the minutes.

5. Honorary President's Address (This item was taken out of order because of Christian Wolmar's delayed arrival)

Christian Wolmar, Railfuture's Honorary President, said that in more than 25 years of having covered the rail industry, there was now an astonishing period of political change at Prime Minister and Rail Minister level and the railway had lost support at "number 10". Government instructions not to travel unless essential during COVID hit rail badly.

GBR legislation had been delayed and the railway was in a state of limbo. He was concerned about service quality reductions, such as switching off Wi-Fi on trains as an example of the government striving for cost reductions. He criticised the proposed widespread ticket office closures and said that Railfuture needs to defend the industry.

[Note: at the 2022 AGM, Christian accurately forecast that the focus would be on rail financing and how to reduce expenditure, both in terms of capital and operating costs.]

Members showed their appreciation of Christian's contribution to the meeting.

6. Railfuture National Chair's Report

Chris Page said that the year had been dominated by four issues that impacted on rail's future: a) the Government's response to the reduction in travel due to the Covid pandemic (service cuts and cost); b) disruption and efficiency for the future; c) capital funds held to current levels meaning a real cut and d) delays in decision making – including Great British Railways, electrification, Euston HS2 etc. However, there had been some success for Railfuture, including improved engagement with DfT and roundtable meetings. Railfuture was campaigning against proposed ticket office closures, but in a constructive rather than reactionary way (as Neil Middleton would describe – see below). On the railway, the East West Rail route between Bedford and Cambridge had been defined, opening of Elizabeth Line and Barking Riverside (the latter partly due to Railfuture's past campaigning) and fare increases in London below inflation and lower than RPI increases nationally (salary increases link for the first time).

Questions/comments were raised by Ian Brown, Peter Wakefield, Charlie King and others. These covered the effect of national policies, expenditure on road/air increases in comparison with reduction in rail finance, the national benefit of rail and the need to increase freight volumes and passenger numbers. Charlie King complimented the work by Neil Middleton (Director) on a range of fares issues. Allison Cosgrove (Director) said that Railfuture's one-page "10 Quick Wins" document raised considerable interest, complementing detailed, many-page, documents.

7. To Receive the Annual Report and Financial Statements - year ending 31 December 2022

Jerry Alderson, Director of Finance & IT, provided a summary the key issues relating to the annual accounts, which includes the Independent Examiner's report. He mentioned:

- At the 2022 AGM a better breakdown between income and expenditure (e.g. the lottery) was requested. The presentation has been changed to add clarity.
- Age profile of members and resulting loss of members continues to be a concern.
- Membership is the primary source of income so it needs a boost.
- Encouraging members to move to electronic distribution to contain costs. Paper remains the default for Railwatch and branch newsletter, but directors considering sending annual accounts by email as few members required a hard copy.
- Fighting Fund has been deployed on some key projects.
- Legacies continue to be a welcome source of income and members need to consider if they can help with their wills (used for campaigning activities not running costs). A very generous bequest of £50,000 is due to be received.
- Directors have been looking for better interest rates on our balances, but business interest rates are generally much lower than for individuals, and the identity checking process for opening an account at a new institution is time consuming.
- There has been an encouraging take-up of Direct Debit for membership renewals.
- Allison Cosgrove was thanked by Jerry Alderson for the work she has done promoting the lottery which has generated useful funds.
- Overall, income is stable despite the net loss of members each year and costs are being contained.

Steven Rolph proposed to receive the Annual Report and Financial Statements. Seconded by Charlie King. Votes: 45 in favour, none against, two abstentions. Proxies: 87 in favour, none against, two abstentions and 13 for the Chair (cast in favour).

8. Reappointment of Independent Examiner

The company has been paying Newsham Hanson of North Somerset to examine the accounts prepared by Trevor Davies. They were willing to continue in the role. The motion to reappoint the existing examiners was proposed by Stewart Palmer and seconded by Ben Walsh. Votes: 44 for, none against, no abstentions. Proxies: 89 in favour, none against, three abstentions and 10 for the Chair (cast in favour).

