

Approved Minutes of the 12th Annual General Meeting of the Railway Development Society Ltd
Held at the Jurys Inn Hotel in Milton Keynes
On Saturday 21st May 2016 - 11:00 to 16:30

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

Morning Session.

This consisted of: -

- A Welcome first by Richard Stow, Chairman, Thames Valley Branch, which was hosting the AGM, followed by Chris Page, National Vice Chairman
- A Welcome from the **Mayor of Milton Keynes, Councillor Steve Coventry**, who had become mayor just three days earlier.

He welcomed Railfuture members to Milton Keynes (MK) and informed us that he had once been a train driver based at nearby Bletchley depot and was one of the youngest when he joined. He had driven on the then freight-only route between Bletchley and Aylesbury, which will become part of East West Rail (EWR).

He said that only 6% of commuters currently use public transport to get to work in Milton Keynes (MK) and, with the town growing, it was a continuing challenge to keep local transport moving. Vehicle pollution was an increasing problem and the council was working on innovative transport solutions for the area and had introduced the only UK bus route operated with all electric vehicles, although the batteries required charging at the end of each journey!

Milton Keynes Central station gets busier each year as commuters not only used rail to travel out but an increasing number were also using rail to reach their MK-based employment.

He ended his address by emphasising that "Rail is The Future for This Country" and both MK and Bletchley would become important transport hubs particularly after East-West Rail becomes fully operational.

- The main speaker was **Iain Stewart**; MP for Milton Keynes South, a member of the House of Commons 'Transport Committee' and Chair of East West Rail All-Party Parliamentary Group.

Growing up in Hamilton, Iain remembered the BR Blue Trains on the Glasgow suburban rail network and they could well have influenced his interest in rail transport matters.

After an initial meeting with Railfuture member and long-term EWR campaigner Chris Wright in 2011, Iain set up an All-Party Parliamentary Group (APPG) to promote East West Rail and he emphasised the business case for rebuilding EWR is overwhelming with a basic BCR of 6:1. The UK is realising the error of its ways in shutting so many rail lines and the Oxford-Cambridge route should never have been allowed to close. Although EWR stage 2 (Bicester-Bedford) is being delayed due to cost overrun on GWR electrification, a GRIP 3 study commenced last year and the project is slowly moving forward but, within Network Rail, the "willingness for EWR to happen is high" although it is not possible to give a firm start date.

Currently a member of the House of Commons Transport Select Committee, Iain said it is about to start inquiring into rail technology initially focusing on digital signalling and traffic management while later they would look at the 'Passenger Experience' followed by the 'Structure of Railways'.

Iain stated that 'Milton Keynes is an important place on the rail network but that MK's prosperity depended on moving people and goods around thus benefitting the economic health of the area.

He ended his speech by confirming that "Rail has a very exciting future" with challenges such as providing extra capacity including new routes.

In answer to a question on 'how could EWR construction be speeded up', he said cash flow is an important limiting factor influencing Network Rail and that EWR was likely to move ahead after the GWR electrification had been completed. However a GRIP 3 study on EWR was due to be finished this year that is examining both the cheapest and other options for rebuilding but nothing had yet been decided. He confirmed EWR is included in the Government's National Infrastructure plan.

Re the proposed Oxford to Cambridge motorway', he believed it would not be a real threat to EVR (if built) and would more likely be complementary to the rail link.

- The second speaker, standing in for an intended speaker from the rail industry, was **Allison Cosgrove**, Railfuture Director and Chair of Railfuture Scotland. She spoke about the reopening of the Borders Line, which is one of Railfuture's most successful ever campaigns.

Allison described how the former Waverley route between Edinburgh and Carlisle had closed in 1969 in spite of a strong, vociferous campaign to save it. Since then, the Borders area, which had been the largest area in western Europe without rail access, had been in economic decline and Midlothian in particular suffered since the coal mines closed. However, it was now seeing a resurgence of economic activity helped by the railway's reopening in September 2015, with 200 additional jobs created in Galashiels alone.

Initial passenger usage was encouraging with 500k carried in the first six months of operation against a full year forecast of 650k. Only 9.5 miles is double track but this had been deemed necessary to deliver the project on time. There is a very good public transport interchange with the railway at Galashiels and Alison said this should be used as template for other new stations.

Additional carriages are badly needed to cope with overcrowding but this seems unlikely until 2017. All major political parties are committed to a feasibility study on extending the line from its current terminus at Tweedbank to Hawick and Carlisle. Interestingly, the original BCR result for the reopening project was <1 but, given the huge economic boost to the area, Allison agreed there was definitely a need to overhaul the calculation process.

