

**Approved Minutes of the 13th Annual General Meeting of
the Railway Development Society Ltd (renamed to Railfuture Ltd on 1st January 2018)
Held at the John Clare Theatre, Peterborough Central Library
On Saturday 20th May 2017 - 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 Deputy Mayor of Peterborough

The Deputy Mayor of Peterborough, **Councillor Keith Sharp** welcomed members to the meeting and outlined some of the issues that Peterborough City Council had been working on with the Rail Industry. Peterborough City Council (PCC) is part of the East Coast Main Line group of local authorities that works with the rail industry to improve services and station facilities. The railway had played an important part in the shaping development of the city and future rail improvements would allow its role to expand.

PCC had worked with Network Rail to improve access between the station and the city centre and the work to upgrade the footbridge over the main road was about to start. The station building had recently been rebuilt and the new station footbridge was designed to be extended to provide a new western access to the station in the future. New trains to be introduced by Virgin Trains in 2018 would mean that London was only 38 minutes away.

Future projects where design work was underway were the reinstatement of the fourth track south to Huntingdon and the underpass that would allow freight trains to reach the Lincoln line without conflicting with other services.

Councillor Sharp was thanked for his warm words by the Chairman.

3. Introduction from Nick Dibben, Chairman of Railfuture East Anglia

Nick Dibben, Railfuture East Anglia Branch Chairman, welcomed members to Peterborough at a time when many improvements in local rail services were taking place. Many of these had been campaigns of the East Anglia Branch. The £50m Cambridge North station, which Railfuture has called for over 30 years, would be opening the next day (Sunday 21st) and branch lines, written off in the past, were now carrying record numbers of passengers. There was more freight from Felixstowe Dock and a real prospect that the line to Wisbech (mothballed since 2001) would re-open and growing interest in a light-rail scheme for Cambridge. The Branch had launched an "easy stations" award for stations that improved facilities for disabled people and carried out station audits to suggest simple improvements. The reports were circulated to the train operators, local authorities and other stakeholders and often resulted in improvements suggested by Railfuture taking place.

Although there was a lot of good news locally, there was still much to be done, especially ensuring that Network Rail delivered infrastructure capacity improvements.

4. Guest Speakers

The Chairman introduced the guest speakers who gave presentations and answered questions from members.

Jamie Burles, Managing Director Greater Anglia (GA)

The new GA franchise, run by Abellio, was now six months old and, following a number of short franchise agreements, the new franchise offered opportunities for significant improvements. The franchise is currently laying the foundations for major improvements to be delivered in 2019/20. The key headline numbers of the franchise were:

- £3.7bn premium payment to the Government (average £400m per year - double previous)
- 1,043 new coaches to be delivered in 2019/2020 - a 100% new train fleet
- Providing 55% extra peak period seats - but introducing some 3+2 seating instead of 2+2
- £60m station improvements
- Required to hit 93% punctuality performance by the end of the franchise (currently 89%)
- New ticketing smart cards and, once agreed with DfT, 15-minute delay payments
- Additional coaches in the short term
- New depot facilities.

In planning the new franchise, the rail industry had got key stakeholders (including Railfuture) together to present a short-list of required improvements. The joint approach had worked and was a valuable lesson for other parts of the country seeking better rail services. The Department for Transport would use any divisions between groups to delay funding for projects.

Designs of the new trains being provided by Bombardier and Stadler for intercity, regional and commuter services were progressing and images were presented of the new trains.

In response to questions Jamie Burles said:

- GA were working with Network Rail to increase line speeds on the East Suffolk Line (Ipswich to Lowestoft) to take full advantage of the new trains
- GA were working with GTR (Great Northern) on common smart cards
- Cambridge North station had photovoltaic panels on the cycle park roof, which generated around 10% energy used. Panels would be included on new depot buildings
- It would be possible to walk through the diesel engine middle section on the bi-mode trains. They had four small engines. The section could be removed if lines were electrified
- There would be two trains per day in 2019 that made the London-Norwich journey in 90 minutes (delivering the “Norwich in 90” campaign by politicians). Additional faster services would be provided subject to infrastructure improvements especially level crossings
- The new inter-city trains would have a café bar which was not in the original bid
- More passengers were using smart cards and buying tickets online so some ticket offices were very quiet. GA was committed to having the right number of staff at stations. GA would be fined by the DfT if ticket queues were too long
- Abellio had a policy that any profits made by the franchise would be reinvested in Britain
- Financially, the Great Eastern and West Anglia routes and some parts of the regional system made money with Chelmsford and Bishops Stortford the main revenue earners.

