

# West Somerset Railway Association



## **DRAFT SUBJECT TO DISCUSSION AND RATIFICATION AT 2009 ANNUAL GENERAL MEETING.**

**Minutes of the Fourteenth Annual General Meeting held on Saturday  
12th July 2008 at the Village Hall, Bishops Lydeard at 2.00 pm.**

**Present:** Mr R. White (WSRA Chairman)  
Mr D. Holmes (WSRA Vice Chairman)

The WSRA Committee

Mr I. Aldridge  
Mr D. Bishop  
Mrs S. Kaufman  
Mr D. Randall  
Mr S. Roberts  
Mr K. Sandford  
Mr D. Williams  
Mr S. Williams

Mr C. Austin WSR PLC Chairman  
Mr P. Conibeare WSR General Manager

105 Members

Item	Action
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<b>1</b>	<b>Welcome and Introductions</b>
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The Chairman welcomed everybody to the meeting and asked members of the Committee to introduce themselves.

<b>2</b>	<b>Notice Convening The Meeting</b>
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At the request of the Chairman, the acting Company Secretary read the Notice convening the Annual General Meeting.

<b>3</b>	<b>Apologies for Absence and Confirmation of Proxies</b>
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Mr A. Chatwin, Ms M. Davies and Mr G. Evens had given their apologies as Committee members. The acting Secretary said that he had also also received 8 apologies for absence and 73 proxy forms

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authorising the Chairman to exercise votes as necessary on behalf of the individuals concerned.

#### **4 Adoption of the Revised Agenda**

The Chairman said that, owing to a number of changes that have taken place since the original AGM agenda was circulated to Members, a revised version had been prepared and had been made available to the Meeting. He asked members if they were prepared to accept the revised version. A vote was taken with 103 votes for the proposition, 2 against with no abstentions. The proposition was therefore carried and the revised agenda adopted.

#### **5 Election of Directors**

The Chairman explained that there had been a number of changes to the list of resignations and to those being nominated as a Director. As he was also seeking nomination as a Director, Robin White indicated that when it came to that proposal, David Holmes as Vice Chairman would assume responsibility for seeking the views of the Meeting on Robin White's nomination. The nominations for Director for 2008 were therefore as follows:

David Randall (seeking re election to the Board.)

Proposer. R. Brooks, Seconder. K. Barber.

David Williams (seeking re election to the Board.)

Proposer. K. Steel, Seconder. J. Treece.

Ian Aldridge (new nomination.)

Proposer. S. Kaufman, Seconder. G. Evens

Magda Davies (new nomination.)

Proposer. D. Williams, Seconder. D. Randall

Robin White (new nomination.)

Proposer G. Evens, Seconder D. Holmes

Stephen Williams (new nomination.)

Proposer D. Holmes, Seconder R. White

The Chairman asked the meeting to vote on the nominations of Messrs Randall, D. Williams, Aldridge, S. Williams and Ms Davies. The results were as follows:

I. Aldridge 103 votes for, 2 against.

M. Davies Unanimous.

D. Randall Unanimous.

D. Williams Unanimous.

S. Williams 103 votes for, 2 against.

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The five nominees were duly confirmed as Directors on the Board. The Vice-Chairman assumed responsibility for the Chair.

The Chairman invited any questions from the floor at this point. Ken Davidge asked Robin White whether he was confident that, in addition to his professional role as a barrister and his other commitments including voluntary work on the railway, he would be able to give sufficient time to the Chairmanship of the Association. Robin White was able to reassure Mr Davidge that, having made a number of lifestyle choices including moving back to the West Country and working part-time, but he was able to give the right level of commitment to the Association and looked forward to continuing to do so.

At this point in the meeting, Brian Crudge stood up and began addressing Members about his view of the circumstances of his departure from the Committee. Following several requests to resume his seat, Mr Crudge eventually sat down and the meeting resumed.

David Holmes asked the Meeting to vote on the nomination of R. White as a Director. The result was as follows:

R. White      92 votes for, 8 votes against and 5 abstentions.

Robin White was duly confirmed as a Director on the Board and resumed Chairmanship of the Meeting.