Afternoon Session - formal proceedings of the AGM

This consisted of: -

- 1) **Introduction.** The national Vice Chairman, Chris Page, took the Chair for the 12th Annual General Meeting of the Railway Development Society Limited, which campaigns as Railfuture.
- 2) Peter Wakefield led a tribute to Stephen Wilkinson who had died in the past year. He had been Secretary then Chairman of the East Anglia Branch and was then on the national committee, Chairman of the Freight committee and Chairman of Railfuture. Peter pointed out that during his service we had changed from campaigning to save services to campaigning to expand them. The meeting remembered him and some other active Railfuture members including Professor Sir David Mackay, Glyn Jones and John Stanford. A minute's silence was observed.
- 3) **Standing Orders.** Director Allison Cosgrove introduced some revised Standing Orders (which had been made available beforehand and are on www.railfuture.org.uk/display1216). Proposed by William Whiting and seconded by Chris Brown these were adopted. They can be changed at a future AGM if felt necessary.
- 4) **Minutes.** The draft Minutes of the 2015 AGM had been circulated; and these were duly approved with the addition of the words "Post Meeting Notes" to identify items relating to matters that took place after the meeting. Proposed by Trevor Bishop and seconded by Keith Dyll.
- 5) There were no specific matters arising from those Minutes.

- 6) **Christian Wolmar, Honorary President**, expressed his thanks for the honour of being President. Referring to the Borders Railway reopening he said this was not expected, had a poor Benefit-to-Cost Ratio (BCR) and therefore gives strength to other campaigns. Politicians are increasingly more willing to engage with us; we've grown in numbers but still do not have enough women and ethnic diversity yet. Railways are in moderately good health. A Network Rail manager he met while on a run told him NR are overwhelmed and can't cope with the investment programme. The GRIP process in all its stages is so slow and expensive but we have to work together with the rail industry in order to make progress.
- 7) **Chris Page, Vice Chairman**, addressed the matter of how do we raise our profile and credibility and speak with one voice. Amongst the answers are:
- Having retired rail professionals on board such as Ian Brown and Stewart Palmer, both of whom can contribute significantly
 - The branches and groups day will have more active campaigners present this year
 - More members to contribute articles to the website - 21 had done so in the last year
 - More active members, more women needed. Allison Cosgrove will bring a paper on this to the next Board meeting.
 - We have a relationship with Young Rail Professionals which needs to draw in new support.
 - We need to support Rail User Groups in promoting improvements to their services.
 - The Annual Review is an effective showcase of our activity over the year.
- 8) **Annual Accounts and Report to Members**. David Harby, Acting Finance Officer, who gave some highlights from the annual accounts.
- He mentioned the importance of legacies received from deceased members. He explained that we are living within our income and that excludes legacies. Costs are being kept fairly level and income exceeds expenditure. The £3 discount on the full subscription hasn't resulted in loss of income and lots of new members voluntarily add the £3.
 - Next year the Accounts supplied to members will be briefer with just the key figures given and the full accounts will be available on request to any member either by post or online. This is in line with what many organisations now do and saves a substantial sum in printing/postage costs.
 - In answer to a question, he said that putting the accounts into Railwatch itself is not practical due to timings and the fact that Railwatch is a campaigning publication. Railwatch postage costs are now close to £2,000 a quarter.
 - Jerry Alderson, Director of Finance & Corporate Governance spoke about insurance premiums (page 12 of the accounts), which had risen as follows from £1,303 in 2014 to £2,227 in 2015 and would be higher still in 2016. Public Liability insurance remains stable at about £700 pa as no claims have ever been made and we are considered low risk. However, Directors' & Officers' insurance premiums have risen from £700 to £2,500 a year. Insurers are becoming increasingly stringent and risk averse and the lack of any checks on who stands for office and the limited ability to manage individuals has contributed to the increase. The changes proposed to the Articles of Association will, if adopted, reduce risk and raise confidence.
 - The accounts were proposed for adoption by Richard Stow and seconded by Ben Walsh and passed unanimously.
- 9) **Reporting Accountant, Tony Sheward**, presented his report pointing out that he maintains a professional arm's length relationship with Railfuture's officer.