Phil Hutchinson, Head of Timetable Development, Govia Thameslink Railway (GTR)

Phil Hutchinson explained the process in developing the 2018 full Thameslink timetable, which would be introduced at the end of the £6.5bn Thameslink project. GTR have a dedicated team working on the timetable ready to put in a bid for train paths this summer. Outline proposals were submitted in December 2015 which raised concerns about the deliverability of the timetable.

The timetable covers 12 routes with 24 trains per hour in the peak periods. A regular interval is essential so destinations will be paired with a half-hourly service rather than maximising the range of direct services. Destinations have been influenced by the need to minimise conflicts and junctions. The new rolling stock has required a review of station-to-station times and one-minute station stops will be required.

Constraints include Windmill Bridge junction near Croydon where the longer trains cannot stop at signals without fouling the points and the lack of a fifth platform at Stevenage (for terminating services to turn around) being delivered by Network Rail, which will mean the Stevenage-Hertford North service being replaced by a bus in the short term.

The initial consultation received 5,845 responses and there were further comments received at 18 meet the manager sessions and 40 meetings with user groups and local authorities. The feedback indicates that word of mouth and station posters were effective in telling people about the consultation. Details of the new summer 2018 should be available in June 2017.

In response to questions from members, Mr Hutchinson responded:

- GTR are looking at what information to put on paper timetables especially in respect of connecting services (question from person asking about people without online access)
- East Midlands Trains would still be able to operate their timetable (despite changes to GTR service patterns on the Midland Mainline)
- The large programme of driver training for extra drivers and route learning was underway
- Discipline was needed at stations by both passengers and staff to maintain the timetable and staff awareness training was underway
- Destination pairs were influenced by routes that could take 12-car trains south of London. There were already large numbers of passengers travelling between Cambridge to Gatwick.

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

Afternoon session from 14.00 - formal proceedings of the AGM

1. National Chairman's Welcome

The National Chairman, Chris Page welcomed members to the Annual General Meeting.

2. Procedures

The Chairman reminded members of the standing orders for Railfuture's company meetings (see www.railfuture.org.uk/display1216) and how they affected the running of the AGM.

3. Minutes of the previous AGM held in Milton Keynes on 21 May 2016

A number of minor typing and naming errors in the AGM were identified and would be corrected in the published version on the website (www.railfuture.org.uk/display1296).

Adoption of the corrected minutes was proposed by Ben Walsh and Seconded by Phil Smart. The minutes were agreed by the meeting.

4. Matters Arising from the minutes

Stewart Palmer updated members on the development of a mental health policy. This had been included in the Members Code of Conduct and the Dealing with Problems policy documents. These documents were circulated for consultation in September 2016 and discussed at the Branches and Groups 'Away Day'. Amendments were discussed at the November Board meeting and implemented on the 1st January 2017. Following a suggestion by a member, it was agreed to write something in Railwatch about the new policies. The two relevant documents can be found on the website:

- www.railfuture.org.uk/display1448 - Code of Conduct
- www.railfuture.org.uk/display1447 - Dealing with Problems

The Code of Conduct policy had been implemented.

The Electrification Policy had been reviewed at the Branches and Groups 'Away Day' and been published.

5. Honorary President 's Address

Christian Wolmar gave the Honorary President's Address. He said it was an honour to be President of Railfuture and that he was happy to visit branches around the country in what would be an important year for the railways politically with the forthcoming election and Brexit. He had met Chris Grayling, the Transport Secretary, who was keen on greater integration and operators putting passengers first. He had been impressed by the combined approach adopted by East Anglian stakeholders to get rail improvements and this was a lesson that other regions needed to adopt.

The rail industry was entering difficult times. Although there was no threat of line closures, there was a squeeze on money, management issues within Network Rail and trying to implement the digital railway. HS2 could divert funds away from other projects. There was still much campaigning to do especially on the little things such as extra services and station improvements.

