



**West Somerset Railway Association
Minutes of the Board Meeting
held at Bishops Lydeard
on Tuesday 18 September 2018 at 1800**

- Present:** Will Foster (WF)
Geoff Garfield (GG)
Mike Lea (ML)
Nigel Power (NP)
Mike Sherwood (MS)
Robin White (RW)
Paul Whitehouse (PCW) (Chair)
- In Attendance:** Jacquie Green (JAG), General Manager
Andy Norman (AN) (Minute B62/18)
- Apologies:** John Glover

B60/18 Conflicts of Interest

There were none declared.

B61/18 Minutes of Meeting of 13 August 2018

We approve these Minutes.

B62/18 Hinkley Point Community Fund Award

We considered a report and emails on this subject (for original documents see the Minute Book). We agree that we wish to support this project, and that any money received from the fund would be restricted to the purposes set out in the award. We noted that the Chairman of the Awards Panel had requested the Association meet the following conditions:

- Provide to the Somerset Community Foundation (SCF) a formal written assurance from WSR plc that the company fully accepted the part they would need to play to ensure the success of the project;
- Confirmation from the WSR plc that they were seeking to appoint a Chair as soon as possible (the FD is currently fulfilling that role) and that the Association would inform SCF of the new appointment as soon as it was made;
- Keep SCF informed without delay of any significant change in the financial or compliance performance of WSR plc.

We ask our Chair to write to the Acting Chairman of the Plc for this information, and to ask him to provide us with regular updates on their financial plans and forecasts, with supporting documentation and of any changes in Membership of their Board.

We agree that we need to appoint a Trustee with fundraising experience and another with Public Relations and Communication skills. We agree that we shall need to reach an

understanding with the Plc that we shall carry out all fundraising in the future as it is not only the most tax-efficient method for individual and corporate giving, but also the most effective for applications to trusts and foundations. We hope the Plc will also revise the benefits they currently give shareholders.

We note that the Steering Group consists of Mike Sherwood and Richard Maw and ask our Chair to seek the view of the Chair of the Steam Trust on whether they would wish to provide an additional member of the steering group. We thank Mike Lea for offering to join the group if the Steam Trust are not interested.

AN offered to put us in touch with someone who could help us in our quest to appoint a suitable fundraiser. He explained that the agreement could be in place for a start date of 1 December. The fundraiser should start at a time to be decided by this Board. We ask AN, MS and Richard Maw to progress this, so that there is a joint approach across the whole railway.

Action PCW, MS (plus Andy Norman and Richard Maw)

B63/18 Complaint

We considered a complaint (for original documents see the Minute Book) and agreed there are no grounds for upholding it. We discussed the damage done by inappropriate use of social media, in particular when members of our Board post in such a way that personal views may be mistaken for the views of the Trustees. We agree that we should all of us be mindful of how we communicate with the wider public, especially on social media. We agree that we need to have a clear policy on how the use of social media and thank RW & GG for offering to draft such a policy for us which we hope to discuss and adopt at our next meeting. We ask MS to inform the complainant of these decisions.

Action RW, GG, MS

B64/18 Matters Arising (not included elsewhere)

a. Carriage Shed

We thank RW for offering to visit this shed and take photographs and measurement and ask our Chair to ask the Chair of the Steam Trust whether they wish to send someone with her. We noted that David Hartland, Chair of the Taunton Model Engineering Society, who has experience of dismantling and erecting similar buildings had offered to help in due course, should we decide to proceed.

Action PCW, RW

b. Nomination of Director to Plc Board

We ask our Chair to write to the Acting Chair of the Plc, to notify him that MS is our nominee to join the Plc Board and to inform him that MS would like to go through a transparent recruitment process.

Action PCW

c. History Website

JAG reported that the Association's logo had been removed.

B65/18 Governance at the Plc

PCW reminded the Board that the resolution passed at our last Board meeting which authorised him to call an EGM was still in place. He explained that he had no intention of using this authority unless the situation had deteriorated to the point that both he and the Chair of the Steam Trust considered that calling an EGM would be less damaging than the alternative, at which point he would consult with the Board. He also explained that MS and he had met Jonathan Jones-Pratt (JJP) earlier in the day. JJP had been invited to join the Board of the WSR Plc with a view to becoming interim Chairman at its next

meeting, while a proper recruitment process was put into effect for a permanent appointment. He had also agreed to represent the WSR Plc in discussions with the Railway Inspectorate in October. We welcomed this move.

B66/18 Rally Report

We congratulate the Rally team on raising over £42,500. We agree to use £10,000 of this immediately for painting our own coaching stock and ask JAG for a cash flow forecast so that we may consider how to use the balance at our next meeting. We ask JAG to consult with John Glover and RW on a paper from RW on coach painting.

Action JAG

B67/18 Business Plan Progress

We considered a report from GG, and agree that the process he had used was extremely helpful. We thank MS for agreeing to set up an hourly recording study of staff time for the month of October and thank RW for offering to assist with the analysis. We consider that all staff should be included, that the process should be reviewed after one week and an interim report provided for our next Board meeting.

Action MS

B68/18 Actions against Former Trustees: Shares Claim

We noted progress on this matter.

B69/18 General Manager's Report, including accounts (Period 8)

We note this report (for original report see the Minute Book). We approve the payment of £11,000 to Harco for machining the cylinder blocks. We thank JAG and Brian Lee for their work in relocating Ditchheat Manor from STEAM to the McArthurGlen Designer Outlet Centre in Swindon. We ask JAG to obtain usage figures for the BL camping coach and circulate them. We remind JAG of our desire to see the results of exit interviews with resigning members.

Action JAG

B70/18 Financial Report

We note this report (for original report see the Minute Book).

B71/18 Board Email Addresses

RW told us that a member had suggested that our biographies on the website should include our email addresses. We ask JAG to arrange this and RW to inform the member concerned.

Action JAG, RW

B72/18 Heritage Committee

RW told us that Ian Coleby, as a Trustee of the Steam Trust, proposed to restart the Heritage Committee, and had asked her to be its Secretary. We welcome this proposal.

B71/18 Dates of Future Meetings

We agree to meet on the following dates:

Monday 29 October 2018 1800

Tuesday 18 December 2018 1800

and on the 2nd Monday each month from 14 January 2019 at 1800

The meeting closed at 2028.