REFERENCE 1902

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

Minutes of the Management Committee held on 2nd February 2019
At The Somers Town Coffee House, 60 Chalton Street, London NW1 1HS
Commencing at 14.15 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)
DK	David Kelso	(as a Trustee was in attendance)

1902.01 CHAIRMAN'S OPENING REMARKS
WGD welcomed all to the first MC meeting of 2019 and reported that the two significant achievements in the last year were the opening of the Society Archive and Library at Leatherhead and the recruiting of over 1,000 new members, chiefly as a result of the 90th year "Free Membership Offer" which brought in 816 recruits.

The new and modernised website will be the focal project for this current year and it is anticipated that it will become live around the end of the first quarter of this year.

Following the Trustee training session, in the pre-lunch session of the day, it became clear that the Governance of the Society needs to be reassessed as soon as possible. To help with this trainer, Sally Weatherill from CS Skills Centre, is willing to assist and offer guidance through the process.

A general lack of volunteers is unhelpful as the Society attempts to broaden its activities. In the short term the search for a new Chairman, Secretary, Treasurer and Members' Weekend Co-ordinator is critically important and an advert is to be put into "The Railway Observer" seeking applicants from the membership at large.

1902.02 APOLOGIES FOR ABSENCE

BA	Brian Arman	(President)

1902.03 TO CONFIRM THE MINUTES OF MEETING 1812
All agreed that the minutes were a true and accurate record of the meeting.
JR proposed and APD seconded that they be accepted. All agreed and were signed off by the Chairman.

1902.04 MATTERS ARISING/ACTION POINTS FROM 1809
With the exception of those described or commented upon below all of the Action Points from 1812 have been actioned.

- 1809.16 Photographic Archive:

REDACTED

- Society Insurance: JR reported that the Insurance Policies have been renewed. In bringing this about Personal Liability cover has been increased to £5m thereby incurring a £331 increase to the cost of the policy.

- Nameplates: PC has actioned new loan agreements with all of the museums whose agreements have expired. These now lie with the relevant museums for their on-going agreement and signatures.

1902.05 FINANCE

.01 2017/2018 Out-Turns: ARW presented the draft figures arising from year ending 31st October 2018. His report, Revenue Account and Balance Sheet, plus some explanatory details behind some of the numbers, are shown as Appendix 1.
Approval was sought from the MC before being submitted to the auditors. Due to timing complications arising from a year end receipt of significant expenditures relating to the Library/Archive project the overall outcome for the year resulted in a deficit of £3,531 as opposed to a surplus of £2,124 from the previous year.
Commentary on the significant monetary movements are described and detailed in the appended reports. Discussion, mainly led by JR, focussed around the idea that monies within the Library Fund be used to offset some of the Library/Archive outgoings. This move would have offset costs in the P/L account and have a positive impact on the year-end figure. This manoeuvre was not taken up and the MC agreed that the accounts, as presented to the meeting, should be those to put before the auditors.

.02 Banking Arrangements:

- A new current account has been set up and is now in full use. Due to being non-electronic the remaining Society Accounts are not in use.
- Investment monies with the Co-op Bank for the last three years have now matured but over the period have realised very little interest. The money has now been reinvested into two new accounts with Lloyds. Account 1 is a two-year investment account yielding an annual interest of 1.2% whilst the second is a 30 day notice account giving 0.75 p.a. interest.

.03 Bank Indemnity: At a previous MC meeting ARW made the MC aware that Lloyds Bank is not accepting cheques made out to “RCTS” as they require that the full name “The Railway Correspondence and Travel Society” be shown on cheques.

In order to overcome the matter the bank seeks the signing of an indemnity. This was tabled at the meeting by the Chairman and the resolution was passed. It reads as follows:-

“The Treasurer explained to the meeting that arrangements have been made with the bankers of the Society, Lloyds Bank plc (the Bank) whereby the Bank be instructed to collect and credit any account of the Company (Society) credits of whatsoever nature payable to any of the payees (or their respective trading names) listed in Section 1 and any continuation sheet (if applicable).”

A draft of the indemnity to the Bank was produced to the meeting and approved.
It was resolved that two Trustees, one of whom must be the Treasurer, be authorised to sign the indemnity and to advise the Bank of any payee to be added to or deleted from the indemnity from time to time.

It is certified that the foregoing Resolutions have been duly entered into the Minute Book of the Society and are in accordance with the Constitution of the Charity.

Signed by the Chairman and the Treasurer.

1902.06 RON BUCKLEY PHOTOGRAPHIC COLLECTION

This has been bequeathed to the Society consisting of approximately 10,000 post card sized prints. Unfortunately the negatives have not been left to the Society and consequently the copyrights lie elsewhere. As this would seriously limit a widespread use of the material the MC opted to take the photographs, save them before deciding the best way forward. WRG, who has viewed the collection, will follow the process through to a conclusion. **Action: WRG**

1902.07 AGM AGENDA

- WRG outlined that the Agenda would be broadly set as that of the 2018 meeting.
- In view of the discussions that took place within the earlier "Trustee training session" no changes to the Rules would be put to the membership at this year's meeting.
- **REDACTED**
- MSR will present the agreed AHL proposals to the membership following the agreement/acceptance of the Officers at their October conference.
- Most of the reports for the Supplement have already been submitted.

1902.08 SOCIETY RULES

Prior to the meeting WGD circulated the latest version of the proposed new rules.
Several amendments were suggested by a number of MC members and circulated by WGD to all in readiness for discussion.

In view of the discussions that took place in the earlier "Trustee training session", within which the question of Governance was raised and debated, the MC opted to hold back from putting the proposed Rule and Constitutional changes to the membership at the AGM. One such proposal sought to create separate bodies of Trustees and Management Committee. The advice emanating from "Trainer", Sally Weatherill, was that both should act in unison as a single unit.

It was agreed by those at the meeting that the Management structure should be reviewed at the earliest opportunity in order to agree a single governance methodology that can be put to the membership at the 2020 AGM. A working party will be instigated. Sally Weatherill is prepared to give her guidance through the discussions. **Action: WGD**

Consequently the Rules will almost certainly require on-going significant changes as the structure evolves. The tabled proposed changes to the current Rules for the 2019 AGM were not discussed within the meeting and were subsequently withdrawn. Their details have therefore not been built into the minutes.

1902.09 CONFLICT OF INTEREST POLICY

ILR tabled the last pre-meeting version of the proposed policy which was accepted by the MC as the document/policy that has to be put in place. Since the meeting ILR has made a couple of minor adjustments and the latest version is attached as Appendix 2. The policy, as currently written, applies solely to Trustees.

1902.10 MEMBERSHIP

The latest statistics are illustrated in Appendices 3(a) and 3(b).
Overall in comparison to those presented at meeting 1801 of last January the membership is up by 255 reflecting the impact of last year's "Free Membership" offer.

Of those who signed up for free the numbers, at this point, indicate that 66% have opted not to continue with their membership.

1902.11 ANY OTHER BUSINESS

- DPG has received a letter from Richard Thorburn of the Scottish Branch seeking clearance to offer reduced membership to those who might wish to join at the Model Rail Scotland exhibition. It was confirmed that the printed RO membership be set at £10 whilst the take-up of digital would be free.

- WRG advised the meeting that the Leatherhead Lease documentation has been received from our Solicitors, Hollingworth Bissell. They were signed by WGD/WRG at the meeting and returned to the Solicitors on 4th February.

No other business was raised and the meeting concluded at 17.05.

W R Green
February 2019

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.