6. Railfuture National Chairman's Report

The Chairman, Chris Page, presented his annual report. He said that Railfuture had made progress in adopting the vision set out in 2016. The organisation was taking a realistic approach to issues and that all Directors now had clear roles and responsibilities. There was a new membership director tasked with attracting a wider range of members. The Branches and Groups 'Away Day' in October 2016 had discussed a range of policies and some had already been published with others to follow.

POST-MEETING NOTE: In October 2017 the new Membership Director, Charley Wallace, who had a full-time and highly-responsible job in the rail industry, felt that she was unable to devote the necessary time to the role to effect the change needed, and reluctantly stood down, although she remains a Railfuture member and will continue to offer advice.

Significant activities had included meetings with the Rail Minister, Paul Maynard, on investment, customer service, Network Rail Costs, better demand forecasting. The West Midlands Branch had hosted a well-attended City Mayor election hustings meeting.

In response to a question, the Chairman noted that ways to attract more younger members were being considered, and that this would be discussed at the October 2017 'Away Day'.

7. Annual Report and Financial Statements

The annual report and financial statement were presented by Jerry Alderson, Director of Finance & IT. He was indebted to the hard work undertaken by our Finance Officer, David Harby, who put them together but could not be present for the meeting. David Harby wished to reduce his finance workload (he is also very active as Lincolnshire branch chairman). The job will be split into two separate roles in the short term: Trevor Davies will become our 'Company Accountant' and will take responsibility for the two major tasks each year - Annual Accounts and the Annual Budget - as well as offer advice. David Harby would continue dealing with payments and transactions for the time being but a replacement is desired.

Reporting standards had changed and a four-page financial summary was sent by post to members in March 2017 and presented at the meeting (www.railfuture.org.uk/display1517) with a 16-page full report, which is sent to Companies House, being available on the web-site (www.railfuture.org.uk/display1497).

Adoption of the reports was proposed by Peter Hillier-Palmer and seconded by Chris Bates. Proposal agreed by the meeting.

Nigel Perkins had asked a question in advance regarding the cost of a disciplinary meeting in London in February 2016 where a formal complaint had been received against an individual. JA said that total of £479.55 incurred comprised the room hire for the afternoon (£117.60) including coffee for those present, and travel expenses for the panel of three people with relevant experience who investigated the complaint plus the person being investigated, his advocate and two witnesses to give evidence. In such circumstances one could not expect those involved to waive expenses. JA also explained that for insurance purposes the Board was required to handle the complaint in a formal way according to the defined procedure, and that it was necessary to hold the meeting on a weekday in London at short notice.

8. Reporting Accountant's report

Tony Sheward presented the reporting accountant's report. This was his 11th and final report as he considered a fresh mind was needed.

Acceptance of the Reporting Accountant's Report was proposed by Ian McDonald and seconded by Trevor Bishop. Proposal agreed by the meeting.

A vote of thanks for the outgoing Reporting Accountant was agreed.

9. Appointment of Reporting Accountant

No-one had offered to take on this role. It was not legally required but could cost up to £1,000 if an outside organisation was asked to perform what Tony Sheward had done. However, replacing the Reporting *Accountant* role with an Independent *Examiner*, who would do the same checking but without the need to be accredited with the latest legislation, would make financial sense and might attract a volunteer.

Comments from members present supported the idea of an independent review even if we had to pay and it was suggested that the Board should consider the matter at a future Board meeting.

POST-MEETING NOTE: As part of the search for a replacement for Tony Sheward, the directors identified and appointed Trevor Davies (an accountant) as its new Company Accountant, with the aim of reducing David Harby's workload but also advising him. Wendy Thorne (Railfuture director who is an accountant) helped introduce Trevor to Railfuture's way of doing things, No volunteer had come forward to fill the Independent Examiner role by the November 2017 board meeting and so the directors agreed to pay the firm of Newsham Hanson as Independent Examiner.

10. Results of the election ballot for Directors

The results of the 2017 election for Directors were announced. There were five candidates for four Director positions. 365 valid voting papers had been submitted (about 15% of members).

Charlene Wallace	327 votes	Elected for 3 years
Jerry Alderson	324 votes	Elected for 3 years
William Whiting	304 votes	Elected for 3 years
Wendy Thorne	286 votes	Elected for 1 year
Trevor Garrod	115 votes	Not elected

It was noted that the new Board had the highest number of female directors (three of nine), the widest age range (mid-40s to early 70s) and widest geographical spread for many years.

