

**Approved Minutes of the 17th Annual General Meeting of Railfuture Ltd
Held at St Michael's Centre, Stoke Gifford in Bristol
On Saturday 16th July 2022 – 11:00 to 15:30**

Lists of those present, apologies for absence, and proxy votes received, are tabled as appendices in the full version of these minutes. Eight 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) and Wendy Thorne (Membership). Mike Rose (Freight) was present via video link. There were also 42 members and representatives present in the room, with a few observing (but not taking part) via Zoom.

Christian Wolmar, Honorary President, was present via video link.

Morning Session

Note: The items below are as shown in the order that of the published agenda. Owing to technical issues, item 5 (Honorary President's Address) was conducted after item 11 (Special Resolution to revise the Articles of Association).

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 Severnside 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. Minutes of the previous AGM held in Birmingham on 17 July 2021

It was pointed out that in the full minutes, one member giving apologies was in fact deceased at the time of the previous meeting and another who had attended was in both the attendees and apologies list. It was agreed that the full minutes will be revised to reflect these corrections.

A representative of a Rail User Group (named in the full minutes), objected to the minutes saying they were not an accurate reflection of what took place. He advised that he had many points to raise on the minutes. The Chair said that he would, of course, be happy to receive a written submission of his concerns, but that he was satisfied that they were a true record of events.

For adoption of the minutes 22, abstentions 11, against 3. The minutes were therefore approved.

4. Matters arising from the minutes

Various members noted the passing of Mike Breslin, Cedric Green, Paul Abell (Vice President) and Nigel Bray. A minute's silence was observed to remember all past members. There were no other matters arising from the minutes.

5. Honorary President's Address (This item was taken out of order because of IT transmission issues earlier in the AGM)

Christian Wolmar, Railfuture's Honorary President, joined the meeting by video link as he had been suffering from Covid and thought it unwise to attend in person.

Christian started by saying that a lot had happened in the last year. On the positive front, the line to Okehampton had been restored to full passenger operation, and the volume of passengers had exceeded forecasts. There was significant progress in Northeast England and in Scotland on the Northumberland Line (Ashington Blyth) and Levenmouth. However, in overall terms the “reversing Beeching” pronouncements by Government had been over hyped and the lack of firm financial commitment had stalled many schemes, including the local one at Portishead.

Christian said he detected a new “mood music” from Government now and with the likely departure of Grant Shapps as Secretary of State, the focus would now be on rail financing and how to reduce expenditure, both in terms of capital and operating costs. Christian believes that with very tight specifications in the new operating contracts the scope for local entrepreneurial initiatives both on revenue generation and new methods of working will be stifled and that there are many pitfalls ahead. He emphasised this is why Railfuture needs to make sure the voice of rail users is heard and that means being active with opinion formers and stakeholders and getting more new members.

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

6. Railfuture National Chair’s Report

Chris Page reported that Railfuture had some considerable success during the last year dealing with concerns of rail users and influencing Government policy on some of the “big issues”. Examples included preventing compulsory seat reservations on LNER, getting a deferral of the ECML timetable proposals, producing a better value solution for HS2E, and promoting “restoring your Railway” schemes. In addition, the use of technology, Zoom etc, had enabled the organisation to function during the pandemic, but he noted the need to get back to a mixture of face-to-face engagement as well as use of Zoom, social media etc as after an initial increase in attendance via Zoom, this had now fallen back as people want the social engagement that Zoom does not provide.

He also went on to recognise that the next few years will be challenging with investment funding not being released, despite the government rhetoric. Cost reduction measures are reducing services and the attractiveness of rail in terms of loss of frequency and connectivity. The fares special offers initiative has met with a mixed reception and, of course, the spectre of industrial action hangs over the industry affecting public confidence in rail.

Railfuture intends in the next year to focus on three key areas. Taking a critical stance on the Government’s inaction on the ground. Looking for incremental opportunities to get traffic back on rail and as ever. To attract more members to Railfuture, which in the past had been easier when the railway was seen to be under threat.

