



West Somerset Railway Association  
The Railway Station  
Bishops Lydeard  
Taunton TA4 3BX

3<sup>rd</sup> December 2015

Dear Member

I attach the Review Report prepared by Robin Coombs and his team. The key recommendation of the Review, as you will see, is that all the trustees should resign before any development can be instigated. As you would expect we are very disappointed indeed with this recommendation and do not feel it is justified. We are also very disappointed that the report has not seriously addressed what direction the WSRA should take in the future (which was the focus of the review terms of reference, drafted by the Reform Group and agreed by the Members), allocating only four and a half pages of a sixty page report to this important aspect.

The trustees fully acknowledge that the Association needs to change and evolve, and there are some observations in the Review that we accept. We have already initiated change, through setting up a Management Working Group and we expect to have a new draft Development Plan available for consultation by the end of January. And we agree there is more to be done.

However, we consider that Members should see this Review and make their own judgment at the earliest opportunity. This is why we are circulating the document now, and will make available our full comments later, after you have read it. We invite (and would welcome) comments on the review, and we ourselves will be posting a full critique of the review within the next few weeks. The period for returning comments and views will end on Monday 11<sup>th</sup> January. We will then convene a Members Meeting towards the end of January or in early February (date to be announced), during which we will also put forward our first draft of the Development Plan.

We look forward to receiving any comments you might have, and hope to see you at the Members Meeting.

Finally, although we do not agree with the findings of this review, we would like to thank Robin Coombs and his team for the effort they have put in. Whatever our difference in views we acknowledge and thank them for their work.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Peter Chidzey'.

Peter Chidzey

Chairman

Any comments on the present report should be sent to

The Administration Manager,  
West Somerset Railway Association,  
The Railway Station,  
Bishops Lydeard,  
Taunton  
TA4 3BX

# The Road Ahead

A full-page photograph of a railway signalman in a white short-sleeved shirt, blue tie, and black cap. He is standing on a gravel track, holding a black signal wand high in his right hand. The track curves to the left in the background, with lush green trees and hills under a clear sky. The scene is brightly lit, suggesting a sunny day.

**An Independent Review of the  
West Somerset Railway Association**

# The Road Ahead The WSRA Review

## **Report of the Independent Review Panel**

The Railway Station,  
Bishops Lydeard,  
Taunton,  
Somerset  
TA4 3BX

**1 December 2015**

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## **Front Cover**

A symbolic image taken on the West Somerset Railway representing a long-term direction, with different lines converging in a single straight line, collecting the new token evidence of a widely trusted operating system to give confidence to move forward. A number of pieces of railway furniture have been digitally removed to give an uncluttered view demonstrating transparency in how things are presented.

Peter Chidzey, WSRA Chairman.  
The Railway Station,  
Bishops Lydeard,  
Taunton TA4 3BX

Dear 

The Review Panel is pleased to submit its report – “The Road Ahead”. I regret that it may not make pleasant reading as we found there were significant weaknesses and areas of serious concern in the governance of the Association. I have previously written to you with the recommendation that the trustees seek legal advice.

The Report has attempted not to dwell on the past. What has been done has been done, what has been said, has been said. The focus of the Review is to map out a future for the Association, which we present as two options. It is the unanimous view of the Review Panel, that to achieve the aims of the terms of reference, to return the Association to its core role as supporting the West Somerset Railway as a whole, a new board of Trustees is necessary to lead and direct this process.

We therefore urge that the existing trustees consider relinquishing their positions as soon as a suitable transition mechanism can be agreed. While we accept that you may not agree, and that it is possible your arguments were not fully articulated, we would ask that you accept that the Review Panel did not reach this recommendation lightly, and that you respect that it is based on the written submissions, our observations, the analysis and evaluation by the panel members who covered a full range of age, gender and background, nominated by different groups across the West Somerset Railway community and had two independent members with no prior knowledge of the issues.

We feel that in the interests of the Association and wider WSR family the current Trustees should step down with a degree of dignity and respect intact, there is a significant legacy that can represent the many hours of dedication you have all devoted to the Railway – an award winning Journal, a successful Quantock Belle, the ongoing restoration of 4561 and the introduction of apprenticeships in order to hand on heritage engineering skills. We consider that the alternative is a continuation of the strife that has bedeviled and will further damage the Association and the wider national heritage railway community. Also this has been and would continue to be a major distraction for everyone concerned with the higher goal of preserving railway heritage for future generations to experience and enjoy.

