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

REFERENCE BT21a/2201

FINAL

MINUTES OF MEETING 21a OF THE BOARD OF TRUSTEES OF THE RAILWAY CORRESPONDENCE AND TRAVEL SOCIETY

Held via Video Conferencing (Zoom) on Thursday 13 January 2022, commencing at 1900hrs.

Trustees Present at the Video Conferencing Meeting:

ACM	Callum MacLeod	Chairman
ARW	Reg Wood	Treasurer & Finance Group Leader
GTA	Geoff Adams	Secretary & Administration Group Leader
DB	David Bird	Deputy Chairman & Publications
MSR	Mike Robinson	*RO* Managing Editor & Commercial Group Leader
DPG	David Goddard	Membership
APD	Andy Davies	Archive & Library
ILR	Irene Rabbitts	Branch Liaison
JM	James Milne	Development Officer & Strategy Group Leader
JR	John Redgate	Trustee
MS	Matthew Shaw	Webmaster

Mentioned but not Present at the Meeting

PC	Paul Chancellor
RB	Robert Bartlett
SO	Steve Ollive

2201.01 Chairman's Opening Remarks

ACM wished everyone a Happy New Year. It had been a busy week with Hugh Gould's funeral amongst other things. ACM is currently in Edinburgh with no access to late emails. He asked everyone present if they had any known conflict of interest. None was raised.

2201.02 Apologies for Absence

There was none.

2201.03 To Confirm Minutes of Meeting BT20 (27 November 2021)

A small change had been requested by MSR – page 4 under Item 8 regarding formally clarifying the criteria for HLM and CoA (and also AP8). This has now been amended accordingly. The minutes were approved as amended.

2201.04 Matters Arising and Action Points

There were no Matters Arising.

AP1 a Completed
AP1 b Completed
AP2 On-going, priority given to end of year accounts and interest rates low. Interest rates are increasing so this is a better time to review investment opportunities.
AP3 Completed
AP4 On-going
AP5 GTA confirmed that the pass for the West Somerset Railway is available to others (ie not just two Bristol Branch members who currently use it) and it was suggested that this might appear in 'Running Lines' in the *RO*. However, ARW advised that the small print should be checked as there are restrictions on usage and the holder cannot turn up 'on spec'. Terms and conditions apply. Although it may have been intended that this should not just go to Bristol Branch members, given the potential administrative difficulties it was decided that ARW would ask Paul Udey – Bristol Branch Secretary, to advertise it in the next Bristol Branch Newsletter.

Action ARW

AP6 On-going
The items were advertised in Officers Newsletter 210. ILR has been advised that there should be a projector screen that is not listed; ILR to look into this.

Action ILR

AP7 Completed
AP8 Deferred to BT21 b)
AP9 In preparation. **REDACTED**
HLM list to be circulated after this meeting.

Action DPG

AP10a Completed. DB has been in contact with Chris Halliwell, and explained the situation regarding magazine subscriptions and circulating these to those on the list. He is still working closely with Harold Cater quietly in the background. Chris pays Harold's expenses and the magazine subscriptions and they circulate the magazines to those on the relevant lists. Advertising this service in the *RO* is dependent on the relevant information being sent to MSR. There is a reluctance to advertise the service more widely as the current system could not cope with higher numbers of subscribers. Income has been banked - but not into the Society account, and expenses paid (postage/magazine subscriptions) although there has been no claim for expenditure incurred on behalf of the Society for some time. Discussion revolved around reviewing all aspects of the service including which magazines are involved. It was agreed that this should be dealt with by the Commercial Group and be deferred to the next meeting.
*(Post meeting note: DB has provided a report of his investigation which appears as **Appendix 1** to these minutes.)*
AP10b Deferred to BT21b (initials were JM, now corrected to MS)
AP10c Completed. To be sent to GTA to attach to the minutes. (**Appendix 2** to these minutes)
AP11a Deferred to BT21b
AP11b The request for a volunteer for this task will appear in February's 'Running Lines'. Further update deferred to BT21b.
AP12 This is a finance issue and it was agreed to discuss this under Item 2201.06

AP13a Completed. A copy of the lease has been sent to GTA. The break is 2024. There is no specific date as no one other than the RCTS has signed. *(The break date is noted here rather than as a post meeting note to the minutes of BT20.)*

AP13b On-going

AP14 Deferred to BT21b.