The Chairman said that he also wanted to recognize the contribution of the people who had stood down from the Committee during the previous year, Humphrey Davies, Mike Grimoldby, Brian Crudge and Andy Chatwin. The Committee had agreed that a small gift in appreciation of long service and commitment to the railway was an appropriate way to do this. Robin White began by saying that he had already discovered that The role of Chairman was a difficult and challenging one. He said that his predecessor, Humphrey Davies had undertaken the role in a manner which demanded the respect and appreciation of many in the Association and the PLC together with a wider range of organisations connected with the railway preservation movement.

Humphrey Davies came forward to accept his gift. He said he had been involved with the railway for some 10 to 14 years and was still actively associated with it. He wanted to pay particular tribute to the late Audrey Short who had helped him for many years, specifically on financial matters. She had been followed by Mike Grimoldby and Brian Crudge who had also played a major role in the affairs of the Association. Many of the current Committee members will also be of long standing and he was particularly happy to see David Randall and his wife Angela present. Humphrey ended by saying that change was not always accepted and he wished the Committee all the best for the future.

Mike Grimoldby was then presented with his gift. Mike thanked Robin White and the Committee.

Brian Crudge wished to accept his gift privately as would Andy Chatwin

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who was unfortunately unable to be present at the AGM

## **6 To Confirm the Minutes of the Thirteenth Annual General Meeting held on Saturday 14th July 2007**

The Chairman asked the Meeting if it wished to accept the Minutes of the previous AGM. There were comments from a number of Members.

- Mr R. Austin felt that there was a variation between what was communicated in the Minutes as having been said at the Meeting and the version of the meeting in WSRA Journal number 119. Nonetheless, he said it was there the time to draw a line under the past, approved the Minutes and move forward.
- Mr Parker proposed that the version of the AGM published in Journal 119 be adopted as the correct record rather than the Minutes.
- Mr Crudge challenged the suggestion that the Minutes were incorrect. They were based on the notes that he took at the AGM and the Journal report had nothing to do with the minutes. It was his view that the Journal report was both inaccurate and a breach of confidentiality.
- Mr D Williams who wrote the Journal report said that he would personally stand by every word of this version of the AGM proceedings and refuted the allegations made by Mr Crudge.
- Mr Jones suggested that a possible way forward was to have a Extraordinary General Meeting to resolve the issue of the accuracy or otherwise of the Minutes. In response, the Chairman said that a four figure sum would be spent in organising and holding such a meeting and that he felt the money could be more productively used in direct support of the railway.

Robin White therefore moved that the Minutes in their current form be formally adopted. This was proposed by Mr Austin and seconded by Mr Head. A vote was taken with 82 votes in favour, 5 against and 18 abstentions. The resolution was therefore carried.

## **7 Matters Arising from the Minutes**

- a) The Chairman said there had been no further progress as yet on the question of the future level of Life Membership fees.
- b) Mr Austin raised the issue of how Proxy forms are worded in relation to voting. Robin White acknowledged that the current Memorandum and Articles of Association were out of date and needed review. The intention was to put a proposed set of changes to next year's AGM (dealt with in more detail in the Chairman's Report below.)

## **8 WSRA Chairman's Report**

The Chairman acknowledged that, owing to the short time he had been

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in post, the majority of the report had actually been prepared by David Holmes. Robin White said that 2007 had been a good year for the Association and the railway in general, but that 2008 was proving to be a much tougher proposition with the combination of the economic climate, weather and the wheel rail problem all contributing to lower passenger numbers. He said that the Association had to focus on the future rather than managing the past. The Chairman summarised his "career" with the railway since 1981 and paid tribute to the fact that the Association and its 5000 plus members had 30 years of achievement which had contributed to the West Somerset being in the premier league of preserved railways.

There were two key areas of challenge facing the Association. Firstly, there was an insularity amongst departments. Robin White illustrated this point by use of an Aesop Fable. He said the moral of the story was very clear that the Association can achieve more if there is greater trust and co-operation engendered across all activities. The Committee would work on this basis in looking to create "one railway". The second area was the need to manage the growth of the Association and its activities effectively. As these grow, they require greater financial, managerial and change management inputs. One of the key requirements is to modernise the Memorandum and Articles. The Chairman said that Stephen Williams had begun a review of the M and A. The Committee would consider these findings and recommendations in the Autumn with a view to formally consulting members and reaching a decision on changes at the 2009 AGM. It was likely that this would include a proposal to establish West Somerset Restoration Works as a separate company.