- 10) Tony Sheward was re-appointed for the following year - proposed by Chris Dale and seconded by Roddy McDougall, and passed "nem con". Tony Sheward said this would be his last year, having done 10 years' service. He will be able to help his successor. In answer to a question he said the person appointed does not need to be a qualified accountant but usually is and it is best to be one.
- 11) **Elections.** Vice Chairman Chris Page from the London & South East branch was the only nomination for Chairman; and was therefore elected unopposed to occupy the vacancy created by Chris Brown when he stood down soon after taking office because of illness. The results of the election for Directors appear in Appendix C.
- Ian McDonald asked about the Board now being one short of 10. Chris Page said that the articles do not require 10. Jerry Alderson added that Roger Blake had researched this matter extensively and the Board accepts that nine members are acceptable. Jerry Alderson said, in answer to a question, that the Board can co-opt if necessary and this is primarily intended to fill a skills or credibility gap. Unsuccessful candidates did not have an automatic right to fill a vacancy and this is clearly stated on the elections page on the website - see www.railfuture.org.uk/Elections. POST-MEETING NOTE: this page was updated to reflect the changes to the Articles of Association approved at the meeting.
 - Jerry Alderson gave some thoughts on the election results, raising a concern that for the second time that no candidate was in full-time employment. For the second year running there was no longer anyone on the board under 50 and two are women. The number of members voting was higher than last year with more being recorded online. He was pleased that there was an election as it encourages members to feel part of the society and encouraged people to stand for election particularly women and younger members.
- 12) **Appointments.** Honorary President, Christian Wolmar, was re-appointed by acclamation. The existing Honorary Vice Presidents were all re-appointed. They are tabled in Appendix D.
- 13) **Special Resolution.** Director Stewart Palmer explained that he was leading a Governance Working Group consisting of four people: two directors (himself and Wendy Thorne) and two senior branch representatives (branch chairs William Whiting and Richard Stow). There was also an expert advisor (Jerry Alderson) without any voting right. The group had identified changes needed to the Articles of Association (see AGM Notice page 4 at www.railfuture.org.uk/display1217) to reduce risks that the society and therefore its members face.
- Director Stewart Palmer proposed the resolution holding up a copy of the Institute of Directors' Handbook and said that everything being proposed was considered good practice. Jerry Alderson clarified a point of wording: directors were required to attend at least one, not all, of the Board meetings in a year. The inadvertent change to one meeting in *three* years introduced with the 2007 changes was being reversed. Further discussion focused on just two changes:
 - Appointment of the Chair of the Board from within the elected directors. It is important that the directors have confidence in the person who will chair their Board meetings. There had been no contest for chair since 2005 so the technical right for members to directly elect a chair had not occurred in any of the last 11 years. Moreover, the role of the chair had diminished since the introduction of directorates.
 - Ability of the directors to remove another director where felt absolutely necessary.
 - Nigel Perkins spoke against saying the members should appoint the Board Chairman. William Whiting spoke in favour as one of the working group pointing out that many other organisations have the Chairman elected by the Board and it ensures we are a robust and fit for purpose organisation.

- Chris Brown spoke in favour pointing out that the Chairman is Chairman of the Board so the Board should elect their Chairman. Hugh Jaeger spoke against saying it is not clear to what “compliance” is intended. David Harby spoke in favour pointing out that his local co-op elect their Chairman within the Board. The Chairman needs to have the confidence of the Board, he added.
- Ian McDonald asked about reasons for removing a Director; Director Jerry Alderson replied that it is not dependent solely on criminal activity but would never be used simply because of dislike of or disagreement with a director. The directors must always be able to defend their decisions at an AGM and would not take such action lightly, saying that the Companies Act gives members the right to remove the entire board of directors if they are unhappy.
- Stewart Palmer summed up saying that everything being proposed was good practice, approved by the Institute of Directors who state that the Chairman should be elected by the Board due to “collective responsibility”. It is not about personalities; it is good governance.
- Trevor Garrod suggested that the motion be not put. This proposal did not succeed.
- The Special Resolution was then put to the vote. Of those present in the room (including those holding discretionary proxies for other members): 51 in favour, 11 against, 8 abstentions. Applying remaining proxy votes and deducting anyone who was present, the results were **201 in favour, 20 against and 15 abstained**.
- Director Wendy Thorne then, in a statement, asked everyone present to allow the Board to work actively saying that while she’s been on the Board too much time has been spent on reactive matters; it was heart-breaking to see divisions - we should focus on campaigning.

14) **Five motions** had been received:

1. **Putting members first** - Proposer: Chris Brown, Seconder: Keith Dyall

- We thank the Board for its efforts to put members' interests first and ensure that their money is well spent. In addition the Board has brought Railfuture into the 21st century and we think this more professional approach to promoting our rail system has earned us respect from the industry and authority enabling entries to be made where doors were closed previously and could help us attract new members.
- Carried overwhelmingly.

2. **Mental health policy** - Proposer: Hugh Jaeger, Seconder: Richard Stow

- This AGM instructs the Board of Directors:
 1. to direct the Governance working group to draft a mental health policy, with appropriate advice from a mental health organisation such as Time for Change;
 2. to draft a diversity and inclusion policy that includes mental health as well as physical disability, race, gender, orientation and age, and
 3. to submit those draft policies to the 2017 AGM for debate and adoption.
- Carried overwhelmingly.

