

WEST SOMERSET STEAM RAILWAY TRUST SPECIAL AGM ISSUE 2020

Introduction

Welcome to Special AGM Issue No. 15 of the West Somerset Steam Railway Trust Newsletter. We hope you are keeping well and managing during these strange times, but most importantly we hope you are staying safe.

This update is for our valued members and volunteers to keep you informed, both about how we are preparing for the return to traffic of our favourite railway, but also, and less positively, to provide as much information as we can about the current threat to the Trust. This situation is constantly changing, so the note reflects the position today. It may change tomorrow.

The Threat to the Trust.

Firstly, we would like to apologise for postponing the date of our AGM to the 14 November 2020. As Trustees, we have a duty to act in the best interests of the Trust and following the very real threat to the very existence of the Trust as described below, we had no alternative but to delay the AGM until we had fully assessed the situation and taken legal advice.

The threat stems from a small, self-selected group whose admitted aim is to challenge the current direction of the Trust. This would involve outvoting the current Trustees and forcing a merger of the Trust with the Association before then using the combined shareholdings of both charities to pressurise the PLC into becoming a subsidiary of this combined charity by March 2021.

This represents a real and, in our belief, extremely dangerous threat to the Trust, particularly since most of the group have shown little interest in its work hitherto, and it is hard to see how they could fulfil their

duties as Trustees when the principal aim is to end the separate existence of the Trust.

The Trust fully supports the proposals in John Bailey's report, which does **not** propose the merging of the Trust and the Association, but rather proposes the formation of an entirely new charity. The Association too does **not** support a merger and their members have never been asked to approve such a proposition. Since four of the ten seeking election to the Trust Board are also Association Trustees, they will be aware of this, yet persist in advocating a policy their members have not supported.

We believe that the strength of the Trust lies in its remaining as an independent organisation, focussed on the work the Trust does in running the museums, in developing education and learning and in tackling the next stage of carriage restoration. Even after the Bailey report is implemented, we would see the Trust continuing to support the railway separately, in the same way that other groups along the line do, like the D&EPG or FOMS. Never in the Trust's history have as many as fourteen people applied simultaneously to become Trustees.

Given the number and timing of the applications, along with the content of their statements, which spoke of structural changes to the WSR rather than the objects and work of the Trust, it would have been naïve and irresponsible of us to view their actions as anything other than a coordinated plan to overwhelm the current Board and use the Trust to further their own agenda. It was clear that the original number of new Trustees was designed to outvote the seven existing trustees and force through their proposals.

As Trustees, we are shocked that those seeking to force this change on the Trust did not discuss their proposition with us before Robin White deposited fourteen nomination forms at Bishops Lydeard on 3 September.

Almost immediately five out of the original fourteen subsequently withdrew their applications, three apologising for their actions. One additional nominee has since joined the remaining nine. 70% of the candidates seeking election to our board only became members recently, while only one has ever undertaken significant volunteer work with us. All ten have been invited to be interviewed by the existing Trustees in accordance with the principles of good governance that Trust have adopted but they have declined.

We were both shocked and saddened that none of the new applicants chose to discuss their proposition with us before submitting their forms. Their approach towards us since then has been characterised by allegations of lying, bullying and even a threat of legal action. As well as being deeply upsetting and personally stressful to our volunteer Trustees, their actions have cost the Trust, your Trust, heavily in both time and money.

Since September, they have canvassed for members to join and support this take-over, encouraging people who have little connection with the WSR to join them and end the independent existence of the Trust. While we would normally welcome an increase in our membership, we are concerned that many of our new members may not be aware of the actual situation.

The current Trustees think the ten's ideas are misguided and their approach is neither transparent nor beneficial. We agree with John Bailey that change must be evolutionary, not revolutionary, and believe that the Trust deserves to survive as an independent charity to carry on with the good work at which it has been so successful.

We also think that a total of twenty Trustees is far too large to run a charity of this size and that such a number is inconsistent with the

guidance of the Charity Commission. We need more 'doers' rather than more people telling us what to do. We will therefore be urging members to vote against the appointment of these ten people when the AGM papers are circulated later this month.

Trust Activities During 2019/2020

The Trust has been working hard on its Learning programme despite the challenges of Covid. Our digital and loans package is nearly ready for delivery to schools, while our Great Western Home Learning Challenge has been downloaded throughout the UK. As a small but independent charity, the Trust has many successful projects, achievements and initiatives that have been, or are, currently in hand:

- 1) Successfully applied for a National Heritage Lottery Grant and a subsequent follow up grant as part of Covid 19 support in aid of the Gauge Museum.
- 2) Working towards a 'One Museum on Two Sites' protocol intrinsically linking Blue Anchor and the Gauge Museums.
- 3) Working towards a Spectrum 5 Primary Procedures protocol for Museums Collections.
- 4) Working towards the Introduction of MODES Collection Management software.
- 5) Working towards Museum Accreditation.
- 6) The major refurbishment of the Gauge Museum.
- 7) Continued maintenance and improvement of Gauge Junction.
- 8) Working with the Trust Education Programme.
- 9) Working with the Heritage Training and Development programme.
- 10) Working with the Pest Partnership group, part of the South West Museum Development.
- 11) Work at Williton with the Heritage Carriages.
- 12) Managing a very successful recruitment programme for Young Volunteers.
- 13) Working with the Industrial Heritage Networks group; the Museums in Somerset Collective; the Association of Independent Museums; the National

Council for Voluntary Organisations and with the Arts Council England.

