



**West Somerset Railway Association
Minutes of the Board Meeting
held at Bishops Lydeard
on Monday 13 August 2018 at 1800**

Present: Will Foster (WF)
Geoff Garfield (GG)
John Glover (JSDG)
Mike Lea (ML)
Nigel Power (NP)
Mike Sherwood (MS)
Robin White (RW)
Paul Whitehouse (PCW) (Chair)

In Attendance: Jacquie Green (JAG), General Manager

Apologies: Frank Courtney
Rodney Greenway

B52/18 Conflicts of Interest

There were none declared.

B53/18 Minutes of Meeting of 17 July 2018

We approve these Minutes, subject to a correction in B48/18 (replacing “boiler” with “cylinders”).

B54/18 Resolution to Remove Frank Courtney & Rodney Greenway as Directors and Trustees

In the light of their conduct in arranging the co-option of Frank Courtney to the WSR plc Board on 21st July 2018, contrary to good governance, the stated policy of the WSR plc on Director appointments (as stated by Chairman Ian Coleby at the 2018 WSR plc AGM) and the best interests of the Railway as a whole, the WSRA Trustees are resolved (by five votes to two, with one abstention) that:

1. Frank Courtney and Rodney Greenway ‘s position as WSRA Trustees / Directors and WSR plc Directors is untenable.
2. On the passing of this resolution, they shall be offered the opportunity immediately to resign as WSRA Trustees and WSR plc Directors. Should they do so, the only public statement by the WSRA will be to thank them for their service.
3. Should they not immediately resign the following parts of the resolution shall be put into effect.
4. Rodney Greenway and Frank Courtney be removed as WSRA trustees / Directors.
5. The WSRA Chairman (and in his stead the vice Chairman) are authorized to take all necessary steps to have Rodney Greenway and Frank Courtney removed as WSR plc Directors, including, if necessary, use of the WSRA shareholding in the WSR plc to call a General Meeting of the WSR plc and to vote for their removal at such General Meeting, including also the removal of any further persons co-opted to the WSR plc Board of Directors at their instigation.

We agree to communicate point (2) to Frank Courtney and Rodney Greenway at 1200 Tuesday (and inform them of the sending of the email by text) and give them a deadline of 2359 Tuesday. PCW will draft a communication for comment by trustees before 1200 Tuesday to include reasons to explain their failure to follow good governance from the Charity Commission's publication *The Essential Trustee*. We agree that no response by midnight should be taken as a refusal.

We ask JAG to publish the agreed public statement on the Association's website, and on Steve Edge's website, and to email it to all members for whom we have addresses. We agree that all questions on the statement should be referred to MS.

Action JAG, PCW

B55/18 Nomination of Director to Plc Board

We agree to nominate Mike Sherwood as our appointed director on the Plc. We support the principles in RW's paper on the appointment of Directors and Trustees to the Plc and the Association. We ask our Chair to communicate these decisions to the Chair of the Plc, and to express our support for the Plc at this difficult time. We agree that we should advertise for new trustees from among the membership who will complement our existing skills sets and recognise that those appointed will have to submit themselves for election at our next AGM. We accept Mike Lea's offer to consider our current skills sets.

Action ML

B56/18 Matters Arising (not included elsewhere)

a. **Carriage Shed**

PCW reported that he had now knew the identity of the Network Rail Asset Owner and that the shed had been declared redundant. We agree that we need to find a team to look at it to decide if it is useful and worthwhile taking forward and that each of us should send suggestions about the composition of that team to our Chair.

Action ALL

b. **Actions against Former Trustees: Shares Claim**

PCW reported that a letter had been received within the last week from our lawyers which he would circulate. We agree to make comments on the way forward with a view to reaching an agreement by email on the next steps. We ask JAG to write to the company hosting the history website and ask them to take down the WSRA Logo and any other reference which makes it appear that they are part of the Association.

Action JAG

c. **Application to Hinkley Community Fund**

JAG reported that Val Bishop (SCF) had today requested a copy of our 2017 accounts.

B57/18 Rally Chairman's Report

We note this report (for original report see the Minute Book). We formally record our thanks for all his efforts and those of everyone who helped to achieve such a successful outcome. We note that our Chair will be attending the next meeting of the Rally Committee in September.

B58/18 Financial Report

We note this report (for original report see the Minute Book). We ask JAG to ensure that restricted and unrestricted funds are shown separately in future finance reports.

Action JAG

B59/18 Dates of Future Meetings

We note that we have agreed to meet on the following dates:

Tuesday 18 September 2018 1800

Monday 29 October 2018 1800

Tuesday 18 December 2018 1800

We agree to review future meeting dates and set a calendar to the end of 2019 at our next meeting.

The meeting closed at 2000.