With very best regards



Robin Coombes Chairman on behalf of the Independent Review Panel

# Executive Summary

The report is the result of an independent six-month review into the purpose, structure and activities of the West Somerset Railway Association (WSRA / the Association) an incorporated charity for the preservation of historic railway rolling stock. The Association is based on the West Somerset Railway, a 22.75 mile (36.6 km) heritage railway line with services normally running between Minehead and Bishop Lydeard.

There has been a long history of tensions between the Association and the heritage line's operating company the West Somerset Railway Public Liability Company (WSR Plc). Both organisations were involved in competing bids for the freehold of the railway owned by Somerset County Council. More recently a significant group of the Association's membership has expressed concern at the direction taken by the Trustees responsible for the running of the Association. This culminated in a vote of no confidence at a general meeting in May 2015. The membership also passed a resolution for the setting up of an independent review.

The Review concluded that to achieve the aims of the terms of reference to return the Association to its core role as supporting the West Somerset Railway as a whole a new board of Trustees is necessary to lead and direct this process.

As a first step the Review recommends that all Trustees announce that they will cease office immediately to be replaced by new Trustees or an administrator with due process. The new Trustees would be given the responsibility of rebuilding the Association into a fit and proper organisation with a role and purpose for the benefit of the West Somerset Railway family and the wider public, in full consultation with the membership.

The recommendation is based on a review of the purpose, objects, structure and activities of the Association, which found that the current governance is not fit for purpose. The Association in its current form and structure is considered unsustainable as the Trustees have not provided evidence they have the capability to perform their role. There is a lack of clarity of purpose and there is no agreed strategy for the organisation going forward.

Rather than focusing on the past the Review concentrated on how to create a better future for the Association and to define its role within the wider West Somerset Railway family of organisations.

The Review invited and received 90 written submissions both from members and the wider community. The Review assessed the capability and governance of the Association on a government based model. The report presents two options and key decisions to be faced by the existing Trustees which is stark choice between enabling others to try to save the Association or allow it to continue on its current trajectory and face a bleak, possibly long drawn out and slow death. The Review sets out a road map for each of these options.

The report makes a number of recommendations for the future management and activities of the Association. The report concludes with a chapter on making a fresh start, recommending that the organisation support the future development of the WSR. The report recommends that the Association creates a Youth Board and takes a leadership role in inspiring and attracting a new generation of members and volunteers.

## Terms of Reference and Review Panel

The Terms of Reference for the Review Panel were formed by Resolution at the General Meeting of Sunday 10th May 2015, as follows:

*The Trustees shall cause to be conducted a review of the purpose, objects, structure and activities of the WSRA, intended to return the WSRA to its core role as supporting the West Somerset Railway as a whole. The review shall be chaired by a person independent of the WSRA or any group on the Railway but the review team shall include WSRA Trustees, representatives of the WSRA Reform Group, WSR Plc, and the WSSRT, and may include representatives of other groups on the Railway as the review chairman shall decide. There shall be an opportunity for all interested persons to contribute to the review. The review report shall be completed within 6 months of this resolution being passed and shall be presented in its entirety to the WSRA membership on completion. The trustees shall then bring forward proposals to the WSRA membership to implement the review recommendations no later than the Annual General Meeting following the publication of the review report.*

Following the Resolution the Trustees appointed an Independent Chairman who made arrangements to receive nominations from the organisations specified; additional members were co-opted to provide the Panel with a representative age, gender, background and experience profile. The composition of the Review Panel is set out below:

<b>Name</b>	<b>Role / Sponsor</b>
Chris Austin	Chairman West Somerset Steam Railway Trust (WSSRT)
Nell Barrington	External Consultant specialising in Tourism and Marketing
Robin Coombes	Independent Chairman
Andrew Forster	Chief Mechanical Engineer / WSR Plc
Brian Fraser	WSRA Reform Group
Ryan Pope	WSR Youth & Apprentices
Simon Stretton	Chairman of WSRA (Promotions) Ltd/ WSRA
Martyn Snell	WSR Volunteers / PDG Representative

For more information on the working of the Review Panel and Methodology please refer to Appendix 2.