AP15 Deferred to BT21b.

AP16 Completed.

2201.05 Administration Group Update

1 2022 AGM Preparation including:

a) Trustee Elections and re-elections

There is a late change. GTA is

REDACTED

tendering his resignation this month although he will continue to do as much as he can until the end of January 2022. This gives the Trustees a chance to advertise for a replacement. DB and ARW will stand for re-election. One other Trustee (from ACM, APD, GTA and MSR) was required to stand again and MSR volunteered to do so. MSR asked if GTA would like the request for a new Society Secretary to go in the February *RO* and this was agreed if possible. PC has volunteered to be the Minutes Taker from March 2022 so ILR was asked to produce the BT21b minutes as well as BT21a. *(Post meeting note – PC has agreed to take the minutes of BT21b)*. GTA will support his replacement although he is having to give up most activities for now. MSR was thanked for helping with the advertisement. GTA was thanked and there was appreciation from **all** for his work.

b) Rule Changes

Some additional changes had been recommended after consultation with Robert Bartlett. There was no requirement to change the Constitution. Each proposed change was discussed individually.

6c There were some concerns about the proposed new wording although the rationale was accepted. Leaving the date out means that the Trustees can change the date in the future without changing the Rules. The revised wording also allows us to offer a subscription covering different time periods. JR was concerned to ensure that the date of the start of the membership year, ie 1 January, is clear but agreed to go with the majority. DPG confirmed that the membership renewal date is included in the letter sent to all members. Discussions covered that renewals are requested by 30 November as the January *RO* is now issued earlier. It was eventually agreed that the second sentence of the existing Rule 6d should be added to the proposed new Rule 6c.

JM has started a review of PLM but there are no current proposals to change the existing situation although this is likely to be ready for consideration for a possible Rule change for the 2023 AGM.

Other parts of Rule 6 to be renumbered/re-lettered accordingly.

11c a minor change to take out the word ‘a majority of’ was agreed and to insert ‘at least’ instead.

11f to be deleted as no longer relevant.

Discussion included RB’s recommendations and that the Trustees had decided that the membership should decide on recommended Rule revisions at the Society’s AGM. The above proposals were agreed and Rule 1b needs to be re-written to avoid it growing longer each time there is a change. JR volunteered to re-write Rule 1b and circulate the revised text as soon as possible so that the change can be agreed and included in the March *RO*.

Action JR

MSR confirmed that he would be pleased if ACM would format the proposed Rule changes so that MSR could easily insert them into the *RO* for publication.

*(Post meeting note: After further consultation with RB, the Trustees agreed through email exchange on further minor changes to be proposed at the AGM. The details, together with an explanation of the proposals, will appear as a full page in the March RO – a copy of this page is shown as **Appendix 3** to these minutes.)*

c) Annual Group/Officer Reports

ACM will coordinate the Annual Reports from Trustees which must be written and sent to him by 19 February 2022 at the latest, for publication with the April *RO*. It was confirmed that operational reports were for the calendar year to 31 December 2021 and that the financial report was for the year 1 November 2020 to 31 October 2021. GTA agreed to produce the Administration Group Report with back up from ACM if he was unable to complete it himself.

Action All those responsible for annual reports

d) Conflict of Interest – annual re-registering

GTA thanked those who had already submitted their annual Conflict of Interest forms and reminded anyone who had not yet done so to send them as soon as possible for the record.

Action All

e) Presentations

There was discussion over presentations to be included in the Members' Day when the Society AGM is to be held in Wolverhampton at the Grand Station. Preference was to keep this 'in house' in case of any last-minute changes or cancellation at short notice, in case the presentations have to be changed to virtual using Zoom.

REDACTED .

