

**Approved Minutes of the 16th Annual General Meeting of Railfuture Ltd
Held at the Priory Rooms in Birmingham
On Saturday 17th July 2021 – 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), Alison 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). All except Ian gave a presentation at some point.

Because of the COVID-19 pandemic the AGM was delayed until July, which the Articles of Association permitted, but could not be held virtually. Matters planned for the 2020 AGM were included in the 2021 AGM (emergency legislation had allowed this).

Morning Session

1. National Chair's Welcome

The National Chair, Chris Page, welcomed members to the meeting and to anyone present for the first time. He thanked the West Midlands Branch for their support in its organisation, and all volunteers for keeping Railfuture going in an unprecedented 18-month period, particularly by embracing virtual meetings using Zoom. He said that he would give some good news regarding Railfuture's activities during his chair's address. A short video presentation specially recorded for Railfuture by the Mayor of the West Midlands Combined Authority, Andy Street, was played, in which he highlighted progress that had been made in the West Midlands in the last 10 years in developing rail.

2. Procedures

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

3. To hear an individual's appeal

Background: In a unanimous vote (eight directors out of nine were present) at a board meeting on 1 June 2019, following a complaint about his behaviour, a long-time member was expelled from the company upon the recommendation of the experienced and qualified independent hearing official (a branch secretary, appointed by the Board, who had never been a director). This occurred after the formal complaint process (see the "Resolution of Problems" document at www.railfuture.org.uk/display1447) had been followed, with the member appearing at the hearing. The member, as per his right in the Articles of Association (clause 7, as shown at www.railfuture.org.uk/display219), appealed to the members present, at the first company AGM held since, to overturn the Board's decision and reinstate his membership. The process consists of statements and a supervised secret ballot.

Note: in the spirit of privacy legislation and to protect his reputation, these public AGM minutes do not name the expelled member, nor state anything that may lead to his identification. However, the full minutes, which are available to current members on the Railfuture website (after entering a valid Railfuture Number and PIN), do name him, and provide detail of the complaint, the written statement issued by the Board to those present, the former member's appeal comments, questions from the floor and the Board representative's response.

The process, which included issuing the printed statements by the Board and the expelled member (these are shown in Appendix E in the full minutes) and numbered secret ballot papers, took just over 30 minutes. The expelled member had been allocated three minutes (as per motions) but took 11 minutes 56 seconds as he also invited questions from the floor and answered them. Stewart Palmer, the Corporate Governance director, then responded on behalf of the Board, taking 9 minutes 21 seconds to do so.

A secret ballot was then taken (42 ballot papers were distributed) and counting by the Electoral Returning Officer, Chris Bates, was undertaken in the presence of the expelled member. The result of the ballot was announced after agenda item 5 but shown here. Two ballots were not completed and therefore treated as abstentions; 25 agreed to uphold the decision to expel him permanently from Railfuture and 15 supported the appeal. He remains expelled. That is the end of the process.

4. Minutes of the previous AGM held in Cardiff on 18 May 2019

There were no amendments save for a typographical error where "contact" should read "contract". Subject to this the minutes were proposed as a true record by Allison Cosgrove and seconded by Peter Kingsbury.

For adoption of the minutes 38, abstentions 0, against 0.

5. Matters arising from the minutes

None.

At this point the Chair announced the death of three members.

- Rev Michael Davies (London & South East Branch)
- Chris Dale (North West Branch)
- Rowland Pittard (Wales Branch)

Peter Hughes advised members that Alan Bevan (West Midlands Branch) had died and had been a long-standing member. This was noted.

The meeting stood in silence.

6. Honorary President's Address

Christian Wolmar, Railfuture's Honorary President, said that the railways should be a benefit to local communities. He had been in Louth, which was once served by rail, a week earlier and said it would be more prosperous if it still had its railway.

These are bad times for the railways. Latest figures at the time of the AGM showed only 43% of pre-COVID numbers using rail. Railfuture is a key organisation to attract people back to rail particularly as the railway has been portrayed as dangerous to use in the messaging. Marketing has been banned. Flexible fares in his opinion were not flexible and if there will not be full trains at the old peak travel then why retain "peak" fares?

Reversing Beeching is a slogan without a policy. It is unclear what schemes will go ahead and we should be worried about cuts such as thinning out of services, reductions in enhancements and cost cutting that damages our cause. [Railfuture is concerned that the Treasury focuses on *absolute* cost rather than *net* cost, i.e. overlooks extra revenue.]

The decarbonisation White Paper spending £27 billion on road was, in his view, incoherent.

In summary, Christian said that HS2 is going to happen but what will be the business case post-COVID with expanding costs and possibly fewer people using it? Railfuture needs to point out the benefits of rail serving new communities and Borders Rail was a good example. We must believe that passengers numbers will come back.