# Summary of Findings and Recommendations

Following a review of the purpose, objects, structure and activities of the Association the Review panel finds:

- 1. The Association lacks clarity of purpose and has no strategy to meet its own ill-defined objectives or those related to the delivery of the strategic plan as approved by the Partnership Development Group (PDG) for the railway.**
- 2. The objects of the Association should be amended to reflect a core role as supporting the West Somerset Railway as a whole.**
- 3. The Association in its current form and structure may be unsustainable.**
- 4. The current governance to achieve the Association's purpose and manage its activities is considered not fit for purpose.**
- 5. Trustees may lack the necessary capability to perform their role effectively.**

*The evidence for these findings is that by using a standard model of competency the Association was found to have significant weakness and gaps within its governance and management which only wholesale change can address. These were also the conclusions taken from the 90 written submissions received and discussions held with 16 other individuals and 9 organisations during the period of the Review. The Review also noted and observed the actions of the Association during the period of the Review to support and inform its findings. The issues discussed in this report generally reflect the position at the start of the Review, however, one of the unusual aspects of this review was that new issues and events arose throughout the period of the Review highlighting the fact that the problems identified are on-going and becoming ever more important and urgent to address.*

## Key Recommendation

Based on these findings the Review concluded that to achieve the aims of the terms of reference to return the Association to its core role as supporting the West Somerset Railway as a whole, a new board of Trustees is considered necessary to lead and direct this process.

As a first step the Review makes the key recommendation that:

**All Trustees announce that they will cease office immediately to be replaced by new Trustees or an administrator with due process. The new Trustees would be given the responsibility of rebuilding the Association into a fit and proper organisation with a role and purpose for the benefit of the West Somerset Railway family and the wider public, in full consultation with the membership.**

### ***Note on the Findings and Recommendations made***

*In the event that the existing Trustees do not agree with the findings and fail to implement its key recommendation, the onus and responsibility will fall upon the membership to initiate action to bring about the wholesale change necessary to make the Association sustainable and fit for purpose. Without reform or change there remains the real possibility that given the current circumstances, the Association could cease to exist.*

# Where next?

## The future of the Association

### The Current Context

1. As of November 2015 in the opinion of the Review Panel the future of the Association looks increasing bleak.
2. The history of the Association and its relationship with the WSR Plc the former WSR Ltd has had its ups and downs from the running of the first train on 21 December 1975. It is the role and responsibility of the WSR Plc to operate the Railway. The WSR Plc is a not-for-dividend commercial company.
3. The role and purpose of the Association is far more ambiguous. From the written submissions the clear impression is gained that the Association is at heart a membership organisation whereby the members can feel part of the Railway to actively contribute and support its ongoing development. This is confirmed by the Association in many of its publications where they claim to be *'the principal support organisation to the West Somerset Railway in keeping the magic of steam alive on the West Somerset Railway.'*
4. When the Association became a charity it set out the following charitable object:  
*The Association is established to promote education by the restoring preserving and displaying railway locomotives, carriages, wagons and other artefacts of historical interest and buildings connected therewith in particular without prejudice to the generality of the foregoing, those connected with the South West of England and the preserving and displaying of books, drawings, records, documents, sound and visual recordings, cinematograph films and photographs relating to artefacts and vehicles and development.*
5. This means that the Association has a single purpose 'to promote education' there is no 'and' as 'promote education' is followed with the word 'by'. There is a clear disconnect between a charity that promote education albeit in steam heritage and a membership organisation supporting a Railway.

6. Matters become even more complex as the Association has for many years had commercial activities in which to generate revenue. When the Association became a charity under charity regulations this had to be separated into a trading company WSRA Promotions Ltd. It is unclear to the Review the extent to which culturally and structurally the activities of the Association and WSRA Promotions Ltd have been separated and therefore concern must exist as to the blurring of roles and responsibilities of officers with positions in both the Association and WSRA Promotions Ltd. The trading company portfolio has grown to including engineering at Williton, the running of the Quantock Belle dining train, the stone recycling traffic and the bookshop and café at Bishops Lydeard.
7. These commercial activities require on the one hand cooperation with the Railway's operator the WSR Plc but equally each organisation has to compete for revenue generation from the same customer base.
8. It can be immediately seen that there is a disconnect between the Association's heart as a support and membership organisation, its mind expressed as a single charitable objective to promote education and its action which is the day-to-day running of commercial activities.
9. Add to this mix, taken from documents provided by the Association and from informal discussions with the Trustees, the Association views itself as of equal status to WSR Plc within the WSR family perhaps going further, that because of its large membership base can be regarded as the 'soul' of Railway. Such a structure provides plenty of opportunity for conflict and confusion, a body of members outside the control of the Railway operator, commercial interests that can overlap and members' beliefs and wishes to support the railway set against closely defined charitable objectives with the added distraction of day-to-day trading activities. It would take an extraordinary degree of professional management ability to balance all these elements, for a small group of volunteers it has the Review suggests become an impossible task. It is therefore little wonder that many of those making submissions see the organisation as dysfunctional with a culture that could be described as bordering on 'organisational paranoia' (as opposed to an individual suffering from paranoia). Organisational paranoia is characterised by delusions of persecution, unwarranted jealousy, or exaggerated importance, typically worked into an organised system, a tendency on the part of a group toward excessive or irrational suspiciousness and distrustfulness of others.
10. There were many examples where tensions between on the one hand the Association and the WSR Plc and within the Association itself between the membership and the Trustees have manifested itself. The main example being the involvement of the Association and

