

Approved Minutes of the 14th Annual General Meeting of Railfuture Ltd
Held at the Macdonald Holyrood Hotel in Edinburgh
On Saturday 12th May 2018 - 11:00 to 16:30

Lists of those present, apologies for absence, and proxy votes received, are tabled as appendices.

Morning Session

1. National Chairman's Welcome

The National Chairman, Chris Page, welcomed members to the meeting.

2. Welcome by the Depute Lord Provost of Edinburgh

The Depute Lord Provost of Edinburgh, Councillor Joan Griffiths, welcomed members to the meeting and gave a history of the railway in Scotland since the railway arrived in Scotland's capital city up to the 1960s. She also encouraged attendees to visit various parts of the city.

Councillor Griffiths was thanked for her warm words by the Chairman and was presented with flowers by Cora Paxton, granddaughter of Allison Cosgrove.

3. Welcome by host branch

To maximise the time available to speakers this was deferred to the afternoon.

4. Guest Speakers

There were three sets of speakers. The first replaced Humza Yousaf, Scottish Government Minister for Transport and the Islands, who was unable to attend.

John Finnie MSP Green Party member of Cross-Party Group on Rail in Scottish Parliament

John Finnie had been invited to speak on the benefits of devolution of rail to Scotland.

He recapped on rail enhancement plans of first Holyrood administrations. Rail development has now become more politicised. He supports Glasgow Crossrail and safeguarding land and stressed the need to change the mind-set at the planning stage. There was a dispute over funding between Holyrood and Westminster. The City Deals were a missed opportunity and road-orientated. His party was opposed to the Scottish government's proposed cut in air departure tax. There were opportunities for rail expansion in the planning bill and rail capacity has been freed up by the demise of coal-carrying. A level playing-field is needed between road and rail. A community rail fund could help Newburgh, St Andrews, Evanton and the Scottish Borders. There is a need to change the balance between road and rail, which currently assumes that money will be spent on roads.

Questions were asked about: underestimates of passenger usage (e.g. Borders), extending concessionary travel already available on buses to rail services, reopening the mothballed railway line to Levenmouth and safeguarding land for Crossrail in Glasgow.

Alex Hynes - Managing Director of the ScotRail Alliance

Alex had been in the role for 11 months and he explained that although it is a deep alliance between Abellio ScotRail and Network Rail they are two different companies financed

separately. His alliance role was to ensure that both worked together to benefit passengers, in a track-and-train model that the Westminster government was seeking to emulate.

Alex gave an inspiring presentation about building the best railway Scotland has ever had. ScotRail is the most punctual *large* operator in Britain. It fared better than most operators when the 'Beast from the East' arrived thanks to a "command team" that didn't need to negotiate, worked as one and, when the network had to close, everybody was safely taken home. Both halves of the alliance have the same performance measures, which has not been the case in England. Skip-stopping is now banned, unless it is unsafe to stop at a station or the train is diverted - no more missing stations to make up time. By March 2019, all four routes between Edinburgh and Glasgow will be electrified.

The devolved governments regard money spent on railways as investment, rather than a cost (which seems to be the UK Treasury view). There is a desire to electrify more of the network (e.g. to Perth), which is viable because Network Rail in Scotland has learned (and is implementing) lessons from the significant cost overrun and delays to its first project.

There was plenty of good news for passengers. New trains will provide 40% more seats by end of 2019. 70 Hitachi electric trains are being bought (24 needed for EDH-GLW). However, there is a problem with the driver's windscreen - the curved screen has led to double images and was being addressed at the time of the AGM. Because of delayed introduction, other rolling stock has been leased to cover trains leased to other companies in anticipation of Hitachis. Once in service it should take just 39 minutes for EDH-GLW journeys; this is possible because of faster acceleration of electrics as opposed to diesel. New stations will include Inverness airport. Glasgow Queen Street redevelopment is progressing.

ScotRail was required to introduce a smart card for travel. The target is 60% of tickets sold. There is 90% customer satisfaction already. They are also trying to attract more women to the rail industry - target of 50% of apprentices. This brings benefits as workforces with a high percentage of women are more productive and safer.