7. To Receive the Annual Report and Financial Statements

Jerry Alderson, Director of Finance & IT, provided a summary of the key issues relating to the annual accounts. Whilst the overall financial position remained sound, members needed to understand that in terms of running costs, the membership subscriptions just about covered the cost of servicing members’ requirements: Railwatch, branch newsletters, postage etc. Not losing money from having a member was behind the decision to increase subscriptions to £20 per year as agreed at the 2019 AGM. The long-term decline in membership, a product of the age profile of Railfuture membership, is giving a net loss of some 40-50 every year, and will, if it continues, undermine the long-term financial viability of the Company. Income has been bolstered by the receipt of legacies and transfers from similar groups which are closing down. Allison Cosgrove was thanked by Jerry Alderson for the work she has done promoting the lottery which has

generated useful funds. Income from interest on reserves was limited because of low interest rates for savers and Jerry predicted that even if rates do improve, the rising level of inflation will erode the real value of such reserves.

The pandemic had resulted in lower costs from less room hire and payment of travel expenses. Jerry emphasised that the ongoing use of Zoom etc was a valuable way to contain costs going forward. Careful renegotiation of insurance costs had resulted in a saving of some £1,500 per annum and whilst moving to a new IT platform had cost money in this financial year, it would produce long-term savings. Members were encouraged to sign up to membership renewal using direct debit. This would not only reduce operating costs for the Company (the commission is cheaper than PayPal), but also avoid the need to chase lapsed members for their subscriptions.

On the question of best use of the "Fighting Fund" Jerry advised that this was the subject of a separate presentation later in the meeting but that members need to understand that all funds, regardless of their source, even if donations and legacies for a specific purpose, were "Company" funds and legally in the event of the Company being wound up all funds would be regarded as available to settle any outstanding liabilities.

William Whiting asked a question about the recruitment of new members, particularly emphasising the need to attract a more diverse membership. Jerry accepted the point and suggested that this would be dealt with in a later presentation by Wendy Thorne.

In response to a question about the costs of "Railwatch", Ray King (Railwatch editor) and Jerry said that in terms of the magazine, the costs per copy were not totally volume related and that a reduced circulation would not save much money as 'unit costs' would rise. The costs of posting were significant, but it must be recognised that Railwatch in hard copy often got passed on to other readers and potential members and the free copy to opinion formers was a vital means to keeping up the profile of Railfuture.

Ian McDonald asked about the legacy income and enquired if this was a single donation, or an aggregate figure. Jerry responded by saying it was a single legacy.

Ian McDonald further asked what the average age of the membership now is? Jerry said he could not give a precise figure, as members do not have to declare their year of birth, and it is not captured when someone signs up using PayPal. However, based on what information Railfuture does have, the average age of members is estimated to be in the late 60s (average age where recorded is 74 but long-time members, who completed a paper form when joining, are more likely to have the date recorded).

Chris Bates asked for a breakdown of the income and expenditure on the lottery and where this was shown in the accounts. Jerry said that 50% of the money was paid out in prizes and administration costs were low. In the absence of Trevor Davies he was not sure where this was specifically shown in the accounts but that he would discuss with Trevor Davies and aim to make this clearer in future.

There being no further questions on the annual accounts, Steve Wright proposed and Chris Bates seconded that the accounts be accepted.

Votes for 40, abstentions Nil, against Nil. The accounts were therefore received.

POST-MEETING NOTE: Jerry had mentioned the introduction of renewing by direct debit using GoCardless. As at March 2023, 25 members have signed up for this.

8. Reappointment of Independent Examiner

The company has been paying Newsham Hanson of North Somerset to examine the accounts prepared by Trevor Davies. Wendy Thorne introduced this item and said that the existing firm of independent examiners were willing to continue in the role. Wendy advised that the firm provided a good service at a reasonable charge and did an excellent job in the short time frame we gave them. The motion to reappoint the existing examiners was proposed by Chris Bates and seconded by Trevor Bishop.

Votes for 36, votes against Nil, abstentions 1. Newsham Hanson were reappointed.

9. Results of the election ballot for Directors

Chris Page reported that as there were insufficient candidates to require an election. The three existing Directors whose three-year term was over had all indicated they were willing to stand again, so Allison Cosgrove, Roger Blake and Neil Middleton were therefore re-elected unopposed. The Election Returning Officer (ERO), Chris Bates, confirmed that no other nominations were received. The meeting noted the position.

Chris Page emphasised that it was essential to attract new active members who would be prepared to stand as members of Branch committees, Groups and the Board.