9. To record that there was no ballot for Board Directors

There were insufficient candidates to require an election for the three places. Jerry Alderson, who had latest been elected in 2020, stood again. Peter Myers, who had been co-opted following the death of Mike Rose in October 2020 also stood for election. Stewart Palmer had decided not to do so. Owen O'Neill stood in his place and will now join the Board of Directors. The Election Returning Officer (ERO), Chris Bates, confirmed that no other nominations were received. The meeting noted the position.

Results of past elections can be found at www.railfuture.co.uk/elections/.

10. Appointment of Honorary President and Vice Presidents

Christian Wolmar had agreed to continue as Honorary President prior to the meeting and was reappointed by acclamation.

In respect of Vice Presidents, Stewart Palmer reported on the latest situation following the initial raising of the matter at the 2021 AGM and progress reported at the 2022 AGM. Four were lost due to death in the year. Caroline Lucas had stepped down due to work pressures (she will retire as an MP at the next General Election). He had contacted all the Vice Presidents and asked if they wished to continue. Where no reply was received it was assumed that they did not. The website had been updated to show the remaining VPs. Names suggested at the 2022 AGM were followed up, but none were in a position to take up the role due to potential conflicts of interest. Nina Lockwood, who has a valuable network of contacts, met directors at a Board meeting to find out more about Railfuture, and agreed for her name to be put forward as a VP.

Proposed addition of Nina Lockwood and reappoint current VPs. Agreed by acclamation.

See www.railfuture.org.uk/vice-presidents for the current list. The directors are conscious that there are very few women who are Vice-Presidents, and welcome suggestions of who to approach (please contact Chris Page).

11. Special resolution to revise the Articles of Association (from the directors)

Stewart Palmer introduced this item about changing the Articles of Association to allow remote voting at the AGM, which was intended to a) allow more members to take part and b) to enable an AGM to take place in an emergency scenario such as another pandemic or civil unrest, which would have otherwise prevented it being held. He explained that under the existing Articles, to cast a vote a member needed to be present at the meeting or had to appoint a proxy to vote on their behalf (with or without instruction). This proposed change would allow the person to be either in the room (as at present) or remotely by whatever method was being used for that company meeting.

Strong concerns were expressed by some members that the change would make remote-only meetings possible, but the Chair gave an assurance that it was not the intention and would only ever happen in very exceptional circumstances. Other directors present stressed that the AGM was an opportunity for themselves and other members to meet face-to-face, which was very valuable. Railfuture needs more active volunteers, and the AGM is a good way to encourage more members to get involved with activities. It was also an opportunity to socialise afterwards.

Stewart Palmer stressed that the remote voting at a company meeting would only be offered if the directors were confident that the chosen technology was robust and the venue was suitable (e.g. adequate microphones, speakers and potentially video). Therefore, the change was to enable remote voting when it was possible to do it well, and did not imply that it would be used at the 2024 AGM.

A member asked if the proposal could be amended before voting took place. Jerry Alderson explained that, by law, every member of the company must be given the same text to vote on – people in the room could not vote on text that differed to those who had submitted proxy votes. Moreover, proxy votes had to be counted, by law. The only option available would be for the directors to withdraw the proposal and delay any opportunity for remote voting for another year.

Stewart Palmer proposed to accept revised articles, Allison Cosgrove seconded. Votes: 46 in favour, none against, four abstentions. Proxies: 88 in favour, two against, three abstentions and 10 for the Chair (cast in favour).

As this was Stewart Palmer's last day as a director, having joined the Board in 2015, Jerry Alderson personally thanked him for his hard work and the valuable experience, knowledge and judgement that he had brought, and the relationship he had built with his colleagues. Stewart will continue to be involved in Railfuture.

12. Motions from members

Motions on matters of policy and organisation are discussed at the AGM. No motions were submitted by the deadline, but there was a last-minute emergency motion for members to consider.

Ticket Office Closures. There was a detailed discussion by members on the proposals from train operators (reportedly at the behest of the government) and the conclusion was not to implement the proposals. But it should not be merely a protest – there needs to be an argued case on why not and if they are closed, what is needed in its place.

Neil Middleton (Director) was leading Railfuture's national response to the consultation. He had prepared some PowerPoint slides to show what was being done. He mentioned that Railfuture had published a document containing 101 questions about the proposals (www.railfuture.org.uk/display3375) on 12/07/2023 and would be issuing more press releases. He said that it was important to ask "Why do people use ticket offices?" and had come up with 14+ requirements that customers had. There were six tests from Transport Focus that need to be met for any closures, and responses had to explain why the proposals would fail them.