This needs to be in place for 19 February for publication in the AGM Supplement with the April *RO*. ACM to follow up on this.

Action ACM

2 Branch Liaison Officer

There is little to report except to say that we have kept most of the branches going. There is the perennial problem of recruiting new committee members. Scottish Branch is restarting face to face meetings. There is, unfortunately, the sad closure of South East Branch (SEA) in spite of efforts made to take the branch forward, as these had not been successful.

3 Membership Officer

DPG had circulated his report prior to the meeting showing details effective as of 1 January 2022. Non-renewals had been separated out on the sheets with total current membership of 2,467 as of 31 December 2021. However, renewals had continued to come in after that date and non-renewals were reducing. The increase of members renewing at the full rate is pleasing. This may be due, in part, to chasing up non-renewals earlier on 10 December 2021.

There was discussion about numbers of new joiners in 2021 (351 in total), how many have renewed, and DPG confirmed that the final detailed analysis of the figures is usually available by June. JM asked if it were possible to have details every month and DPG confirmed that this can be done. Discussion moved to resignations with confirmation that this is made more difficult because of the dates that the statistics are calculated. The final details will be available by June 2022. JM is setting up a project team (with support from DPG and SO to look at the renewals process to ensure that it is optimised, and a fuller debate can be held once the review has been carried out. DPG confirmed how blocking continued access to membership privileges works ie accessing the members pages of the website and provision of the *RO* – both electronic and hard copy. DPG is working on this with MS, and JM will be looking at the processes to ensure that they are all working properly. Online access to non-renewals will be suspended this month, this can now be done before the February *RO* is published. The review does not necessarily mean a change, but it means that all Trustees are aware of the processes. ARW reminded all of the financial issues of renewals. ARW mentioned that the new structure works and that finance works across all the streams so needs to be considered too, and this was agreed.

MS confirmed that although SEA had closed, the majority of its members have renewed. If they cannot go to meetings, which many had not been able to in more recent times, the option to attend virtual meetings was now available. DPG confirmed that most will be re-allocated to Croydon & South London Branch for administrative purposes. The report on Society membership is attached as **Appendix 4** to these minutes.

<u>2201.06 Finance Group Update</u>

a) Approval of the 2020/2021 Accounts

ARW had already circulated the draft accounts (attached as **Appendix 5** to these minutes) plus accompanying commentary and presented the actual figures compared with the forecast budgets for the year. The third column was last year's figures. It had been a much better year particularly for publications. Donations had also been good, not just with renewals this year but also through the year – nearly double the figure budgeted for. He confirmed that donations and gift aid on a national basis were allocated half to the revenue account and half to the balance sheet for development. So overall income has been a big success story this year.

The *RO* has kept within budget. Although it is the most expensive thing that the Society does, it is excellent. Increases in costs have been largely due to increased postage. Overall, the Society has spent less and earned more for the financial year to 31 October 2021 so perhaps something good has come out of the pandemic.

In particular on costs, we are no longer using the efforts of the Blue Green investment in connection with the website so the remaining asset balance is being written off. Although this has put costs for the year up, depreciation will be lower in future as a result and the reasons for doing this were explained. Overall, we have a surplus of £6,000 as opposed to a budgeted deficit. There was also explanation regarding future costs of life members and how this has been calculated by ARW and JR working together. The amount set aside for the Life Members' Fund was felt to be inadequate and, as there was a surplus this year, ARW recommended that £3,000 should be taken from the surplus and added to the Life Members' Fund.

ARW invited questions on the numbers rather than the layout.