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 raising of the issue at the previous AGM. He emphasised that it was important not just to find well-known names, but Railfuture needs people who will be genuine advocates for Railfuture and be active, not just a passive VP. It is important to remember that we do have a core of VPs who work hard behind the scenes on Railfuture's behalf. A set of suitability criteria has been drawn up and Stewart was pleased to report that Paul McLennan MSP had agreed to join as a Vice President. Many thanks to Allison Cosgrove for her efforts in recruiting Paul. Members were asked to suggest any suitable individuals to Stewart who would approach them to see if they were interested in the role.

POST-MEETING NOTE: Railfuture Scotland committee members were the guests of Paul McLennan at the Scottish Parliament in January 2023, where he presented the Railfuture Campaigner of the Year award in person to Jane Ann Liston (see item 13).

Trevor Garrod, representing the East Suffolk Travellers Association (ESTA), asked if there had been any formal approach to existing VPs to see if they wished to continue. Stewart Palmer said there had not, but Railfuture had conducted a major review of VPs before the 2021 AGM. He did agree that a formal approach would be made during the year to confirm the status of all existing VPs.

Julian Langston suggested that Ian Walmsley (who writes for Modern Railways alongside two VPs: Roger Ford and Alan Williams) could be asked to become a VP.

Ian McDonald asked if there was a process in place so that VPs could be removed in the instance where they might have brought Railfuture into disrepute. Stewart Palmer commented that there had been an instance in the last year where it had been brought to the attention of the board that a certain VP had been charged with sexual assault. He

had been written to and removed as a VP immediately it was brought to Railfuture's attention.

The election of Paul McLennan and the re-election of the Honorary President and existing Vice Presidents was confirmed as follows: Votes for 37, abstentions Nil, against Nil

The Honorary President, a new Vice President and existing VPs was therefore confirmed.

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

Stewart Palmer introduced this item explaining the background to these minor changes, which had been decided upon after a Board agreement not to embark on a major revision of the Articles on the grounds of workload. The changes covered three areas:

to bring the Articles up to date in terms of the relevant current legislation

→ To reference by name the latest legislation, rather than superseded legislation

ii) to clarify the geographical extent to Railfuture's activities

→ The change was to state that Railfuture campaigned in Great Britain (the Articles currently said United Kingdom), since it does not campaign in Northern Ireland

iii) to correct a number of minor typographical errors.

Trevor Garrod, representing ESTA, asked whether organisations in the island of Ireland had been advised of these changes and whether Railfuture members in Northern Ireland had been advised. Stewart said they had not been consulted as this was an internal Railfuture matter. Jerry Alderson pointed out that the status of the members in Northern Ireland had not been altered by these changes and this was simply a matter of making sure the actual scope of Railfuture activity was accurately reflected in the Articles – when seeking a new insurer, the contradiction between the Articles and what Railfuture actually did was noticed. Trevor Garrod went on to say that these changes were unacceptable to him. Chris Bates pointed out that as he was not attending in his own right but as a representative of ESTA this matter was of no concern to ESTA as an organisation and that Trevor Garrod should confine his remarks to matters relating to his brief. Trevor Garrod responded by saying that ESTA had every right to express concerns about the scope of activity given its maritime links to continental Europe and this exercise was an attempt to change the scope of Railfuture's activities by stealth. Stewart Palmer stressed that Railfuture does nothing in Northern Ireland so nothing will change.

Stewart Palmer then, in accordance with the Standing Orders, asked the Chair that the matter should be put to a vote without further delay.

The result of the vote was: Votes for 37, Votes against 1, abstentions 2.

The revision of the company Articles was therefore approved.