7. Railfuture National Chair's Report

Chris Page stated that Railfuture had received recognition in its submission to the Railway Industry Association on decarbonisation 2021. It had also been asked to promote a webinar on the Williams report by the Department for Transport. Neil Middleton, a Railfuture director, presented evidence to the House of Lords Select Committee on ticketing and we had produced material for High-Speed Hastings.

Chris said during lockdown Railfuture had arranged Zoom meetings, which attracted more attendees, and we should look at a mix of real and virtual meetings in future. During 2020 we balanced our books. He identified five campaigning areas:

- (a) *Electrification* — get commitment from governments to a rolling programme
- (b) *Fares and ticketing* — Railfuture is seen by House of Lords as a credible campaigner, particularly in seeking flexi-season tickets
- (c) *Industry Structure* — the Williams/Shapps Review has been published; it is light on devolution but an integrated structure
- (d) *Restoring Your Railway* — results of latest round (no. 3) were expected soon, and we should promote schemes where there is new housing development
- (e) *Attracting passengers back to rail* — How is the rail industry going to that and what role can we play?

In his closing remarks Chris asked members "what other issues should Railfuture campaign on and how can we attract new members?"

8. Annual Report and Financial Statements

Jerry Alderson, Director of Finance & IT, presented both the 2019 and 2020 accounts – there had been no AGM in 2020 owing to COVID-19. He said that at the last AGM (May 2019) members approved an increase in subscriptions for the first time in 12 years, but this had not resulted in a significant loss of members. However, we had been unable to meet the public during COVID-19 and therefore failed to get new members. There is now an option for members to receive an email notification that Railwatch (and all inserts that are sent with it) can be read online. The website-based email system is being used to send out branch newsletters to more recipients. Both save Railfuture money, and branches are requested to encourage their members to switch to email.

POST-MEETING NOTE: The Self-Care facility on the website now has easy-to-use buttons to switch from post to email for Railwatch and/or branch newsletters.

The Directors' and Officers' (i.e. management) insurance quote is £2,220, up from the previous year's £1,790, and so another provider is being sought. The Public Liability Insurance has increased by a small amount.

POST-MEETING NOTE: Soon after the AGM, a new broker was identified (with the help of a local rail group) and a new 'a la carte' insurance policy (more closely meeting Railfuture's needs) to cover both management and public liability was arranged. This resulted in a significant cost saving.

Railfuture had only been advised of one legacy. The monthly lottery is apportioned by 50% being given to members and 50% to Railfuture.

As the Chair had implied, our ability to balance the books has in part been made possible by holding hybrid meetings and saving on room hire.

Albert Thomas asked if COVID-19 had affected our membership numbers, In response Jerry stated that he could not say if it had, but pointed out that over half our members were over 70 and there would be inevitable deaths or infirmity leading to decline in members.

Donald Payne asked whether we could get a greater return from our money by investing in equities. In response Jerry said there could be a financial risk for our members (and there would be a management fee). Railfuture has Tesco shares, thanks to a legacy, but the share price fell (although dividend income had generally been good). However, he agreed to ask the Company Accountant, Trevor Davies, to raise this at a Board meeting.

Both sets of accounts were proposed by Albert Thomas and seconded by John Hassall.

2019 Accounts	Those present	Proxy votes	Total
In support	37	99 (eight by chair)	136
Against	0	1	1
Abstain	0	0	0

2020 Accounts	Those present	Proxy votes	Total
In support	37	100 (eight by chair)	137
Against	0	0	0
Abstain	0	0	0

9. Appointment of Independent Examiner

The company paid 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. On behalf of the Board, Wendy Thorne proposed that the existing examiner remain in post, seconded by Stephen Chaytow.

	Those present	Proxy votes	Total
In support	37	97 (seven by chair)	134
Against	0	0	0
Abstain	0	3	3

10. Results of the election ballot for Directors

The results of the 2021 election for Directors were announced by the Electoral Returning Officer, Chris Bates. There were three full-term vacancies arising from three directors retiring by rotation [R]. In addition, two further places arose from the directors co-opted during the year [*] (having filled places following resignations). All had chosen to stand again. There were no other candidates. 366 valid voting papers had been submitted, of which 228 were online and 138 by post (62.3% and 37.7% respectively).

Ian Brown [R]	262 votes (165 online votes, 97 postal)	Elected for 3 years
Neil Middleton [*]	104 votes (75 online votes/29 postal)	Elected for 1 year
Chris Page [R]	259 votes (161 online votes, 98 postal)	Elected for 3 years
Mike Rose [*]	162 votes (99 online votes, 63 postal)	Elected for 2 years
Wendy Thorne [R]	275 votes (165 online votes, 110 postal)	Elected for 3 years

There was a total of 1,062 votes cast. Chris Bates also noted there were no duplicate, spoilt or invalid ballot papers, but two had arrived too late.