The Chairman continued by saying that there was a need to strengthen the work of the Committee by appointing to 4 new voluntary posts (Operating Department representative, Company Secretary, Treasurer and Public Relations.) These had been advertised in the Journal and the intention was that they would be people of high-calibre working to clearly defined standards. Applications are invited before 31st of July and Members were encouraged to put their names forward.

Robin White then went on to introduce some new appointments. Susan Kaufman was the new paid Association Manager based in Brunel House at Bishops Lydeard. Ken Davidge was the new Station Master at Bishops Lydeard and was working very hard to recruit new volunteers. Ken said that there were still a few slots available. Ian Colby was the new Curator at the Bishops Lydeard Museum. Ian said he was delighted to have the support of the Association. Roger Stobbs was the new Legacies Officer who unfortunately could not be present as he was holding a surgery on legacies at the station. Due to family commitments, Magda Davies the new Stations Liaison Officer was also unable to be present. The Chairman said that there would be a future round of appointments in the autumn including that of Volunteers Coordinator and Education Officer.

Robin White then summarised some of the future developments that the Association would be pursuing through its Committee. These included:

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- Completion of the Norton Fitzwarren work.
  - Restoration of Braunton and its reintroduction on to the Railway.
  - A review of fund raising activities to maximise use of Association assets.
  - Purchase of the Station Master's house at Bishops Lydeard.
  - Development of 21st-century accommodation for volunteers.
  - Acquisition of a least one further Great Western locomotive.
  - Development of the Museum and Carriage accommodation.
  - New accommodation for RAMS.
  - Continuous station improvements.
  - Upgrading and expansion of the Restoration Works and Williton.
  - Contributing to the provision of new passing loops at Kentsford and New Leigh.

Robin White said that all these were achievable if we work together and support revenue earning activities. Much had been achieved in the last 20 years and much more would be done over a similar period going forward.

## **9 Report from the Chairman of the West Somerset Railway PLC**

Chris Austin began his address by summarising what is happening in 2008. He echoed the accolade paid to Humphrey Davies and agreed that it was good for the Railway that Humphrey was still involved as a Non Executive Director of the PLC. He said that Robin White was also on the PLC Board. Chris Austin was grateful to WSRA Members and the 1000 staff (of whom 950 were volunteers) for their efforts on behalf of the Railway.

Chris Austin continued his address by summarising what is happening in 2008. Bad weather had affected both the Spring Gala and Easter activities. This and other adverse events including the drivers strike during the Mixed Traffic weekend and the landslip at Washford had contributed to lower than anticipated passenger numbers. The PLC Chairman cited Washford as a fantastic example of how staff respond to an unforeseen incident and work to bring the Railway back into action.

However, the main problem so far this year has been the wheel wear on the steam fleet. He reminded Members that the track work was between 50 and 83 years old and had become progressively worn through the passage of heavier trains. Some two years ago, the Company had initiated a thorough programme of relaying and rail turning. This, paradoxically, has led to increased flange wear. In February this year, Network Rail provided their Rail Grinding Train to help extend rail life. However, this had left a rough edge on the rail which caused the flanges to grind in contact. It also left a lip on the rail which proved to be a contributory cause to the problem. Routine examination in a revealed extensive flange wear and four of the five steam locos then in service were stopped. The solution was to grind the rough edges and the lip away to restore other rail profile. Additionally, extra lubrication was applied and 2 new lubricators would be arriving next week. Grinding

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had been completed yesterday and it was intended that full steam running will be restored from 19th of July.

On a more positive note, Chris Austin said that 4160 had recently been turned on the Minehead turntable and the Company was looking forward to Braunton entering service. The PLC Chairman then invited questions from members.

A point was raised about the cost of the remedial action. It was estimated that the machinery and lubricators were about £7,000. Clearly there were more costs associated with re-profiling and re-tyring of locos some 4 to 5 years earlier than would normally be necessary. The Company was making the necessary investment in equipment now given that steel prices were rising.