MS queried how the life member figures are calculated and set aside. ARW explained in more detail that JR obtains the figures from published data on the average life expectancy annually. JR explained the assumptions involved about costs and calculations, based on the membership information from DPG. The calculations affect how much needs to be retained in the Life Fund (LF). JR has provided much of this information to JM to be taken into account as part of JM's review of life membership. The point was also made that while life members may pay comparatively less for their membership, they do make donations. It was also noted that some PLMs are also HLMs (Honorary Life Members). The question can be better answered once the review of life membership has been completed for consideration at the 2023 AGM. ARW confirmed that he did not believe the current figure of £26,000 in the LF is adequate to pass the independent examination and thus why the recommendation was to increase this by £3,000. There was further discussion on the complicated calculation of forward costs, potential underfunding and the cost of fully funding the LF. No money has been taken from the LF this year hence recommending the addition of only £3,000. A number of current LMs (life members) are in their 80s so living longer than the original calculations and could be seen as a drain on the Society. This will only continue while we continue to offer life membership. A counter comment and objection from ACM reminded all that LMs have already contributed and continue to do so.

After further discussion, the Chairman brought the meeting back to the original question of accepting the recommendation to add £3,000 to the LF.

There was further discussion on how the LF was regarded by the Independent Examiners. ARW confirmed they have talked about process and asked questions but nothing in depth. ARW stated that £3,000 is only a contribution towards the LF and is not intended as an absolute figure to bring it up to being fully funded. MS agreed that is fine if this means that the Society moves towards a properly funded LF over a number of years. This would be part of the review of life membership by the Strategy Group and ACM summarised this as making an improvement on the current situation. ACM sought approval on transferring the recommended £3,000. This was **Agreed**.

ARW explained the calculation and process which included the gross stock value, number of titles and production costs. He has used a system agreed with the independent examiners. He also explained the assumptions made where there is excess stock provision. If books start selling again, they can be taken out of excess but there is agreement with the independent examiners that they should stay in excess stock provision. The arithmetic to back this up would suggest that this should be £9,000. There has been discussion between ARW and DB, and ARW provided some details of both this and the debate within the Publications committee. The decision has not yet been taken to reduce this amount and there is an excess of £5,000 in the provision because sales have picked up. DB has discussed with ARW about moving from actual to future sales calculations and ARW explained that there was no clear reason why we should do so at present.

These figures are recalculated every year and extra provision has been made this year because sales have picked up. Books for disposal over the past 12 months were subject to excess stock provision. The subject needs further debate with the publications committee for next year's accounts (2021/2022) as it is not well enough developed to make changes this year.

The accounts have to be with the examiners by the end of January if they are to be ready for publication by the deadline of 19 February 2022 (to go in the April *RO*). ACM asked ARW if this can be done in time and the latter confirmed that this should be possible.

DB questioned the historic publications stock values in the accounts. DB still had concerns about the provisions and reminded all that there are usually big sales in the first two years, then sales tend to go along at a much slower pace and gave 'The Patriots' as an example. There was a question about cost of storage – there is none, just a cost for sales. The Brush book had sold 306 in six months but very few since then with sales reducing to a 'trickle'. DB was concerned that publications were incorrectly presented regarding making a profit or a loss. ARW re-iterated that there was not strong enough evidence at present to lay in front of the independent examiners to make changes to the current system, and that the current document has been laid out to suit the independent examiners. JR suggested that there was a challenge for the publications committee/commercial group to come up with a sales strategy; advertising strategy was included in the discussion.

There was debate on changing the layout of the accounts as they are currently done using a historical format. ARW proposed that some changes could be incorporated into the accounts under discussion (ie 2020/2021).

There was a question on the costs of photographs and slides and it was confirmed that this was the cost of digitisation and should be treated as a fixed asset rather than stock. ARW agreed that he could amend how this was presented on the document and could do the same with some of the Library and Archive figures.

ACM asked for approval of the figures and this was given. ARW would re-draw the layout as discussed subject to the £3,000 transfer. What was required now was general approval and any revised approval could be given via email in time for ARW to go to the independent examiners. **General Approval now** with **Final Approval by email** was **Agreed**.

Action ARW

b) Annual Insurance and Renewal Terms

JR reported that the cost of renewal for 1 January 2022 was up by £145.00 which is equal to 8%. The reason for the increase is that the Society has more assets to insure and also because of a misunderstanding where the insurers had assumed that all assets were held at JR's home address. Branch asset cover is now improved in that they are now covered wherever they are including in transit. There is a policy excess of £250.00 on branch assets with the excess to be calculated on a bundle of assets rather than individual items, as individual items that would be below the threshold would not then be covered. ILR confirmed that the information about the Society's insurance cover renewal had gone out in 'Officers Newsletter 210'. This is the third year of a three year deal with the current insurers, there would be a market review at next year's renewal.

