

WEARDALE RAILWAY TRUST

Minutes of the management committee meeting held at the RAFA Club Crook on Tuesday 10th January 2006

The meeting started at 7:30 PM

Those present

Kevin Hillary – Chairman
Trevor Hewitt - Treasurer
John Askwith
Dave Butler
Brian Cox
Dave Foxton
Ian Gardner
Tim Hall
Trevor Horner
Graham Lord
Norma Richardson
Steve Raine
Arthur Temple
Mike Wood
James Lynn (Secretary)

1 Apologises for absence

Frank Holmes

2 Minutes of previous meeting

The minutes from the 13th December 2005 meeting were accepted as a true record (after corrections to Items 4b, Treasurers report – item 6, 8a, 10b) and signed by the Chairman Kevin Hillary

Proposed by Trevor Hewitt
Seconded by Tim Hall

3 Matter actions not covered on the agenda

None

4 Identify other business.

Confidentiality of Trust business – Ian Gardner

5 Chairman's Report

The Chairman gave a brief oral report

6 Treasurers report

The Treasurer had previously emailed his financial report.

Motion: Acceptance of the Treasurers report

Proposed – Dave Butler
Seconded – Tim Hall

The motion was approved unanimously.

The Treasurer discussed the contents of an email from Gerry Mudd and the implications of having to raise £15,000 to cover the Trusts agreed payment to complete the Railways CVA. Steve Raine volunteered to cash flow the canopy

project which would allow the Trust to match the grant funds and complete this project within the timescale agreed with the grant funders. The Directors discussed other ways of raising the £15,000 (as a back up plan). These included:

- Additional fund raising from the members such as £10/member appeal.
- Using subs (due in March 2006) – however this would leave the Trust no funds to cover any unknown expenses.
- Ian Gardner suggested that the Directors come back to the next Trust Council meeting with fund raising ideas.

Arthur Temple reminded the Directors that we hadn't raised enough money and should re-double our efforts in fund raising. The Directors agreed to lead from the front on this issue.

Steve Raine asked the Treasurer to work out what the minimum running costs for the Trust which will be ring fenced to ensure that the Trust can continue to operate.

Proposal: The Directors agreed to the loan of £15,000 from Gerry Mudd and accept the terms and conditions which are attached to this loan.

Proposed – Ian Gardner
Seconded – Brian Cox

The Directors approved the motion unanimously – John Askwith expressed his disappointment over the reduction of the loan amount and the conditions attached.

The Secretary reminded the Directors that the Trust must have enough funds 'in the bank' to cover its charitable aims.

The Treasurer reminded that any Director/member paying their subs by cash (or receiving subs money from a member) must be given and accept a valid receipt.

7 Secretarys report

The Secretary reminded the Directors that any member acting on behalf of the Trust must not sign any 'contractual' documents as this could be construed as acting as a shadow director which contravened the Companies Acts. The Secretary also expressed his concerns about approaches made by Trust members to the Secretary to ask for support on issues under review by the Directors. The Secretary also reminded the Directors that he had to remain neutral on issues and could only give advice pertaining to governance of the Trust and the relevant Company and Charity legislation.

The Secretary reported that he had received a letter of resignation from Steve Race. The Directors with regret accepted Steve Races resignation and asked the Secretary to write to Steve to thank him for all his efforts on behalf of the Trust. The Secretary commented that with two Directors positions available that both Gerry Mudd and Julian Shepherd (7th and 8th in Director elections) could now be co-opted onto the Trust Council. This co-option would reduce the amount of paperwork the Secretary would need to complete for the Charity Commission and Companies House. The Directors approved this recommendation and asked the Secretary to invite Gerry Mudd and Julian Shepherd to the next Council meeting.

The Secretary commented on the requirements of Directors to maintain confidentiality of any matter which may materially or financially affect the Trust (which being a Limited Company the Directors are required to act with the fiduciary duties of loyalty and good faith plus the duties of care and skill).

Steve Raine reminded the Directors that that the Trust had agreed to the Heritage Railway Association code of conduct. The Secretary is to make copies of this code of practice and mail out to the Directors.

8 Other Reports from Trust Directors

8a Update of WRT Administration (Steve Rained)

Steve Raine has been asked to comment on the press release from PwC. Steve read out the press release and suggested an alternative wording. The Directors agreed to this wording. Steve Raine discussed the CVA and reported that the probable date of completion will be around 27th February 2006. He also reported that Wear Valley District Councils representative on the Board of the new Railway Company will be Ian Philips the Chief Executive of Wear Valley District Council.

