REFERENCE 1812

A Charitable Incorporated Organisation Registered with the Charity Commission
Registered Number: 1169995

Minutes of the Management Committee held on 1st December 2018
At The Somers Town Coffee House, 60 Chalton Street, London NW1 1HS
Commencing at 12.15 hrs

PRESENT

WGD	Gordon Davies	(Chairman)
WRG	Bob Green	(Secretary)
ARW	Reg Wood	(Treasurer)
ILR	Irene Rabbitts	(Branch Liaison Secretary)
MSR	Mike Robinson	(Managing Editor – "The Railway Observer")
DPG	David Goddard	(Membership)
APD	Andy Davies	(Library & Archive)
DJ	David Jackman	(Web)
JR	John Redgate	(Committee Member Co-opted)
DB	David Bird	(Chair – Publications Sub-Committee)
PC	Paul Chancellor	(Chair – Development Sub-Committee)

1812.01 CHAIRMAN'S OPENING REMARKS

WGD welcomed all to the last meeting of the year and reported that it had been a good one for the Society as the Library/Archive had been formally opened and noted that the special "Free Membership" offer as a 90th year treat generated over 830 new members thereby lifting the membership to a total well in excess of 3,000.
The Chairman further commented that caution should be taken by the MC as even though there is much change to be put into place care should be taken over the workload and not attempt too much all at once. A shortage of volunteers is not very helpful.
All were thanked for their efforts throughout the year.

1812.02 APOLOGIES FOR ABSENCE

BA	Brian Arman	(President)

1812.03 TO CONFIRM THE MINUTES OF MEETING 1809

All agreed that the minutes were a true and accurate record of the meeting.
JR proposed and DPG seconded that they be accepted. All agreed and they were signed off by the Chairman.

1812.04 MATTERS ARISING/ACTION POINTS FROM 1809

With the exception of those described below all of the Action Points from meeting 1809 have either been expedited or are to be discussed as part of this meeting's agenda.

- 1809.04 Bank Signatories: DPG has been added to the mandate which has now been circulated nationally for signature.
- 1809.05.05 Trustee Training: Organised to be carried out on 2nd February.
- 1809.16 Website Methodology:

REDACTED

JR noted his concern that the redacted minutes on the website look somewhat untidy. In posting the minutes of 1809 a simpler and cleaner approach has been adopted. Observations from the membership will define whether or not this is satisfactory. Comments made at the Officers' Conference confirm that a number of officers would be content with a precis of the MC/Trustee minutes but generally they are happy that these are now available for all to see.

1812.05 MANAGEMENT COMMITTEE MATTERS

.01 Deputy Chairman:

REDACTED

Within these discussions it was made known to the MC that David Elsdon, National Exhibitions Officer, wishes to stand down from these duties at the 2019 AGM.

In the January RO WGD, in a message to the members, intends to make it known to the membership that there are several up and coming vacancies both on the MC and at senior Officer level. An appropriate advert will be put into a future edition of the RO (sooner rather than later). **Action: WGD**

.02 Conflict of Interest: This was fully discussed in the earlier Trustees' meeting which records that the Trustees considered the issue to be adequately covered within Clause 7 of the Constitution which quotes:

*"**Conflicts of Interest and Conflicts of Loyalty***
A charity trustee must:

(1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and

(2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter."

This however needs to be reinforced via the writing of a formal Policy Document which will be put together by ILR as an element within the SPRC review.

Action: ILR

Additionally Trustees and Management Committee Agendas will, at the outset of the meetings, ask of the attendees that any Conflicts of Interest that lie within the respective meeting Agenda be declared.

.03 Strategic Review: The second report from the SPRC can be seen in Appendix 1. In reporting this the Review Committee has now concluded the first phase of their work and an in-depth and point by point discussion with the MC must now be undertaken in order to define and tabulate the way forward. This requires to be done at the earliest opportunity.
In discussing the proposal that the RO be put under the stewardship of the Publications Sub-Committee was unfavourably received, particularly by DB. He reminded members that this arrangement has been used in the past but was not found to be particularly satisfactory. He strongly recommended that the status quo should prevail. MSR was of the same opinion.