In respect of visitor numbers, patterns were being monitored to assess to what extent these problems had impacted on traffic levels. The Railway had worked hard to let people know what was happening particularly coach parties. In response to a question from the floor as to whether the PLC should have known about the problem in advance, Chris Austin indicated that even with hindsight this would have been difficult. There was no history with the GWR as mainline problems were largely dealt with in-house. It was known that the North Yorkshire Moors Railway had had a similar problem but this had not been widely publicised. However, it was the intention of the PLC to publicise the WSR difficulties widely across the preservation movement and would be seeking the assistance of the Heritage Railway Association in this process. In terms of communications, the Railway had been using its website extensively to keep passengers, supporters and staff aware of developments. The PLC had deliberately avoided the use of press releases hitherto, but following a recent leak had used the information to advantage to promote the restoration of the steam service from 19 July.

Finally on this matter, it was difficult to say precisely what the cause (s) of the wheel wear problem actually was. It had been suggested that the Rail Grinding Train was responsible. However, this was not a view shared by the WSR which accrued substantial benefits from its relationship with Network Rail. A management action plan was now in place to resolve the difficulties and to sustain the improvements made. The PLC Chairman was grateful to staff, the Association (particularly David Randall and his Permanent Way team) and the Diesel and Electric Group for the use of their locomotives. The steps taken with no extend rail live for up to 10 years providing increased safety and an improved ride experience for passengers.

Chris Austin concluded his address by echoing the views of Robin White namely that economics including fuel prices presented a bleak picture. However, this was also viewed as an opportunity as people review their holiday plans. The WSR was pushing hard to promote the Railway as an enjoyable alternative to existing and potential new visitors building on years of success.

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The Chairman said he was grateful to David Holmes, in the absence of a Treasurer, for overseeing the financial brief for the Committee. David Holmes then presented the 2007 Accounts. The Vice Chairman said that the Association had received a clean and unqualified report on the Accounts from its auditors, Albert Goodman. The Association had had a good financial year with income of £1.28 million up from £950,000 in the previous year. The increase was largely as result of a legacy of £200,000 from the late Mr Stevens together with the notional value (£74,000) of used ballast provided for Norton Fitzwarren by Network Rail (note 3).

Two decisions had had to be taken on PLC shares. Note 15 refers to the valuation of PLC shares. This had been reduced to zero as they do not have a reasonable cash value. The Committee had also decided to purchase a further 120,000 in 2008 at 10p a share.

The value of fixed assets had risen by £175,000 as detail on page 12 (however this had been netted of by the effect of the share write-down). John Luffman had carried the cost of the Norton development by selling surplus ballast elsewhere. David Holmes was also grateful to Derek Head for his support. He emphasised the value to the Association of the Norton site where the track work alone was worth £130,000. In terms of debtors, Braunton and cabling at Norton were highlighted. Norton was also a creditor through the Luffman work described above.

In summary, the Association was in good financial health. David Holmes said that he particularly wish to recognize the immense contribution behind the scenes of Anita Hall-Roberts, Financial Administrator in enforcing financial discipline and rigour in the management of the Association's affairs. Anita was asked to come forward and was presented with a bouquet of flowers by Susan Kaufman.

Finally, David Holmes thanked Paul Hake of Albert Goodman who was in the audience for his support, particularly on tax and charity issues. The Vice Chairman then invited questions from the meeting.

- Mr Walker asked for larger size printing of figures. David Holmes said this was a trade-off between cost and clarity of text, but it would be born in mind for the next set of accounts.
- Mr Parker referred to page 22 where it suggested that Association employees had doubled over the period that the wage bill had been reduced by 9%. David Holmes said he thought that referred to the total number of employees who were actually in post over the year.
- Mr Smith said he was a member of the Home Counties Group who owns two items of rolling stock. He asked whether the insurance value is based on the agreed value of each item. Paul Hake was invited to respond and he suggested that it depends on what the agreed value was at the time that the insurance is taken out. Robin White said that the agreed insurance value is in effect contract and that this was the number to focus on. The PLC has insurance cover for all rolling stock of around £3 million including the two vehicles

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referred to and therefore be Home Counties Group would be covered.

Mr Milliner proposed that AGM record its congratulations to David Holmes for the work he had done and that the 2007 Accounts be adopted. This was seconded by Mr Head. The Resolution was carried unanimously by 105 votes.

## **11 Appointment of Auditors**

The AGM was asked to vote on the Resolution that "Albert Goodman be reappointed the auditors of the Company and that the Committee be authorised to agree their remuneration." The Resolution was carried unanimously by 105 votes.

## **12 Any Other Business**

The Chairman said it was the opportunity for Members to raise any points they wished with the Committee. The following issues were covered .