There was no change of directors, so it would not be necessary to inform the insurers.

11. Appointment of Honorary President and Vice Presidents

Christian Wolmar was asked if he would be prepared to continue as President, and he agreed, saying he was honoured to continue in this post. The meeting unanimously concurred with this.

Before a vote was taken on the election of Vice Presidents, names of which are stated in Appendix C of these minutes, two questions were raised from the floor:

- Ian McDonald asked if the Board was sure those listed are still active — Stewart Palmer explained that he had contacted all of them within the last two years; it was also explained that some were involved in judging the Railfuture RUG Awards
- Ariadne Tampion considered that the Board should ensure contact is made with our Vice Presidents and noted that there was only one woman. She asked whether the list could be reduced.

Trevor Bishop proposed the appointments of the Vice Presidents, and this was seconded by Nigel Perkins. 35 for, 0 against, 2 abstentions.

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).

12. Motions

Motions on matters of policy and organisation are discussed at the AGM. Only one motions had been received, proposed by Roger Blake and seconded by Martin Cooper

Railfuture being a signatory to the open letter dated 22 April 2021 to Transport Secretary Grant Shapps MP on publication of the report "*Why rail electrification?*", this AGM calls on this government to implement a rolling network electrification programme without any further delay. 'RNEP-e' should be supported by investment in trains powered by batteries and carbon-neutral fuels, to meet the **RailDecarb21** aim of removing all diesel-only trains from the national rail network by 2040 and the legally-binding commitment to Net Zero by 2050, whilst encouraging modal shift to rail from road and domestic air travel by people and goods so that decarbonisation of all transport is accelerated.

This AGM expects any communication about decarbonisation on behalf of Railfuture to be consistent with this Motion.

Roger Blake briefly spoke to the motion and he questioned how the rolling programme of electrification would be phased. Railfuture had an independent and single voice on such matters.

The meeting voted unanimously in favour of the motion. The chair also used his 85 proxy votes in favour.

13. Railfuture Campaigner of the Year

Wendy Thorne, director, manages the annual Campaigner of the Year award, which began in 2019 and will take place at each AGM in future. She advised members that Dennis Fancett had been named as the 2021 campaigner of the year for his work on Ashington/Blyth reopening and SENRUG. He was unable to be present but had recorded

a video, close to the (to-be-called) Northumberland Line, where he was presented with a gift by Allison Cosgrove. This video was shown to attendees.

14. Looking Ahead

Allison Cosgrove, Railfuture Vice Chair, stated that Railfuture's challenge was to encourage passengers back to rail. Many people have stopped their daily commute, but Railfuture has produced an excellent report on the use of flexi-season tickets. She expressed concern about LNER insisting on reservations and the inability to just turn up and travel. Furthermore, LNER are proposing to revise their timetable speeding up some journeys at the expense of intermediate stations.

Railfuture needs more of its members to be active. The members are from all areas of Great Britain. We have expertise and talent.

Allison encouraged members to have face-to-face meetings with their Councillors and MPs on rail issues to express their *personal* views. She ended by thanking members for what they had done for Railfuture.

The Chair closed the meeting at 12.45.

Afternoon Session

The afternoon session was chaired by Stephen Wright of West Midlands Branch. There were two speakers, who each gave a PowerPoint presentation and took questions.

Malcolm Holmes, Executive Director, West Midlands Rail Executive, began by explaining the area that it covers, its new branding and vision. He mentioned that impact from COVID-19 and what Great British Railways (GBR) might bring. He talked about Mayor Andy Street's 2040 plan for the Metro and rail the West Midlands.

For the near future, he covered the tram extensions under construction, showed images of the new Class 196 trains, planned reinstatement of rail services on freight-only routes and the rebuilding of both Perry Barr and University stations, in time for the Commonwealth Games in 2022.

Sarah Spink, Strategic Partnership Lead, Midlands Connect, began by explaining the organisation's role and priorities. She explained its rail strategy, looking at each of the rail corridors in turn.

Their PowerPoint presentations can be viewed at www.railfuture.org.uk/display2733 and www.railfuture.org.uk/display2734 respectively.

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.

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

Sadly, Paul Abell died in October 2021. Railwatch issue 170 (page 3) contained an obituary.

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 115 proxy forms submitted of which 61 were electronic. There were 14 people who attended in person having already submitted a proxy form, so these proxy votes were not counted.

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

Appendix E - Board statement regarding appeal by member against expulsion

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

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

The full minutes to be approved at the Railfuture Ltd AGM in 2022. These public minutes will be amended if required.

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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 14 Ghent Field Circle, Thurston, Suffolk IP31 3UP*

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