8b Weekly Lottery/Fund raising (Arthur Temple)

Arthur reported that £90/week had been pledged but was not sure whether to start. Trevor Hewitt commented that at £400/month this was a good earner. The Directors agreed to a start date after the magazine had been published and that money raised should be placed in general funds.

8c Marketing sub group report

Tim Hall reported that the next meeting had been arranged for Tuesday 17th January 2006 at Tims home. Steve Raine asked if this sub-group would cover both the Trust and new Railway Company and reminded the Directors that some marketing money had been allocated in the new Railway Companys business plan. No decision was taken but the situation was to be reviewed later. The marketing sub-group should present proposals about joint working. Tim Hall asked about the status of John Hobbs acting as Press Officer for both the Trust and Railway Company. The Directors unanimously agreed that Tim Hall should ask John Hobbs if he was prepared to act as Press Officer for both the Trust and the Railway Company. Tim Hall reported that he had received a letter from Wear Valley District Council offering a lease on Stanhope Station (covers entire station buildings, entrance and car park for a peppercorn rent.

8d Management Group – John Askwith

Members of management group met last week. Minutes of this meeting are to be proof read before distribution.

8e Educational Activities/Talks/Publications/Magazine– John Askwith

Educational Activities - No report (awaiting Frank Holmes nominees to form an educational sub-group). John met with the Education Officer from Locomotion to help develop an education policy for the railway. Steve Raine is to look for any previous work which may be in the railway company files contained in the Porta-cabins.

Talks - Dates in magazine.

Publications – No report

Magazine - The Directors were reminded that magazine content needs to be with John by 18th January for publication by 2nd week of February. The Chairman reported that he would appeal for money from the members and would be called the 'Final Push' fund. This fund would use the 'Yard of Track' forms.

The magazine will also contain the membership renewal forms. Norma Richardson agreed to put the new volunteer form inside the magazine – Norma to liaise with Frank Holmes.

8f Membership Secretarys Report (Frank Holmes)

No report was presented due to Frank attending a Wear Valley Partnership meeting.

8g Volunteer Training

Steve Raine reported that interviews for the Railway Company Safety Officer will take place shortly. The Directors discussed the length of time needed for training/operational experience to reach a certain level.

9 Reopening the railway by supporting Weardale Railway Ltd

Removed from the agenda

10 Restoration Activities

10a Locomotives

No report was presented.

10b Carriage and Wagon restoration activities

Dave Foxton passed around pictures of the newly repainted coach.

The 4th coach currently at NYMR Pickering needs to be moved to the Weardale Railway. Steve Raine to speak with John Hummel.

Mike Wood reported that he could purchase a miniature buffet coach which would be worth £15,000 in a restored condition. Mike asked if the Trust could support its purchase in the future. The Directors asked for a view from John Hummel before committing to a future purchase.

10c Infrastructure

Canopy – Trevor Hewitt presented an oral report. The Stanhope station canopy is progressing slowly and needs more volunteer help.

11 Any other business

11a Keylist

The Chairman gave Trevor Hewitt a key for the station. Kevin Hillery to email names of other key holders to John Ashwith.

11b Confidentiality

Ian Gardner handed out copies of a confidentiality motion he wished the Directors to consider. The motion read as follows:

'That any member of the Trust Council who passes on, by any means (written, verbal or electronic) any information , (relevant to the Trust and not breaching the Trusts M&As), that has been stated as confidential within the Trust Council meeting, or during any form of communication between Trustees/Directors and or information from an outside party, (excepting when said information is to be passed onto the Trust Council), or when the outside party agrees to the information being forwarded to named persons, shall be expected to resign from the Trust Council. (This is also covered by the Trusts M&As Clause 11 disqualification of a member)

The information shall only be deemed as not confidential when to Trust Council agree that the information is no longer confidential, or if the information came from an outside party, only when the outside party agrees to the information being released'.

This motion was proposed by Arthur Temple and seconded by Trevor Hewitt.

The Directors approved the motion unanimously.
The meeting closed at 21:55 PM

12 Date/time of the next meeting is 14th February 2006 7:30PM at the RAFA Club Crook.