WSR Plc in competing bids for the freehold of the railway owned by Somerset County Council. The rival bids for the freehold in 2013 was surrounded in controversy and distracted both the Association and the WSR Plc management teams from other activities to progress the railway.

11. The freehold bid also appears to have acted as a catalyst for a significant group of the Association's membership under the leadership of the Reform Group to express concern at the direction taken by the Trustees responsible for the running of the Association. This culminated in a vote of no confidence at a general meeting in May 2015.
12. Recently the level of acrimony between the various protagonists has intensified. Matters have reached the courtroom, complaints have been made to the Charity Commission, there have been damning findings by the HRA - the movement's professional trade body, Trustees have resigned, there have been motions and votes of no confidence, retracted press statements, allegations of serious misconduct, documented misrepresentation in the public domain, increasing media interest and also the thousands of opinions of key board warriors on social media.
13. The Trustees have found themselves vilified and condemned and it is hardly surprising that they have become defensive and do not trust others. This means that there is a breakdown of meaningful communication between all the parties. This allows space for endless myths to be built up, rumour, gossip, speculation. Even where there is an opportunity for the whole Railway to come together such as the Partnership Development Group (PDG) the Association appear to distrust it as it was set up by the WSR Plc. Similarly the trade body of the railway heritage sector the HRA appears to be mistrusted by the Trustees due to the involvement of individuals who have connections with the West Somerset Railway.
14. The problem is that this dispute is no longer a minor squabble, which may end in few dented egos. The Review does not consider it appropriate and no purpose is served, by going into the detail of who said what and why in what are very serious issues facing a charity with approximately 6,000 members, significant assets of railway locomotives and rolling stock, and a trading arm with a number of rail and engineering related operations.
15. The Review has found that trust and respect between the Association Trustees and a significant number of Association members has totally broken down and while nothing is irreparable, the Review Panel from its investigation has found no real prospect of rebuilding trust within a reasonable period. Indeed even during the period of the Review and despite

calls for calm and reflection, the rhetoric and actions have intensified and relationships further deteriorated.

16. The Review Panel does not at this stage consider it appropriate or helpful to apportion blame or highlight the activities or views of individuals. As noted above suffice it to say the various disputes have a long and bitter history, predating many of the current protagonists. The Review has been shown evidence that standards of governance and transparency have been poor over a long period for example during the 1990s and early 2000s. This culture appears to have been passed on to both to new generations and between different groups as people have moved between organisations. There have been previous complaints made to the Charity Commission on the standards of governance made by a Trustee (who remains a current Trustee) as to the behaviour and actions of other now former Trustees, so past situations are far from simple or straight forward, with many layers of complexity and capable of more than one interpretation. A distinction sometimes needs to be drawn between the actions and integrity of individuals against the collective action of the Board of Trustees.
17. It is the Review's opinion there has in the past been a period when there has been a failure of leadership within the whole WSR family as these disputes have been allowed to fester and occasionally ignite without these and the underlying root causes being properly addressed or resolved which appears to be as much structural as personality driven. In old fashion terms a few heads being banged together and boundaries agreed much earlier might have prevented today's situation whereby it has now spilled out from behind closed doors into the public arena. The Panel considers that the leadership role lies with the WSR Plc as the operator, leaseholder and Safety Management System holder. The reason is that the WSR Plc comes under the remit of the ORR. Other parts of the family play should a supporting role through Railway wide formal groups such as the PDG which includes representatives from outside organisations such as Somerset County Council.
18. As the level of acrimony appears out of anyone's control, this has the potential to be extremely damaging to the future success and development of the Railway. To be fair to the WSR Plc who are characterised as one of the protagonists in the dispute and by their own admission may not have got everything correct in the past, during the period of the Review have acted in public with restraint, and have clearly good governance procedures in place, which are acted upon.