Passenger numbers continue to increase on the Borders railway. Alex pointed out that people were travelling much further along the line (i.e. from the far end of the line) than predicted and a substantial number of car journeys no longer took place. He would like the line extended to Carlisle because it would provide a diversionary route. ScotRail is bringing back the InterCity brand 125s between Scotland's seven cities. Far more people want to use train than do. Services and accessibility needs to be improved along with integrated transport - bike & go, electric charging points in car-parks. In his Network Rail role, Alex is responsible for freight, which is down 80% owing to the closure of Longannet power station. A potential new customer is Highland Spring, transporting bottles from Blackford by train.

In the Q&A Railfuture director Roger Blake asked Alex what lessons on motivation were transferable from ScotRail to Railfuture. Alex said that ScotRail was delivering more for less, it involves front line staff and good communication was vital. It was necessary to make an emotional connection with passengers (which in Railfuture's case are potential members), and Alex hoped that in future years the audiences at such events would be younger.

Other questions included the lack of integration at Leuchars (more than a hundred St Andrews-bound students disembarked one minute after the bus left); timetables not clock-face and uneven gaps between trains (Dundee-Edinburgh cited for both); ScotRail providing yet another incompatible smartcard (why not a single one across Britain); how could lessons learned and implemented following the EDH-GLW electrification overrun be copied in England. There were questions about new routes with the Borders extension and Levenmouth being the most high-profile cases plus using the unused freight route east of Alloa to Dunfermline line. A questioner pointed out that in England the DfT spends a third of its money on roads but Transport Scotland spends a half.

Friends of the West Highland Lines

A 15-minute photographic video presentation was played. The Friends dated back to the publication of the Serpell report in 1983 when options included terminating the line at Crianlarich. They later opposed the Fort William sleeper closure. Devolution and privatisation had increased access to decision-makers, which was almost impossible in BR days. They also campaigned for tree-felling to restore views (not for health and safety reasons), which the ORR did not allow Network Rail to spend money on - it is now built into the franchise. Unlike in England, the resilience of rail travel was demonstrated during snow. Alex Hynes commented on the need to make the railway more resilient to changing weather patterns, e.g. landslip and subsequent derailment.

All speakers were thanked for their presentations and were given a gift by the Chairman.

Afternoon session from 14.00 - formal proceedings of the AGM

Part way into the AGM it was identified that the names of the proposer and seconder for the 2017 minutes had not been recorded. Those present were informed of this and, as no-one could remember who had done so, were content. Everything else had been accurately recorded.

1. National Chairman's Welcome

The National Chairman, Chris Page, welcomed members to the Annual General Meeting. Allison Cosgrove, chair of Railfuture Scotland, gave a short speech, which had been held over from the morning.

2. Procedures

The Chairman 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. Minutes of the previous AGM held in Peterborough on 20 May 2017

Nigel Perkins requested that the answer given to his question about the total cost of investigating a complaint in February 2016 be added to the minutes along with the full text of the two motions (minus the background). Approval of minutes: 33 for, 5 abstentions 0 against. Note: proxy votes are not used on the minutes as only those present should vote.

POST-MEETING NOTE: the approved minutes (incl .additions) were uploaded to the website the next day and the requestor was informed. See: www.railfuture.org.uk/display1673.

4. Matters Arising from the minutes

Detailed post-meeting notes were included in the minutes. There were no matters arising.

5. Honorary President 's Address

Christian Wolmar did not attend this year. However, he will be present at the Reading conference in November 2018 when he will present the Rail User Group Awards as usual. He had written an introduction for the Annual Review.

6. Railfuture National Chairman's Report

Chris Page, presented his annual report. He said that the priority for Railfuture was to recruit new members (especially people willing to do things, not just wanting to chat). He regretted that Charley Wallace, who was Membership Director, had to resign a few months after starting owing to unforeseen significant expansion of her day job in the rail industry, and that the Board had plans to fill the gap. Chris warned everyone that Railfuture needed to attract younger (and a diverse range of) members in order to secure its survival. The annual Branches and Groups Away Day would, for a second year, focus on attracting new members, but this time with a marketing expert present to help us. He pointed out that the National Council on Inland Transport (NCIT) had recently wound up. They have given Railfuture a £2,500 donation for campaigning in Britain (held in the Fighting Fund) and Railfuture had, in return, offered a free year's membership to its remaining 21 members.