Other comments were such that the governance of the photo archive needs to be sorted (see minute 1812.06.03) and that the handling arrangements of the photographic portfolio should also be clarified as it was considered that this could be a useful element in bringing about a broadening of the scope of the Society.

MSR remarked that nothing within the paper served to help expand the RO into the digital world where it is believed the future of the Society should be energetically thrusting its way forward. Progress in this direction is very much dependent on the commissioning of the new website.

Once the direction has been established names of volunteers will need to be found and set against each of the agreed activities - a note and comment that prevails throughout the entirety of these minutes.

.04 Rules Revision: Following comments from the MC members to the first draft of proposed changes WGD, for furthering the discussion, tabled a second draft incorporating the suggested modifications. This is illustrated in Appendix 2. Some further amendments from within the meeting were suggested and a third, and hopefully final, version will be circulated around the MC by WGD before 27th January for discussion at the meeting scheduled for 2nd February. Should agreement to progress be forthcoming the proposed changes could therefore be published in the March RO for presentation to the membership at the AGM in April. However it was recognised that any changes should not be rushed as the process has been in progress for some time and needs to fall in line with the outcome of the Strategic Review currently underway. **Action: WGD**

Whatever is concluded it is essential that the finalised document lies fully in line with the outcome of the Strategic Review.

.05 Sub-Committee Meeting Minutes: WRG reminded the Chairmen of the DSC and PSC that the minutes of their meetings, once cleared, should be sent to him for circulation around the MC and for filing by the Secretary in the appropriate records.
Action: DB/PC

.06 Officers' Conference Review: ILR is working on the minutes of the Conference and will be circulated once they are to hand. **Action: ILR**
It should be recorded that the totality of the weekend was a great success.

The 2019 weekend will take place in and around Leicester with John Day as the usual leader of the organising committee. John made it known to WGD that he intends to step down from the position once the 2019 event is over. Again it will be necessary to seek a suitable volunteer necessitating that another advert be put into the RO.

.07 Society Diary: Current arrangements are such that MC meetings have been scheduled for 2nd February (Trustee training day); 30th March; 28th September and 7th December. A view from the MC members was that a meeting should be scheduled for June, as has been the case for the last 4 years, in order to shorten the gap between the March and September meetings. 15th June was considered to be the most suitable date.
Action: WGD

1812.06 LIBRARY/ARCHIVE

.01 General: No information or invoices have been seen or received from either GTR or NR regarding the lease of the building. Similarly no Local Authority business rate demands have yet been seen. WGD has been in contact with Sara Hollingworth at Hollingworth Bissell (Solicitors) in an attempt to expedite the lease. However he was informed that this would take some time as NR is not known for speedy responses.
Rising damp at ground floor level is a cause for concern and the problem has been reported to NR/GTR. A new damp proof course is required and the work will be

undertaken by them. In order to provide the required working space for the builders some temporary and possibly inconvenient arrangements will have to be put in place.

.02 Progress: APD reported that space requires to be identified for the Working Timetables but progress is being made.
Work is underway sorting the historical details relating to the myriad of RCTS rail tour itineraries and the cataloguing of the many “spotters” notebooks that have been accumulated over the years.

.03 Photographic Archive: The current operating system for scanning, digitising and cataloguing of images aimed at increasing sales income is in need of a reorganisation. As a first stage the Archive Committee (inclusive of John Broughton and David Jackman) will meet on 26th January 2019 and the outcome reported to the MC at either the February or March meetings. Initially it is important that the existing procedures, currently being used, are understood.

.04 Visitors: APD advised the meeting that there has been a good supply of volunteers who have helped set up the new facility and that the number of attending visitors already exceeds the annual total of those who frequented the Uxbridge library in its final years.

1812.07 BRANCH LIAISON

- Review of Officers’ Conference: The minutes of the Conference have yet to be issued.
Action: ILR
- Sussex Branch: At the AGM of the Branch it was concluded that it would cease to operate at the end of this year.
Ahead of the their AGM, in an effort to keep the show on the road, ILR with the agreement of the branch Chairman and Secretary sent letters to every member of the branch. With sadness those members present voted to close the branch. ILR was in attendance at that meeting and her report to the MC is shown as Appendix 3. Also included within the report are the Branch members’ responses to her earlier written communication.