19. The Reform Group has by and large driven the agenda of the current dispute. While their frustration may well be justified in highlighting the shortcomings of the Association the Review Panel considers that not all of their actions have been helpful to resolving the dispute and in many cases have only added fuel to the fire.
20. The Association, as a company and charity has a legislative duty to manage its affairs properly. This in the Review Panel's opinion is not being done to any reasonable level of competence. It is the opinion of the Review Panel that collectively the Trustees are in a role for which they have not the experience, training or ability to manage satisfactorily. While it is not for the Review to highlight named individuals much of the burden to ensure the Trustees know and follow good guidance and procedure falls on the company secretary, the level and manner in which this duty has been discharged is highly questionable and of great concern to the Review Panel. Also, albeit certain Trustees have been baited into situations, their actions and judgments could be interpreted as reactionary, ill-timed, ill-judged and incendiary.
21. Rather than dwelling on the past, which cannot be changed, and the present, which is to nobody's benefit or satisfaction, the Review Panel's focus is to make findings on the current purpose, objects, structure and activities of the Association to follow with recommendations intended to return the Association to its core role of supporting the West Somerset Railway as a whole.
22. The Review has taken the Resolution at face value and the purpose includes both the Association's publicly stated purposes, its charitable objectives, the structure between the Association and its trading arm and activities in the widest sense of the word from financial management, governance to protecting the charity's assets to the methods of its communication.

## **The Review and its findings**

23. The standards to which a charity should operate are all fully set out in the Charities Act Companies Act and guidance documents produced by the Charity Commission.
24. The Review Panel has a number of concerns regarding the current leadership and governance of the Association. It is disappointing that despite assurances that it would fully

engage with the Review process, this has not happened to the level anticipated. It was expected that the Review Panel would have at an early stage been provided with a full suite of the governance documents that set out the Association's vision, strategy, policies, operational procedures and protocols that describe the overall direction of the Association and the framework for the day-to-day management. Of particular importance is the basis of its relationship to the charity's trading arm WSRA Promotions Ltd.

25. Despite several requests earlier in the review process it was late November before the Review received any of the Trustee's documentation, who suddenly became engaged in the process. Although this demonstrated that certain procedures and protocols were in place, there was little evidence to demonstrate that they are being followed in day-to-day practice. This late engagement would be typical of an organisation with the culture described above whereby they did not wish to engage with anything that they did not like or made them feel uncomfortable.
26. The Trustees did by email on 25 November 2015 express extreme disappointment that the Panel have not seen fit to formally interview the Association Team believing that a true understanding of the function of the charity cannot therefore be obtained without such an interview. Questioned whether due diligence had been observed by the Panel in gathering sufficient unbiased evidence to reach a proper conclusion.
27. The Review Panel would note that the Association provided a written submission but without any supporting documentation. Follow up requests by the Review Panel to clarify parts of the submission received no response. The Review then issued a series of detailed and in depth questions the response received provided, *'some one line (word) answers which it is hoped will help for the time being'*. The response acknowledged that *'the Review Panel did have questions that need to be answered, but hoped that it would be understood that the Association will not provide any information to all parties that maybe used against the Association in the continuing battle with the WSR Plc / Reform Group'*. In light of this statement the Review Panel particularly as at that stage not one single document relating to the governance of the Association has been provided, considered that little further could be gained or usefully learnt by a collective interview involving all members of the Review Panel if the Association would not fully engage and withhold information. To overcome this it was agreed with the Association that discussions could be held with the Review Chairman alone and in confidence, which was then done.