Chris asked Ian Brown to explain how the Board had taken forward the 2017 AGM resolution to set up a European Rail Passenger Group (note: the text of the motion and an update are in the 2017 AGM minutes). Ian Brown was appointed chair of the group in November 2017, later

than the motion called for, but it was important to open it up to all members and to follow a defined process to set-up any new group (also said by Allison Cosgrove in her response to the 2018 motion) and ensure that there was no clash with Railfuture's campaigning for better services over a bigger railway in Britain. Ian outlined how the group worked, the activities that they had done (e.g. working with the European Passengers' Federation), some future plans and the need to become more representative of rail users (women, younger people and ethnic minorities) sooner rather than later. The interface with European services, e.g. Eurostar and EU legislation vis à vis Brexit was important. Ian said that Railfuture needed to engage with senior people in the rail industry to bring about change. He had met the Chief Operating Officer of Eurostar and asked Jerry Alderson (Eurostar Liaison) to speak about further progress. Jerry had a meeting arranged with Eurostar's Head of Public Affairs at the end of May and would be focusing on how Eurostar could improve its service to grow its business and carry more people. Railfuture would help Eurostar to identify business opportunities and better understand the concerns of passengers.

POST-MEETING NOTE: EPG continues to progress successfully. Jerry had a 140-minute meeting with Eurostar's Head of Public Affairs at their London HQ in May 2018. His one-to-one engagement with Eurostar management has involved investigating problems with the website that are fed back to the development team. He also produced a well-received Railfuture presentation (on Britain's Delay Repay) for the EPF conference in Aachen in June 2018, attending at his own expense, and also had a meeting with the EPF chairman. Transport Focus has since been in contact about the Delay Repay presentation and asked Railfuture future to work with it on improving the process of claiming.

7. Annual Report and Financial Statements

The annual report and financial statement were presented by Jerry Alderson, Director of Finance & IT, who thanked everyone he had worked with. This included, as usual, Finance Officer, David Harby, and the new Company Accountant, Trevor Davies, but especially Wendy Thorne, who had stepped in to supervise both the 2018 budget process and production of the 2017 Accounts, because Jerry had been diverted onto urgent IT work (moving all of the websites to a new host and developing the systems to comply with the GDPR data protection legislation which comes into force on 25 May 2018).

Jerry picked out around 10 items from the accounts to mention, including the advice received to write down the value of the Wensleydale PLC shares from £1,900 to £1. He also mentioned that Railfuture had deposited the founding organisations' archives with the National Railway Museum and made a donation to enable items to be catalogued for the public and researchers to access.

Chris Page had earlier reported that the company name had been changed to Railfuture Ltd - there were nods in the room when saying this was well overdue. Jerry said that the total cost was under £100, but some of the branch bank accounts names still needed to be changed and PayPal had been a pain to deal with.

Jerry was asked by the chair to briefly speak about the General Data Protection Regulation (GDPR) and explained that the Board had taken a safe position, preferring to over-comply rather than risk being fined. However, some major benefits will be achieved, especially in the

area of business continuity, where we would be much less vulnerable if key volunteers died or their house caught fire. Once everything was implemented (around 2020) Railfuture should become more efficient and better managed. GDPR was an opportunity rather than a threat.

Chris Brown proposed and Roger Blake seconded the formal receiving of the accounts.

When put to the vote:

	Those present	Proxy votes	Total
In support	43	196	239
Against	0	0	0
Abstain	0	3	3

The above includes three proxy votes held by individuals in attendance.

8. Appointment of Independent Examiner

The company paid £600 plus VAT for Newsham Hanson of North Somerset to examine the accounts prepared by Trevor Davies. This was considered good value for money and unlikely to be bettered. Clearly it was impracticable for them to travel to Edinburgh to deliver their report and answer questions. Chris Austin proposed and Roddy McDougall seconded their re-appointment.