- Regional Meetings: Suggested agenda items should be sent to ILR as soon as possible. An initial suggestion was that networking and a comparing of notes between branches might be a good subject for airing as has been requested by some of the branches. Other suggested items were the formulation of new branches, lunchtime meetings, and discussions as to how branches might best be run, i.e. good practice.

1812.08 AVR (AHL REPLACEMENT)

The subject was discussed in detail at the Officers’ Conference and the proposals have been recorded within the minutes of the Trustees’ meeting held earlier in the day.
They are once again reported here for the purposes of the record.
At April’s AGM the general principles for a replacement of the monetary reward system for volunteers was accepted but with some minor modifications. MSR and ARW presented their updated version of the proposals to the Management Committee at meeting 1809, the details of which are given in Appendix 4. They were broadly accepted by the MC. Comments supported the recommendation that the volunteers’ subscription should be set at £5. In respect of the funding proposals the MC took the position that whoever is awarded AVR status all those appointed, inclusive of those at branch level, will have their AVR subscriptions managed through the annual renewals system. Subsequently the modified proposals were presented to the Officers’ at the October Conference and were very widely accepted (n.b. 3 Officers however did not agree). This latest and modified version will therefore be put before the membership at the 2019 AGM by MSR.
Action: MSR

1812.09 FINANCE

- 2017/18 Forecast: At the current time a forecast out-turn is difficult to establish as not all of the branches have submitted their returns. The timing of the Officers’ Conference, which is at the

very end of the financial year, further inhibits the finalisation of the numbers. However the forecast is very likely to show an improvement over that given to the meeting of 1809.
As was brought up within the Archive/Library minutes (1812.06) no invoices have been received regarding leasing charges or Local Authority Business rates. In order to cover these expenditures the Treasurer is to reserve the monies within the 2017/2018 accounts.
Publications stock provisions will have to be increased.
The year-end finalised figures require to be confirmed by the MC ahead of publication within the AGM agenda. This will need to be done at the February 'training day' meeting.
Action: ARW

- 2018/2019 Budget:

REDACTED

- Branch Treasurers: ARW is to consider the need for a training session.
  JR requested that details of the monies held by the branches be submitted for presentation to the MC. **Action: ARW**
- OC Attendance Subsidy|: It was emphasised that central funds will only subsidise attendances at the Officers' Conference for one branch member where a branch has less than £1,500 of funds in the their account. This will cover accommodation for one night plus any reasonable travelling expenses.
- Accounts: The Treasurer advised the MC that the problem with the Current Account has now been sorted but as yet no cheque book is to hand. Details relating to the other accounts held by the Society are currently in the process of being sorted out.
  Action ARW

1812.10 WEB

- Web: Progress continues to be made - albeit steadily.
  The technology which the new website is to embrace is already to be found on the web and a launch of the new site is expected to be in the first few months of 2019.
- Social Media: Thinking is now that this might be better served by putting the matter into the hands of each branch as each is better placed to understand what their members would like to see. The South Wales and Chichester branches are typical examples of branches using social media. Referral was made to the SPRC report section relating to Social Media with a similar recommendation that this could be done individually by the branches, perhaps with some guidance from the centre. It was further suggested that a newsletter be issued to advise officers and members of the current line of thinking seeking their views on the worthiness of the proposal and the best way forward.

1812.11 "THE RAILWAY OBSERVER"

.01 Publication Dates: At the Officers' Conference MSR advised the Officers of a change to the expectation that the RO will arrive on the doormat on or about the first day of the month, which has proved somewhat problematical. A change has therefore had to be put in place. MSR advised the MC and clarified the detail of this need in an email dated 27th October, which is shown as Appendix 5. The membership has subsequently been made aware of this in the December RO. WGD read out an email he had received from John Day congratulating the RO team in taking on board the comments that were expressed at the OC in October.