11. Appointment of Honorary President and Vice Presidents

That Christian Wolmar be re-appointed Honorary President
Proposed by Peter Hillier-Palmer, seconded by Chris Brown. Agreed.

That the Vice Presidents be re-elected *en mass*.
Proposed by Peter Hillier-Palmer, seconded by Roger Blake. Agreed.

POST-MEETING NOTE: Since the AGM, Stewart Palmer, a director and also a Vice President, has attempted to contact all of the current VPs to see what they would be willing to do for Railfuture in future. A few have decided that they have insufficient time and have resigned. A current list is at www.railfuture.org.uk/vice+presidents.

12. Railfuture presentation

Chris Austin OBE, Head of Railfuture's Infrastructure & Networks Group, who was responsible for ATOC's "Connecting Communities" report and co-author of books such as *Disconnected!*, gave a short presentation on rail re-openings. Campaigning for new lines and stations was a Railfuture core activity but they were difficult and expensive. Government now encouraged re-openings and were publishing new guidance on the process, which campaigners would need to follow if they were to be taken seriously. This **Expanding the Railways** document, which Railfuture has contributed to and receives a credit, would contain examples of both successful and unsuccessful campaigns. A draft version was produced in February 2017 and the launch of the final version had been delayed by the General Election.

POST-MEETING NOTE: It was issued in July. See: www.railfuture.org.uk/display1563 for the PDF and www.railfuture.org.uk/article1745 for a Railfuture article about it.

13. Special Resolutions

In all cases, the chair chose not to use any discretionary proxy votes that he had been given. However, as required by law, all proxy votes stating which way to vote had to be counted.

a) Election of Chair

A change to Clause 29 (a) of the Articles of Association so that the Chair of the Board of Directors would be elected by members each year rather than being appointed by the Directors from amongst themselves was proposed by Trevor Garrod and Seconded by Nigel Perkins. Board member Stewart Palmer spoke against the proposal. When put to the vote:

	Those present	Proxy votes	Total
In support	7	46	53
Against	45	111	156
Abstain	4	8	12

The resolution was defeated.

b) Removal of a Director

The removal of Clause 40(f) of the Articles of Association allowing a Director to be removed by 2/3 of those Directors present at a quorate Board meeting was proposed by Trevor Garrod and seconded by Nigel Perkins. Board member Stewart Palmer spoke against the proposal, saying that a company needed the ability to remove an unfit director. When put to the vote:

	Those present	Proxy votes	Total
In support	8	43	51
Against	50	111	161
Abstain	2	9	11

The resolution was defeated.

c) Change of Company Name

The Board of Directors propose to **rename the company from the Railway Development Society Limited to Railfuture Limited** from 1st January 2018. When put to the vote:

	Those present	Proxy votes	Total
In support	52	150	202
Against	2	11	13
Abstain	0	2	2

The resolution was carried.

All results were communicated to members in a briefing from the Chairman in July 2017.

14. Motions

The following motions on matters of policy and organisation were discussed:

a) Proposed European Passenger Group

That a new European Passenger Group (EPG) is needed to assist the promotion of European rail travel. Proposed by Nigel Perkins and Seconded by Andrew MacFarlane.

In order to assist the continuing promotion of European rail travel, at minimal cost to Railfuture, this meeting agrees that a new European Passenger Group is now needed. The Board of Directors are therefore mandated to set up a small European Passenger Group (with no more than 6 full members) responsible to the Policy Directorate by 1st July 2017 at the latest with a budget of £300 to provide sufficient funds for their expenses for the remainder of 2017 and pro-rata for subsequent years. The remit of the group will be:

- Campaigning for more and better rail services between the UK and the rest of Europe.
- Campaigning for better through-ticketing facilities between the UK and Europe in partnership with the Association of European Rail Agents.
- Acting as Railfuture TOC Liaison with Eurostar and Heathrow Express.
- Campaigning for improvements to the InterRail Pass and better promotion in the UK.
- Electing and supporting our Railfuture delegate to the European Passenger Federation.
- Providing quarterly reports to Railfuture on relevant campaigns undertaken by the European Passenger Federation and their associated organisations.
- Campaigning for better Rail/Sea/Rail and Rail/Air/Rail connections between the UK and Ireland and Continental Europe.
- Producing regular 'Go and Compare' items for the website to highlight best practice in other countries.
- Production of relevant training material on European Rail issues for branches.