Emergency Resolution proposed by Stephen Waring and seconded by Phil Smart. Votes: 48 in favour, none against, one abstention. Chair did not use any of his proxy votes.

POST-MEETING NOTE: As everyone reading these minutes will know, there was a record number of responses to the consultation (around 700,000). Despite the train operators modifying their proposals and providing further information, Transport Focus (with London Travel Watch) rejected all the proposals in their entirety. The government accepted this recommendation.

13. Railfuture Member of the Year

This item from the agenda was dropped as there had been no nominations.

14. Chair - review of the meeting and looking forward to the year ahead

At the 2022 AGM Chris Page had reminded all present of the challenges that the rail industry then faced (none had gone away). This year, he said that Railfuture's main objective was to exert influence. Key campaigns envisaged were:

- i) Passenger Needs (reliability, punctuality, seats, information)
- ii) Rail Industry Organisation
- iii) Decarbonisation (e.g. resolving rail-freight pinch points to move more goods on rail)
- iv) Changing Traveller Behaviour (improving value for money for modern travel)
- v) Survival of Rail = work smarter
- vi) Limited budget for infrastructure – where best to spend it based on what rail is for.

POST-MEETING NOTE: On the subject of exerting influence, Chris Page and Neil Middleton met the Shadow Rail Minister, Stephen Morgan MP, on 10 January 2024 to make many of the points listed above and provide him with briefing papers produced by Railfuture. As always, topics arise that Railfuture has to react to. Two examples are the cancellation of HS2 phase 2a (also the HS2 link to Euston) and the LNER fares trial.

Chris thanked all those who had attended, reminded those present of the lunch arrangements and hoped they would attend the RUG award presentations at the post-lunch session, which was open to non-members. There being no other business the meeting closed at 12.45.

The slides from the RUG Awards can be viewed at www.railfuture.org.uk/display3412.

Appendix A - Members & Visitors Present

This list is available only in the full minutes given to members.

Appendix B - Apologies for Absence

This list is available only in the full minutes given to members.

Appendix C - Appointment of Railfuture Vice Presidents

All existing Vice Presidents who wished to continue were re-appointed. New VPs are appointed only by the AGM. The Railfuture website at www.railfuture.org.uk/vice+presidents is updated after the AGM for any new appointments and during the year if VPs step down.

Rt Hon Lord Tony Berkeley, OBE MICE (Lab)
Ian Brown CBE FCILT
Rhodri Clark
Roger Ford MCILT AIRSE
Chris Green
Christopher Irwin
Nina Lockwood

Paul McLennan MSP (SNP)
Stewart Palmer
Peter Rayner FCILT FIRO
Rt Hon Lord Snape (Lab)
Martin Vickers MP (Con)
Alan Williams

The Board is eager to have a more diverse range of VPs and welcomes suggestions from members: please contact the Chairman, Chris Page (chris.page@railfuture.org.uk).

Appendix D - Proxy Votes

There were 94 proxy forms submitted (down from 105 in 2022) of which 43 were electronic. Where members attended in person having submitted a proxy form, those proxy votes were not counted.

Proxy 1 to receive the Annual Report

| | |
|------------------|----|
| For | 82 |
| Abstain | 2 |
| Proxy with Chair | 10 |

Proxy 2 on the special resolution

| | |
|------------------|----|
| For | 83 |
| Against | 2 |
| Abstain | 3 |
| Proxy with Chair | 6 |

Proxy 3 Appointment of Examiner

| | |
|------------------|----|
| For | 84 |
| Abstain | 3 |
| Proxy with Chair | 7 |

Proxy 4 on Policy Motions

| | |
|------------------|----|
| Proxy with Chair | 94 |
|------------------|----|

The names of proxies are available only in the full minutes given to members.

The full minutes can be viewed by logging into www.railfuture.org.uk/selfcare and viewing the 'private files', or by emailing renewals@railfuture.org.uk asking to be emailed the PDF, or writing to the Thurston address shown below enclosing an SAE.

The full minutes to be approved at the Railfuture Ltd AGM in 2024. These public minutes will be amended if required.
Last revision made on 22/02/2024 (JA)

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