.02 Advertising Policy: At the September MC meeting MSR submitted details of the pricing policy that was to be proposed for advertising in the RO from January onwards (1809.11). Due to the introduction of some small detailed changes an update to the policy was circulated by MSR which is to be seen in Appendix 6. All were in favour that the numbers submitted were acceptable.

.03 Tour Advertisements: Internal discussions, regarding the free advertising of RTC rail tours in the RO in return for discounted prices to members has recently been re-tabled. This

was previously discussed by the MC in the December 2017 and January 2018 MC meetings where it was decided not to progress with the initiative.
Nevertheless it was raised once again within the Society as it was thought by the DSC and SPRC, plus some individual members, to be of possible benefit to the membership. Discussion within the MC concluded in a vote of 4 being in favour of taking the proposal forward whilst 5 voted against. The MC therefore, once again, rejected the initiative.
LCGB tour details are to be found on the RCTS website.

1812.12 MEMBERSHIP

At the time of the meeting the membership total now stands at 3164. The details of this and their disposition are given in Appendices 7a and 7b. In comparison to the same time as last year when the number stood at 2378 this clearly demonstrates the impact of the 90th Year Free Membership offer which has recently taken place.

Of those who joined for free the renewals process shows that, thus far, 156 have renewed whilst 106 have opted to resign.

Details of the sources of the new memberships are shown in Appendix 8. Note that those recruited in November and December lie outside the 90th Year Free Offer initiative.

In furthering the New Membership drive beyond the now extant "90th year free offer", advertisements have appeared in the railway press advertising membership for half price. This has been interpreted by some current members as meaning they too can renew for half price. As a consequence the advertisements have been amended as have the membership application forms.

1812.13 DEVELOPMENT SUB-COMMITTEE

PC reported from their latest DSC meeting as follows:

- The DSC wishes to establish the whereabouts of all the nameplates owned by the Society and WGD has forwarded the details to PC. A number of plates reside with several preserved railway establishments and museums. Legal agreements between the RCTS and these Societies have been generated. WRG has copies of most of these and will forward the information to PC. **Action: WRG**
- Attendances at two exhibitions have been identified thus far for setting up during this next year at DRS (Carlisle) and Ramsgate.
  David Elsdon as National Exhibitions Officer will be standing down from the role at the AGM.
- A team to work with underperforming branches was thought to have some merit.
- As recorded within the Finance minutes advertising and publicity press releases are already being put into place for next year and the monies have been allocated within the 2018/2019 Budget.
- Committee member DPG is to stand down from the DSC after the AGM.
- An updated Business Plan will be presented for discussion at the next meeting of the MC and the Society Vision also requires some attention during the year. The latest version of the plan is shown as Appendix 9. MC members are asked to study and understand the detail and address any comments directly to PC. **Action: ALL**

1812.14 PUBLICATIONS SUB-COMMITEE

DB summarised the latest information which is described below.

- There will be no LMS publication in 2019 as John Jennison is temporarily otherwise occupied. However it is confidently expected that the book covering the Royal Scots will be on the shelves in 2020.
- In the interim work is progressing towards the first in a series of colour books which will be that illustrating the work of the late Michael Mensing. It is aimed to make this a top quality publication to be launched this coming year.

- High stock levels of the Black Five books were noted, whilst those of the Standards 3 are almost sold out. One hundred of Standards 4 remain on the shelf.
- Sales of the recently launched Patriot book are progressing steadily and out of a print run of 1250 and around 150 have already been sold.
- Research material obtained from the late Ray Towsin has been forwarded to John Jennison for future use and reference.

1812.15 ANY OTHER BUSINESS
No additional matters were tabled.

The meeting therefore closed at 17.10.

W R Green
January 2019

Appendices attached to these minutes

1. SPRC Second Report
2. Rules Revision Draft #2
3. Sussex Branch – ILR Report
4. AVR (AHL Replacement) – MSR/ARW Report
5. "The Railway Observer" Publication Dates
6. Advertising Policy

7a. Membership Statistics
7b. Membership Breakdown

8. New Membership Figures
9. Development Sub-Committee – Society Vision Plan

NB Due to the size of the Appendices they are not published along with these minutes.
Copies can be provided, on application, to the Secretary but will only be supplied subject to any redactions that might apply.