When put to the vote:

	Those present	Proxy votes	Total
In support	41	194	235
Against	0	2	2
Abstain	0	3	3

The above includes three proxy votes held by individuals in attendance.

9. Results of the election ballot for Directors

The results of the 2018 election for Directors were announced. There were five candidates for four Director positions. 458 valid voting papers had been submitted (about 22% of members).

Ian Brown	406 votes	Elected for 3 years
Wendy Thorne	405 votes	Elected for 3 years
Chris Page	392 votes	Elected for 3 years
Stewart Palmer	375 votes	Elected for 2 years
Trevor Garrod	144 votes	Not elected

Jerry Alderson gave some thoughts on the results and was pleased that the turnout was considerably higher than in recent years at 22% (16% in 2017), thanking everyone present who voted. He mentioned that 1,040 votes had now been cast online and stressed the need for younger suitable members to consider standing for the Board in future. Note: the front page of the election statements (available on the 'elections' page on the website) lists some of the skills sought. POST-MEETING NOTE: Insurers were informed of change of directors.

10. Appointment of Honorary President and Vice Presidents

That Christian Wolmar be re-appointed Honorary President

Proposed by Chris Austin, seconded by Allison Cosgrove. Agreed by acclamation.

That the Vice Presidents be re-elected *en mass*.

Proposed by Ian McDonald, seconded by Nigel Perkins. Agreed.

One person asked for more women VPs. See www.railfuture.org.uk/vice+presidents for the current list.

11. Railfuture presentation - “Changing Railfuture” - Wendy Thorne

Wendy Thorne explained that she had been a director for four years and in that time had tried to make Railfuture more professional, especially in the area of corporate governance, where we now had a code of conduct for directors and a separate one for members, for example. However, the time had come when we had to focus on attracting a younger and more diverse membership. This would not happen by itself. We had to make it happen. There would be a Change Team under the direction of an outsourced organisation to organise different events to attract people. Over time the change team would become embedded in Railfuture. Jerry Alderson answered a question from the floor about the future of branches. He urged experienced volunteers to nurture younger ones and grow their abilities so that they could contribute and take over one day. We should not hold others back: the most disruptive thing is when a key volunteer dies “in office” and there is no chance for a handover. He also said that we should campaign more on issues that affect younger travellers and assist young members to take a front-line role in those campaigns.

12. Special Resolution - Amendment to the Articles of Association

Jerry Alderson explained the proposal by the Board to give it flexibility to attract and retain members by, for example but not limited to, a) introducing new classes of membership, such as online only, and b) offering incentives to join and renew for a longer period. Articles are essentially a contract between the company and the members to protect the members from company actions - the change proposed would have no negative impact on members.

The Board’s proposed changes were as follows:

Article 4: add the following line

f) Other categories as the Board may approve
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Article 11: replace the word “Changes” at the start of the second sentence with “Increases”

Membership subscriptions for each class of membership shall be proposed from time to time by the Board. Changes in the subscription rate for Ordinary, Joint and Concessionary members require approval of a General Meeting. If exceptionally the financial affairs of the Company require the Board to increase the subscription between General Meetings they must obtain the approval of a subsequent General Meeting.

When put to the vote:

	Those present	Proxy votes	Total
In support	51	190	241
Against	0	3	3
Abstain	0	6	6

The proxy votes included three held by individuals in attendance.

The resolution achieved the necessary 75%. POST-MEETING NOTE: The Articles were revised the next day and uploaded to the website (<https://www.railfuture.org.uk/display219>). They were deposited with companies House within the deadline required.

13. Motion

Motions on matters of policy and organisation are discussed at the AGM.

a) Proposed European Passenger Group

There was only one motion this year. It was a follow-up to a successful motion at the 2017 AGM (proposed by Nigel Perkins and seconded by Andrew MacFarlane) on the creation of a European Passenger Group (EPG). This 2018 motion, which sought to ensure that the EPG was effective and sufficiently resourced, was proposed by Nigel Perkins and seconded by Ian McDonald who both spoke in support of it. Allison Cosgrove spoke for the Board on the process it had followed to select the members of the new group, which ensure that every item in the motion had someone in the group able to take responsibility for it. Ian Brown and Jerry Alderson had spoken earlier on what EPG had done so far. Allison said that the Board wanted to increase the diversity of EPG and all groups, especially for women and younger people - if any member fell into this category they should contact Ian Brown as head of EPG.