28. The lack of documentation has had an effect on the method of working of the Review Panel. Great stress was placed at the outset on the importance of the Review being evidence-based. The Review Panel has therefore been required to move forward to make judgment-based findings and recommendations. This does not it is contended invalidate any of the Review findings, as the lack or late submission of relevant documentation is evidence itself of poor levels of governance, or alternatively, a failure of the Association's leadership to fully engage in the review process.
29. It could be argued that as no documentation or evidence was provided, no conclusion can be drawn whatsoever - neither positive nor negative, implied or expressed. While this may be true in a theoretical sense, it is the experience of members of the Review Panel in the real world, organisations who have good governance are only too quick and willing to show it as quite rightly they are proud to do so as it marks them out as an outstanding organisation. With no documentation provided it must raise questions as to the degree of secretiveness and transparency of the organisation and leave questions unanswered. While this culture and behaviour may be entirely appropriate for some private organisations, it hardly seems reasonable for a charity and membership organisation involved in the preservation of steam engines on a heritage railway in West Somerset.
30. The Association still retains the right and has the opportunity to publish into the public domain the documentation and evidence necessary to support its views, the full Review Panel would be happy to interview the Trustees where all matters could be discussed in an atmosphere where it was not considered that one or any party could use information against another. That this state of affairs exists is, if not evidence, a clear indication of the levels of mistrust that exist.
31. The most serious governance issue over which the Review Panel has concerns is the events, within the public domain, surrounding the sale of shares in the locomotive No 4160. It is claimed by members that an individual assumed to be an Association Trustee or Association Agent is understood to have been connected to the sale of the "Four One Six 0 Ltd" shares to himself without there being a testing of the market value. This may have been in contravention of basic rules of governance and guidance for Trustees issued by the Charity Commission in disposing of the charity's assets. The Trustees are also alleged by a number of members to have failed to observe the rules concerning the declaration of conflicts of interest. In the Review Panel's opinion if these, as yet unfounded allegations, are correct these are extremely serious matters that should be investigated by the appropriate regulatory authorities.

32. The Review Panel consider it is very damaging for the integrity and reputation of the Association as a charity for these allegations to 'float around the internet' and be the subject of 'mess room discussion'. The Review Panel is not aware at this stage if there is an understanding by the Trustees of how serious these matters could potentially be.
33. It is considered that the sale touches on the main purposes and core activities of the Association:
- a. There is a presumption against the sale of a charity's assets that fulfil the charity's objective.
  - b. The Trustees can and must only act in the interest of the charity.
  - c. There is a duty to maximise the value of any sale.
  - d. There is a duty to avoid conflicts of interest.
  - e. There is a duty to declare a conflict of interest.
34. The Review Panel would urge the Association to clarify matters by independent investigation or at the very least publish all the relevant documentation such as the board minutes to its members to demonstrate the relationships and interests of all parties involved. How the sale would benefit the Association? What steps the Trustees took to seek independent valuation and or advice? How the decision was formally recorded and who made the decision? How and by whom the sale of 4160 Ltd was instigated and to whose benefit? Given the timing of the sale immediately prior to the AGM, why such an important sale of interest to the membership was not announced at the AGM or subsequently as a positive good news story?
35. While this is currently the most serious issue affecting the Association's governance and management, allegations fairly or unfairly, substantive or not, continue to surface on social media demonstrating the organisation is under intense scrutiny and appears not to have in place the robust governance necessary to properly rebut allegations made against it.

36. Based on the assessment criteria contained in Appendix 2 The Review identified as best it could, given the lack of documentation the following weaknesses and gaps in the Association's governance and capability:

### **Leadership**

- a. The Trustees do not appear to have and communicate a clear, compelling and coherent vision for the future of the Association and how this relates to its charitable objects or core role as supporting the West Somerset Railway as a whole.
- b. Trustees do not appear to be working effectively creating and sustaining a unifying culture and set of values and behaviours which promote energy, enthusiasm and pride in the Association and its vision with a commitment to continuous improvement of delivery.
- c. There is little evidence to show that the leadership is outward looking, presenting role models for communicating effectively and inspiring the respect, trust, loyalty and confidence of staff, members and the wider WSR family.
- d. There are serious question marks over the degree to which the Trustees display integrity, transparency confidence and self-awareness in their engagement with staff, members and the wider WSR family, actively encouraging, listening to and acting on feedback.
- e. Trustees do not appear to display passion about achieving ambitious results for fundraising and members, focusing on impact and outcomes, celebrating achievement and challenging the organisation to improve.
- f. There is little evidence to show that the Association has people with the right skills and leadership across the organisation to deliver the vision and strategy.
- g. While the Trustees appear to have identified some gaps in the organisation, at the time of writing, these have not been filled.
- h. The Trustees lack effective communication with staff, members, the public and other organisations.

- i. Overall the current leadership style may be seen as inappropriate within the setting of a modern organisation.