Alison Cosgrove spoke against the motion for the Board. When put to the vote:

In support	Against	Abstain
26	21	9

The motion was carried. However, it should be noted that the company is run by the directors, who bear the legal responsibility for the company’s activities. An AGM cannot “mandate” or instruct directors to do something. However, it can empower them. Secondly, although a group can suggest its representative to EPF, the Board appoints all individuals to roles since directors must ensure compliance with the company’s insurance policy.

POST-MEETING NOTE: Positions on the EPG were advertised to all Railfuture members in a note sent with the July 2017 edition of Railwatch. Around a dozen formal expressions of interest were received along with several informal ones. The motion specified “no more than 6 full members”. At the 25 November 2017 board meeting six people were appointed, each to a specific role ensuring that the bullet points listed in the motion’s remit were covered. Each person’s skills and experience matched their role. Three members had previous involvement with the old International Group. The motion also asked for a £600 budget for 2018, which the directors also allocated. The EPG is chaired by Ian Brown – who has experience on many aspects of operating and using railways around the world especially in Europe – who wrote an article on page 18 of the April 2018 edition of Railwatch describing the group’s structure. A key achievement was a short meeting between Ian Brown and the Chief Operating Officer of Eurostar, Philippe Mouly, in March. This will be followed up. Dennis Fancett represents Railfuture at the European Passengers’ Federation (EPF) and he attended their AGM. Their new President has indicated a strong willingness to work with Railfuture. Three members of the group will be attending the EPF conference in Germany in June 2018 at their own cost.

The group held its first meeting on 13 March 2018 and agreed its terms of reference along with actions for 2018. The objective is to ensure that input is respected by Railfuture members and by industry partners (as is now the case with Railfuture in general). In November 2018 a meeting will review progress. In the longer term, Railfuture aims to attract a more diverse membership to the group and its other groups.

b) The Great Repeal Act and rail users

Concern that passenger rights and other legislation that impact on passengers are retained after Brexit. Proposed by Trevor Garrod and Seconded by Ian McDonald.

That Railfuture view with concern the possibility that the Great Repeal Act will lead to a deterioration in rail and other public transport services, if progress made during the UK's membership of the European Union is reversed after 2019. This could threaten passenger rights in all modes and the governance of public transport; while any repeal of environmental or social legislation could also have an adverse effect on passengers.

We therefore ask the Board to monitor the developing situation and ensure that Railfuture lobbies at the appropriate level, in co-operation with other bodies if possible, to ensure that these gains of the past 44 years are retained.

Jerry Alderson gave the Board’s position on this matter, which was that campaigning for a railway that put passengers first is core to Railfuture’s work and will remain so. When put to the vote:

In support	Against	Abstain
33	1	4

The motion was carried.

POST-MEETING NOTE: In his Eurostar Liaison role within EPG, Jerry Alderson has raised several issues around passenger rights with Eurostar and has built up valuable knowledge and experience for the future. Chris Irwin (Railfuture Vice President and also Chairman of Travelwatch West of England) was appointed to EPG to help fulfil this motion as he is a respected specialist in European Transport legislation.

15. Chairman's closing remarks

The chairman closed the meeting by looking ahead to the year's campaigning for a bigger and better railway. Railfuture should have a short list of priorities to make best use of resources. The organisation had to be consistent and act in a professional way to earn respect of the railway industry and politicians. He said that Branches played a key role in local campaigns, attracting new members and helping highlighting our achievements. The Branches and Groups Day later in the year would help develop these themes.

The East Anglia Branch were thanked for helping to arrange the AGM, including the dozen or so people who played a role: inviting the speakers, finding the venue, ordering the food, 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 10 on the minutes for the results.

365 ballots submitted - 212 electronically & 153 postal - votes cast = 1,356 out of possible 1,460.

No 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).

(2016/2015/2014: 355/348/419 ballots submitted – 200/179/178 electronically & 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).

POST-MEETING NOTE: since the AGM Barry Doe, David Begg and Lorna Slade have stood down, all citing a lack of time to justify the role of Vice President.

Appendix E - Proxy Votes

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

Minutes approved at the Railfuture Ltd AGM in Edinburgh on 12/05/2018.

Railfuture – Campaigning for better services over a bigger railway

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