POST-MEETING NOTE: The Governance Review Sub-Group decided to incorporate this into two pieces of work - the Code of conduct for Members and the Dealing with Problems document rather than producing a separate document. Both were reviewed by branches including at the Branches and Groups Away Day in October 2016. It was approved at the Board meeting on 26th November 2016 and brought into force on 1st January 2017.

3. **Code of conduct for members** - Proposer: David Harby, Seconder: Terry Holt.

- The branches urge the board to introduce a code of conduct for members so that in future action can be taken against individuals whose behaviour damages the reputation of Railfuture.
- Carried overwhelmingly.

POST-MEETING NOTE: The Governance Review Sub-Group produced a draft Code of Conduct, which was reviewed by branches including at the Branches and Groups Away Day in October 2016. It was approved at the Board meeting on 26th November 2016 and brought into force on 1st January 2017. The Code of Conduct can be viewed on the website at <http://www.railfuture.org.uk/display1448> (<http://www.railfuture.org.uk/DL1448> to download a copy).

4. Time for a more democratic Railfuture - Proposer Nigel Perkins, Seconder: Mike Johnston.

- This meeting demands that the board now:
 1. Restore an International Group as an effective single entity and explore how it may enhance its working with other Groups and Branches.
 2. Issue a formal apology to Railfuture members for their failure to comply with Section 55 of our Articles of Association.
- As a result of the discussion the proposer withdrew part two and only part one was voted on
- Motion rejected; 27 votes against, 18 for, 9 abstentions.

5. Electrification - Proposer: Trevor Bishop, Seconder: Chris Dale

- Railfuture should adopt a new policy of support for electrification.
 - We in the North West branch think that the current programme of electrification, where chosen main lines from various towns and cities to London are electrified, is wrong headed and fails to maximise the benefits that electrification brings.
 - Rather than concentrate on main line electrification, we think that more benefits can be achieved more quickly by add-on electrification in areas within already part-electrified suburban networks or electrification of major suburban areas which presently have none. This is because one of the key the benefits of electric trains, that of better acceleration and braking, is best suited to local stop-start services.
 - We think that our policy should change to support this approach.
- Phil Smart proposed that the Motion be amended to read instead:
 - 'Railfuture should review its policy on electrification and in the light of recent experience with main line electrification should consult with its branches on a future programme of electrification priorities'.
- A vote to amend the motion accordingly was carried unanimously.
- The motion, thus amended, was then carried overwhelmingly.

POST-MEETING NOTE: The policy on electrification was reviewed at the Branches and Groups Away Day in October 2016.

Note: it was not necessary to use the proxy votes on the motions at any point. The post-meeting notes were reported to the 2017 AGM in Peterborough by Stewart Palmer and Chris Page.

- 15) **Chairman's review of the meeting and looking forward to the year ahead.** New chairman Chris Page said the Board, who are all volunteers, have to direct the Society but do not do everything. He asked members to let him have any thoughts for discussion at the Branches and Groups day and said the Yorkshire Branch are interested in hosting a similar but regional day and possibly other branches might like to do likewise in the future.

He urged members to be active at events to recruit new members especially younger ones. He encouraged more members to submit photos and/or examples of best practice to the feedback@railfuture.org.uk email address.

In answer to a question about provision of merchandise to sell at street stalls or stands at events he said it is best for branches to hold their own stocks than for it to be supplied centrally. In answer to a suggestion that at next year's AGM there might be presentations on the Railfuture Groups' reports he said this would depend on time available and how many motions there are.

Finally, William Whiting gave a vote of thanks to the Thames Valley Branch for organising the day, the venue and especially the selection of speakers in the morning session.

These minutes were approved at the AGM in Peterborough on Saturday 20th May 2017.

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

Three Directors were required; and there were four nominations. The votes cast were:-

Roger Blake	232	Elected
Allison Cosgrove	280	Elected
Chris Hyomes	270	Elected
Ian McDonald	197	Not elected

355 ballots submitted - 200 electronically & 155 postal - votes cast = 979 out of possible 1065
One postal ballot arrived too late to be considered. Deadline was 30th April.

(2015/2014: 348/419 ballots submitted - 179/178 electronically & 169/241 postal)

Appendix D - Appointment of Railfuture Vice Presidents

All existing Vice Presidents who wished to continue were re-appointed. Their names and photographs are shown on the Railfuture web-site at www.railfuture.org.uk/vice+presidents.

The list is the same as the previous year except that Stanley Hall and Mike Crowhurst stood down and Steve Wilkinson died. Only two of the VPs are women and all are white. 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.

Railfuture – Promoting Britain’s Railway for Passengers and Freight

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