## **Strategy**

- j. The Association does not appear to have a clear, coherent and achievable strategy with a single, overarching set of challenging outcomes, aims, objectives and success measures.
- k. The Association documentation is unclear as to what success looks like in both fund raising and improving the overall experience of members and volunteers benefiting the whole WSR.
- l. There is no evidence that the Trustees keep the strategy up to date and seize opportunities when circumstances change. There appears to be poor working relationships with a lack of trust and respect for other groups and organisations on the WSR Railway in order to develop the strategy and ensure appropriate trade-offs between priority outcomes. In particular this is evident in its approach to the PDG.
- m. The Association vision and strategy policies and programmes do not appear to be based and informed by sound use of timely evidence and analysis, identifying future trends, planning for them and choosing among the range of options available, evaluating and measuring outcomes ensuring that lessons learned are fed back through the strategy process.
- n. There is little evidence to show that the Trustees have developed and generate common ownership of the strategy with the membership. Indeed strategies such as the purchase of the freehold have proved extremely divisive.
- o. Decision-making is slow and highly centralised, for example the time taken to articulate the core requirements of the Bishops Lydeard planning brief or any vision for development on the Williton site.

## **Delivery**

- p. The Association does not appear to have the structures; people capacity and enabling systems required to support appropriate innovation or manage it effectively.
- q. The Trustees have not demonstrated overall how they empower and incentivise the organisation to innovate and learn from each other, and the front line, in order to improve delivery.
- r. It is unclear how the Association business planning processes effectively prioritise and sequence deliverables to focus on delivery of the strategic outcomes, and on delivery plans that are robust, consistent and aligned with the strategy.
- s. It is uncertain how the Trustees maintain effective control of the organisation's budgets, resources, value for money and if the delivery plans include key drivers of cost, with financial implications clearly considered with suitable levels of financial flexibility within the organisation.
- t. There was no evidence presented of the existence of clear and well-understood delivery models, which would deliver the strategic outcomes, or that responsibilities and accountabilities are identified, well understood and supported by appropriate governance arrangements.
- u. The Association does appear to have in place all necessary appropriate financial protocols and systems in place however it could not be determined the extent to which these were observed, followed and internally audited. Concerns are noted as to the procedures for seeking competitive tenders and payment arrangements for services to the Association and whether these represent value for money.
- v. It is unclear as to the extent the Trustees have access to high-quality, timely and well-understood performance information, supported by analytical capability, which would allow the Trustees to track and manage performance and risk.

37. Given the magnitude of the gaps and weaknesses between what could be regarded as a high performance organisation and the Association which may be assessed as a poorly performing organisation it calls into question its leadership capability. The capability of skills of individual Trustees is not questioned however given such a poor assessment the Review

Panel does not have confidence that the Trustees acting collectively have the necessary skills, knowledge or experience to address these gaps and weaknesses. It should be noted that 'high performance' organisations are few in number and it remains only an aspiration for most. It must also be accepted the organisation is run by a small group of volunteer Trustees, so it would be very unlikely that the Association would ever achieve 'outstanding'. However, the Review Panel would submit that given the size and turnover of the organisation it could be considered on any measure to be seriously underperforming. The Review panel notes that an additional Trustee has been co-opted to assist in identifying and addressing these organisational weaknesses. It is uncertain if this can or will extend to structural and cultural issues affecting the Association.

38. In terms of future sustainability although as presented at the 2015 AGM, the current business activities appear profitable and self-sustaining there must hang a large question mark over their future. The reason for this question mark is that all the activities operate with the goodwill and co-operation of the WSR Plc. Given the tensions between the organisations, this goodwill and co-operation could be removed at any time placing in jeopardy the ability for the Association to generate future revenue. The WSR Plc has submitted to the Review Panel that it has concerns over the actions and governance of the Association and it is unlikely that any form of on-going working relationship will be possible until the Association addresses this.
39. The poor level of working relationships between the two organisations has meant that all commercial dealings of late have to be facilitated through an Intermediary Group. This is considered clear evidence of the dysfunctional nature of the relationship.
40. The Association generates its revenue principally through its trading arm WSRA Promotions Ltd and legacies. Matters are somewhat more complex as ownership of assets generally lies with the Association and operation of the assets by WRSR Promotions Ltd. The precise arrangements of loans, costs, charges, leasing, hiring has not been provided by the Association and is a matter of considerable concern.
  - a. If the Association loses its rent free engineering base at Williton, as is possible from 2016, then West Somerset Restorations will need to secure new premises, potentially not on railway property or rail connected.
  - b. The QB has a contract in place for three years but there is no long-term security.