12. Motions

Motions on matters of policy and organisation are discussed at the AGM. There were no motions for members to consider. To fill the time that this created, there were two presentations that had not been included in the agenda.

i) Appeal for Recruitment Volunteers. Wendy Thorne outlined the challenge that Railfuture faces in terms of declining membership as highlighted previously in Jerry Alderson’s presentation on the annual accounts. There are a number of factors driving the failure to recruit and if the organisation is to flourish these have to be overcome. Wendy explained the Board had previously engaged an external specialist and in future wished to set up a small working group to identify the key issues and to make recommendations. Wendy appealed to those present to volunteer to join the working group and to offer ideas as to what in practical terms could be done to attract and retain new members. William Whiting repeated the point that he made during Jerry Alderson’s presentation that it was essential to attract members that reflected the whole population in respect of age, sex and diversity. A member said that this topic was too important to leave just to a working group and suggested that as there was a room full of people, we should have a discussion. Chris Page agreed and said that 10 minutes would be allocated to a discussion immediately after lunch.

ii) Funding Rail Campaigners 2022 Competition. Neil Middleton gave a presentation which outlined a process recently agreed by the Board to attempt to get more member involvement in effective use of the Railfuture “Fighting Fund”. Neil emphasised that this was not a revision to the existing fighting fund process, which would continue. It was designed to get members and affiliated organisations more engaged in action that reflected the situation the rail industry now found itself in and was focused on improving the existing railway and encouraging a return to rail use post pandemic. The process was designed to be quick and simple with a one-page submission, a shortlisting process and a second stage submission two months later with an announcement of successful bids later that month. Full details of how to apply and the applicable “rules” would be available on the Railfuture website when it was launched.

POST-MEETING NOTE: It had been hoped to launch this in 2022 (ideally for awards in mid-October), but a lack of volunteers and other urgent commitments taking up precious time prevented doing so. The intention is to launch it when time is available.

13. Railfuture Campaigner of the Year

Wendy Thorne, director, manages the annual Campaigner of the Year award, which began in 2019. She introduced this item and reminded those present that this award was about individual Railfuture members who had made an exceptional contribution to the success of Railfuture campaigns and was not to be confused with the RUG awards which were the subject of the post-lunch open meeting. There had been three high-quality nominations and after review by an independent panel it was agreed to award the Campaigner of the Year award to Jane Ann Liston of the Scotland Branch, not only for her tireless work on the St Andrews rail link, but her wider role in raising the profile of Railfuture in Scotland. Christian Wolmar congratulated Jane Ann, who accepted the award via video link from Scotland.

POST-MEETING NOTE: from the 2023 AGM, the award will be called Member of the Year, to widen the scope of the recipients.

14. Looking Ahead

Chris Page reminded all present of the challenges that the rail industry now faces. It is clear to all that leisure traffic is back to, or above, pre-Covid levels and that there is evidence that people are returning to work in offices, but overall rail usage is still well below pre-Covid levels with revenue even more so. Going forward Railfuture needs to campaign on the key topics of:

- i) delivering value for money for users and taxpayers
- ii) focus on meeting user needs now
- iii) make decisions based on the bottom line, not just cost reduction
- iv) supporting modal shift and carbon reduction targets.

These will be the key topics of the Leeds national conference on 15th September 2022.
POST-MEETING NOTE: the conference was moved to 30 March 2023 owing to rail strikes planned for the original date.

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.

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 Adonis PC (Lab)	Peter Lawrence
Rt Hon Lord Tony Berkeley, OBE MICE (Lab)	Dr Caroline Lucas MP (Green)
David Bertram	Paul McLennan MSP (SNP)
Ian Brown CBE FCILT	Stewart Palmer
Dr Michael Caton	Peter Rayner FCILT FIRO
Rt Hon Lord Deben of Winston PC (Con)	Adrian Shooter CBE FCILT
Roger Ford MCILT AIRSE	Rt Hon Lord Snape (Lab)
Chris Green	Rt Hon Lord Tyler CBE DL (Lib Dem)
Tom Harris (Lab)	Martin Vickers MP (Con)
Christopher Irwin	Alan Williams

Sadly, Paul Abell died in October 2021. Railwatch issue 170 (page 3) contained an obituary.
Adrian Shooter subsequently died on 13 December 2022.

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 105 proxy forms submitted of which 43 were electronic. Where members attended in person having already submitted a proxy form, those proxy votes were not counted.

Proxy 1 to receive the Annual Report

For 99
Proxy with Chair 1

Proxy 2 on the special resolution

For 98
Proxy with Chair 1

Proxy 3 Appointment of Examiner

For 98
Abstain 2
Proxy with Chair 1

Proxy 4 on Policy Motions

Proxy with Chair 102
Against 3

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 were approved at the Railfuture Ltd AGM in London on 15/07/2023.
Last revision made on 22/07/2023 (JA)

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