There were several issues with the motion: a) the budget for 2018 has already been set - contingency is available if needed and justified; b) an AGM should not set the budget for groups - the group should request the budget and the Board sets the budget for the next year; c) the winding up of groups is already covered by the Articles of Association. There was a proposal from the floor (proposed by Chris Brown and seconded by Stephen Abbott), provided in writing to the chair, to amend the motion to overcome these concerns. The PowerPoint slides were amended to show the new words, which were as follows:

We call on the Railfuture Board to:

1 - Implement in full the motion passed at the 2017 AGM.

2 - Open up the group to other volunteers with relevant knowledge, expertise & experience of campaigning in this area, subject to defined selection criteria.

Railfuture members agree that all statements and contacts on European matters on behalf of or using the name of Railfuture must first be authorised by the European Passenger Group.

Nigel Perkins and Ian McDonald graciously accepted the amendment to the EPG motion without seeking to further refine them and the amended motion was put to the vote:

In support	Against	Abstain
35	2	5

The amended motion was carried. (The chair did not use his proxy votes, although individuals in attendance may have done and these will be included in the above figures.)

Note: all directors present supported this motion. However, highly prescriptive motions can be problematic. For example, one element of the 2017 AGM motion has already been overtaken by events: the contract for operating Heathrow Express service is now operated by GWR (and will probably be novated to their successor). Railfuture operates a single point of contact (SPOC) for third parties and therefore its TOC Liaison for GWR will take responsibility for Heathrow Express rather than the EPG. The key point is that Railfuture will cover this responsibility and EPG members will work with the GWR TOC Liaison.

14. Chairman's closing remarks

The chairman closed the meeting by looking ahead to the year's campaigning for better services over a bigger railway (Railfuture's new strapline). He welcomed the consultation announced by the Rail Delivery Group on 'root and branch reform' of rail fares regulation, which was long overdue. Railfuture's campaigning priorities in the next year would be (1) passenger fares (2) fares & ticketing (3) route improvements (4) bigger network. On the latter he said that Railfuture had given public support to the Campaign for Better Transport's petition for a network development fund. A copy of the letter, which Railfuture co-signed, can be read at <https://www.railfuture.org.uk/display1732>. The Branches and Groups Away Day later in the year would focus on Railfuture's internal priority to increase membership numbers and diversity by becoming (and appearing to be) more relevant to the needs and concerns of the majority of Britain's rail passengers.

Those present were reminded of Railfuture's forthcoming national events and directed to the website (www.railfuture.org.uk/conferences) for more information. They were also asked to give consent for Railfuture to contact them on as many of the consent categories as possible.

Railfuture Scotland were thanked for helping to arrange the AGM, which included inviting the speakers, finding the venue, ordering the refreshments, and providing people to manage the event on the day.

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 - Election of Directors

See item 9 on the minutes for the results.

458 ballots submitted - 271 electronically & 187 postal - votes cast = 1,722 out of possible 1,832.

One postal ballots arrived too late to be considered. Deadline was 30th April.

No postal ballots were spoiled (not possible with electronic voting).

No ballots were duplicated (i.e. voting both by post and online).

(2017/2016/2015/2014: 365/355/348/419 ballots submitted – 212/200/179/178 electronically & 153/155/169/241 postal)

Appendix D - 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 web-site at www.railfuture.org.uk/vice+presidents is updated after the AGM for any new appointments and during the year if VPs resign.

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 E - Proxy Votes

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

Minutes to be approved at the Railfuture Ltd AGM in Cardiff on **18/05/2019**.

Railfuture – Campaigning for better services over a bigger railway

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Registered in England and Wales No. 05011634.

Registered Office: Edinburgh House, 1-5 Bellevue Road, Clevedon, North Somerset BS21 7NP (for legal correspondence only)

All other correspondence to 24 Chedworth Place, Tattingstone, Suffolk IP9 2ND

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