An Apology

We are sorry that this edition of the Newsletter is (unusually) full of items about the threat to the Trust, rather than about what we have been doing and our plans for the future. We will return to this in the next issue, but the very future of the Trust is at stake at this year's AGM and we have a duty to you, our members, to ensure you have the information needed to vote for the outcomes you want when you return your proxy forms.

The Trust AGM

This year will be entirely on-line via Zoom, and voting will **only** be possible by proxy forms.

To ensure your votes arrive by 7 November, please Post Early, your Trustees strongly recommend that you vote against the ten trustees who support a merger, this will be indicated on the proxy form.

The Aims of the Ten – You Decide

The resolutions received from the ten people seeking election to the Trust call for just two things:

- 1) *For the Trust to engage with the work being undertaken to move to a new structure for the WSR.*

The Trust are doing this already by meeting with the Association, the PLC and John Bailey regularly to achieve this.

- 2) *Not to sell PLC shares held by the Trust without members' prior permission.*

This has never been considered by the current Trustees nor is there any proposal to do this now. Why has this suddenly become an issue for the 'ten' unless it is the prime purpose of their takeover?

What the ten have said about the plot to take over the Trust:

"We provide a categorical assurance that, if we are successful in being elected as Trustees, we will uphold the Charitable Objective of the WSSRT, ..."

Unfortunately, they would not be able to fulfil this pledge once the Trust had been merged with the Association, as it would be up to the Trustees of the combined charity to determine its priorities and indeed, the ten may not be Trustees of the combined charity anyway. A worthless assurance, we are afraid.

John Bailey's view, posted 8 September 2020:

"The additional WSSRT Trustees, if elected, would face the immediate problem that their duty is to act in accordance with the very limited charitable purposes of the WSSRT. If they go beyond that in pursuit of some wider objective, they could be personally liable for the costs incurred. It is interesting that their reasons for standing are all about the WSR. There is nothing about how they are going to further the WSSRT charitable objects. It will not surprise me if legal advice confirms that nominations of anyone who appears to intend to manipulate the Charity in the perceived interests of another entity could properly be rejected."

A statement from the Partnership Development Group, 25 September 2020.

"The whole PDG was unanimous in supporting the roadmap and principles of the PLC initiative. It endorsed the terms of reference for the (reorganisation) project and has also agreed to act as a reference group for ongoing consultation and assist with project development."

The PDG represents the entire railway family (which the 'ten' do not) and supports the approach advocated by John Bailey, which the Trust is working on with the PLC and the Association.

The 'One Railway' Statement by John Bailey 17 September.

"The essential healing 'One Railway' culture is not going to be achieved by any one entity, including the PLC, winning out over the others. Yet the latest plan seeks to impose the vision of one sub-group"

justified by arguments reflecting past divisions. Its proposed manipulation of both the WSSRT and WSRA is bound to create disaffected members and, if the plan succeeds, a new cohort of angry and potentially disruptive individuals."

The 'One Railway' statement by John Bailey, made on 17 September 2020 and endorsed by the Chairmen of WSRA, WSSRT and PLC.

Just a few of the many supportive responses from active WSSRT volunteers in response to the attempted take-over of the Trust (names have been withheld to prevent further threats of legal action):

- 1) *"The coup d'état has started I see. Deeply cynical. It amounts to a brutal ram raid on a small society, not to improve its governance or competence but it appears just to get their hands on the plc shareholding and endorse a position about overall structure."*
- 2) *"What a sad reflection on those people who profess to care about this railway but seem likely to just create discontent instead of harmony in these difficult times.

 - a) *I nevertheless fully support the independence of the Trust.*
 - b) *I hope that common sense will prevail and that this proposed ambush will be called off or thwarted."**
- 3) *"My personal view is that we as a Trust should fight this move with all means available. I see no benefit to the Trust from merging (or rather being swallowed up) by the Association, indeed, quite the reverse. Its "interest" in the Trust is shown by requiring you and the other Trustees to spend valuable time and scarce museum and restoration funds to fight this arrogant and potentially damaging proposal."*
- 4) *"Very happy with the views expressed by Bailey and you three heads of state. I might have just a little more sympathy with takeover proposers if I did not believe it to be motivated by a vindictive*

and destructive desire to settle old scores and nothing to do with the good of the railway. Whilst I am comfortable with a degree of commonality between the PLC and Association, the role of the Trust as expressed recently by yourself is tangential and sufficiently so that its independent separate identity and governance is important."

Extract from the text sent to the original fourteen people seeking to become Trustees, following deposit of nomination papers on 3 September 2020:

"Colleagues I am pleased to be able to say that our applications for WSSRT Trusteeship were lodged at the Trust registered office this Thursday 3rd September at 16.48 which I have a receipt. I think it is likely that the post will not be picked up by the Trust until Monday after the Friday deadline has passed. I intend to email copies to the Trust chairman Chris Austin early on the morning of Saturday 5th before making our joint and individual statements public an hour or two later on the unofficial WSR Friends page established for that purpose. I would strongly suggest that we refrain from any public statements until then."

And Finally, If you want to tell the ten would-be Trustees what you think, then e-mail them at wssrtcandidates@gmail.com Make your views known but please be aware that if you e-mail the ten would-be Trustees will have your details.

Updates and Information

When we have more to report it will appear on our website, www.wssrt.co.uk along with further newsletters. If you are on HOPS, you will have received a regular series of helpful updates from the PLC on what is happening.

See also Steve Edge's excellent website www.wsr.org.uk for a comprehensive collection of news and information.

By the Trustees of the West Somerset Steam Railway Trust for the Members