2201.07 Commercial Group Update

ACM asked if there was anything urgent and MSR confirmed that there was not, so the update could be dealt with at BT21b.

2201.08 Strategy Group Update

JM confirmed just one thing to be raised now. As free membership was not on offer, it would be really useful to have a machine (e.g. Sumup) for use at exhibitions for swiping cards for the £5.00 new membership offer. DPG confirmed that the Society already has one. JM asked if a second could be procured and it was queried whether or not this was necessary. Instructions on its use as well as someone being prepared to use their own smartphone would be essential. JM and DPG to discuss details outside the BT meeting.

Action JM/DPG

2201.09 Date of next meeting(s) and venue, and Society Diary

a) The next meeting (for Strategy and Commercial Group items) has already been scheduled as a virtual meeting (using Zoom) for 1900hrs on Friday 18 February 2022.

b) ACM will update the Society Diary and circulate it. The respective Governance Group Leaders are to update ACM so that all meetings can be included.

Action ACM

c) The March BT meeting is planned to be in person and has not yet been booked at Somers Town Coffee House (STCH). Other alternative meeting places were requested. Thames Valley was suggested but after discussion it was apparent that there would be issues for some to get there. The possibility of a hybrid meeting in the Reading area had been raised before. After discussion it was agreed to see if this might be possible at the hotel under consideration for the 2022 Members' Weekend event. It Reading was not possible then we could look at STCH again.

There was discussion on the pros and cons and difficulties for some attending a meeting in Reading. MSR agreed to check out flights to London Heathrow and DPG confirmed there is a direct coach from there to Reading. A hybrid meeting would be considered, if necessary.

Action ILR

2201.10 Any Other Business

Email communication would be required for ARW to proceed with the accounts and ACM reminded all that reports need to be in by 19 February 2022. The Rule change deadline for the final proposed changes is 26 January 2022. If ACM can send it as a single sheet to MSR then that can be accommodated.

The meeting closed later than scheduled at 21.38.

<u>APPENDICES ATTACHED TO THESE MINUTES</u>

Appendix 1	Report from DB re Chris Halliwell
Appendix 2	Affiliates List
Appendix 3	Rule changes proposal as appearing in March *RO*.
Appendix 4	Latest membership figures.
Appendix 5	Draft accounts circulated before the meeting

Action Points from the Minutes

AP1 **ARW** to ask Paul Udey to include the West Somerset Railway silver pass in a Bristol Branch newsletter. *[Minute 2201.04 – AP5]*

AP2 **ILR** to investigate what has happened to the SEA Branch projector screen. *[Minute 2201.04 – AP6]*

AP3 **DPG** to circulate HLM list after this meeting. *[Minute 2201.04 – AP9]*

AP4 **JR** to revise the wording of Rule 1b and circulate it to the Trustees. *[Minute 2201.05b]*

AP5 **ALL**. Annual reports to be written and submitted to ACM by 19 February 2022. *[Minute 2201.05c]*

AP6 **ALL**. Trustees to make sure they have completed an annual Conflict of Interest Declaration and send it to GTA. *[Minute 2201.05d]*

AP7 **ACM** to sort out speakers/presentations for the AGM Members' Day on 9 April 2022. *[Minute 2201.05e]*

AP8 **ARW** to redraw the layout of the accounts as agreed. *[Minute 2201.06a]*

AP9 **JM & DPG** to discuss options for card payments, including instructions on possibly using smartphones. *[Minute 2201.08]*

AP10 **ACM** to update the Society Diary and circulate it. *[Minute 2201.09b]*

AP11 **ILR** to look into booking the BT22 meeting at the hotel under consideration for the 2022 Members' Weekend and to liaise with ACM over the arrangements. *[Minute 2201.09c]*

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