- Mr Jones asked Chris Austin whether, in light of the wheel flange problems, it was time for the PLC to employ a PR expert. Mr Austin agreed that, ideally, this would be a good thing to do and agreed to consider the proposition. However, the issue of funding and competing priorities was always at the forefront of the PLC Board thinking and the Board had received excellent informal support in this area from Dick Wood. Robin White also thanked Dick Wood for his help. The Chairman said that it would have been good to be able to offer such support to the PLC and reinforced the importance of making the volunteer appointment within the Association.
- Mr Davidge said that there was a rumour circulating to the effect that the PLC has lost its coal contract. Chris Austin said it had not. Mr Davidge emphasised the importance of team briefings and regular committee staff and volunteers together with the need to communicate with people who did not have/use computers. Chris Austin confirmed that the PLC board will be looking at this issue.
- Mr Walker raised the question of rigid wheelbases and suggested that the Railway should not use eight coupled locomotives with the long wheelbases. Robin White said that it was necessary to have such locomotives for the length and type of train required on the Railway and that the WSR of necessity had to source locomotives from a limited pool. He would however, take advice from Mike Johns, the Association's Locomotive Adviser, who was introduced to the Meeting.
- Mr Setter expressed concern about the shortage of volunteers and suggested that the Gold timetable be suspended in order that existing staff could cope with the current shift patterns. The Chairman said that the Gold timetable was where most of the revenue is generated at a time when people wanted to ride on the Railway and therefore

Chris Austin

Robin White

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was a given. He was however keen to receive suggestions from volunteers and to work hard at making their experience on the railway more acceptable. He cited his own experience as a signaller within the shift system. It would be necessary to examine options and to look at how the beginning and end of days organised. This will be taken forward by the Committee.

Committee

- Mr Lee said that the Association was currently without a President. Robin White confirmed that John Pearce had recently resigned. This had been discussed at Committee which had concluded that the right thing to do was to consider the future role of a President as part of the M and A review and the management structure of the Association.

Committee

- Mr Jones asked why there had never been a Volunteers Day at Minehead. He thought it would be good to tap into that catchment area. Robin White agreed that the Committee would look at this with the PLC

Committee/PLC

- Mr Stanistreet said that he occasionally gave talks to local organisations in order to "sell the Railway". He encouraged other Members to do the same thing to help market the WSR. Mr Dixon suggested that there should be a standard WSRA PowerPoint presentation available for general use. Mr Davies referred to the existing DVD on the Railway which he felt was a good place to start.
- Mr Tomlinson gave an allegory about his bus pass. Robin White reinforced the message to all Members about communication and the need to do things once.
- Mr Jenkins asked why there was a need for new passing loops at Kentsford and Leigh Woods. It was explained that this was in the PLC Five Year Plan and was intended to increase capacity and reduce the differential length of single line between passing places thus making them more equal. These two loops would break up the longest sections of single track and improve operating flexibility for e.g. charters, short trains, light engine movements and special events. It would also mean that exhibition freight trains could be run within the main timetable rather than on the shoulders as at present. The loops were in the plan to be addressed after completion of the extension of the Williton loop.
- Mr Cook asked for an update on the commissioning of the new turntable. Chris Austin said that this was substantially complete but there were still more work to do including upgrading of one of the approach and some buffer stop work. He said the documentation on this was going to Her Majesty's Railway Inspectorate next week. It was hoped to have approval for regular use by the end of August. However, this was okay for existing locomotives. Heavier rolling stock would not be accepted until further adjustments had been made to the turntable including the need to test more classes/types. He cited the difference in weight between locomotives currently in service and e.g. Braunton. It was hoped that final commissioning for all classes will be completed by the end of the autumn.
- Mr Wood said that the strength of the Association lies in how people pull together to deliver success. He said the Railway of today is not that of 30 years ago. The PLC target of 250,000 passengers was clearly attainable and there were lots of opportunities e.g. Norton on

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which to build.

- Mr Stanistreet proposed a round of thanks to the Committee and all concerned with the Railway for all their hard work.

During the question and answer session, Mr Crudge again attempted to address the Meeting about the circumstances of his departure from the Committee. After several requests from the Chair to do so, Mr Crudge resumed his seat.

### **13 Date of Next Meeting**

The business of the AGM being completed, the meeting ended.

Chairman's Signature

Date