- c. Similarly the Stone Traffic operates with the agreement and co-operation of the WSR Plc for which a new agreement has been recently signed, for a fixed period of time. It also relies upon the continued supply of free surplus materials from the national rail network and has so far as is known failed to make financial provision for the environmental restoration of the site at Norton Fitzwarren as required by the planning consent.
  - d. There appears to be no documented tenancy for the café and bookshop at Bishop Lydeard and it operates on a grace and favour basis.
- 41. The context and assessment of the Association's purpose, objects, structure and activities demonstrates that there is at the least a lack of clarity of purpose and can be regarded as many different things to its many constituents. Its objects while set out narrowly on a strategic level are ill-defined and confusing. There are structural weaknesses both internally in the management of all its activities commercial and charitable as well as strategic structural ambiguity in how the Association fits with the WSR family. The Association has a vast range and probably far too many activities that it can realistically manage with the resources it has available, therefore its efforts are spread too thin and wide, and some such as the protection of the charity's assets may not have been done well at all.
- 42. The Review Panel finds that:
  - a. The Association lacks clarity of purpose and has no strategy to meet its own ill-defined objectives or those related to the delivery of the strategic plan as approved by the Partnership Development Group (PDG) for the railway.
  - b. The objects of the Association should be amended to reflect a core role as supporting the West Somerset Railway as a whole.
  - c. The Association in its current form and structure may be unsustainable.
  - d. The current governance to achieve the Association's purpose and manage its activities is not fit for purpose.
  - e. Trustees may lack the necessary capability to perform their role effectively.

## Initial Recommendations

43. While the Review Panel can have personal sympathy for the Trustees as individuals who are all well-meaning people with a deep love of the railway, prepared to commit many hours of their time to its preservation and development, they have by circumstances found themselves in a 'war ' with similar like-minded people but of differing opinions and abilities.
44. One of those submitting made the relevant point that most of the present Trustees date from a time when no one wanted the job of trustee, and it was a struggle to find people willing to commit themselves. They put themselves forward because they were interested in the role, and felt they might make a contribution. However what they have found themselves in is a situation where they would have very limited experience or expertise. This is a situation that is not uncommon and can similarly be found on a number of other heritage railways.
45. At the same time, expectations have grown from Association members, other WSR organisations and from an increasing legislative and compliance driven environment.
46. It is perhaps instructive to consider that signalmen are not allowed to control trains, engine drivers to drive locomotives or even motor car drivers to go out alone without passing tests. Yet anyone (with certain exceptions) can become a Trustee or Company Director with no knowledge, experience or skill and then have overall control of the safety environment, management of financial funds and assets, in the running of this major organisation in accordance with legislation, good governance and charitable aims.
47. The Review Panel would wish see that in future Trustees should be able to demonstrate a level of competence and understanding of governance. This ideally would be part of a much wider initiative within the railway heritage sector the equivalent of a 'PTS' (Personal Track Safety) card for railway management and governance led ideally by the HRA. In the meantime it is suggested that the induction process currently used is considerably strengthened.
48. As things stand the Review Panel has no confidence that regardless of the allegations of mis-conduct that may lead the current Trustees to resign or be removed, the current Trustees have the necessary ability, willingness and skill to fundamentally improve their governance.

49. While it may be possible to mentor and train the current Trustees to improve in a stable and supportive environment, it must be considered that such an environment does not currently exist on the West Somerset Railway. There are too many groups and personalities with their own agenda for this to happen and there is no sign of any ceasefire in hostilities any time soon.
50. It is the Review Panels assessment and the concern expressed in many of the written submissions it is in nobody's interest that the current fractious environment remains, it will not disappear in a puff of breeze. In the experience of the Review Panel only fundamental and systemic change can begin to address the problems. In any system there is a natural resistance to change, fear of the unknown, potential removal of the comfortable and familiar, concern at exposure to challenges or ways of working.
51. It is the Review Panel's opinion that the biggest barrier to change is the current Trustees. There is no evidence of significant change in the recent past or in adopting modern methods of management and communication. There is no evidence of innovation and seeking out of new bold ideas. The profile of the Trustees is narrowly drawn and not reflective of inclusivity and equality. In blunt terms the Trustees are not managing things well. In all honesty can they be now expected to undertake the herculean task to regain respect, win trust, change hearts and minds, lead and manage the organisation through probably the most difficult period of its existence? Even with a late recognition of the problems and the setting up of a Management Development Group in November 2015 the Review Panel can provide no confidence to the membership that the current Trustees can succeed. Therefore without change the very survival of the Association is placed at risk without which there will be no future purpose, objects, structure or activities. It is this single issue that is so important to the future of the Association and why it takes up such a significant portion of the Report.
52. The conclusion therefore irrespective of the personalities and politics and whether it is fair or proportionate is that if the Association is to continue in existence to have to a meaningful role within the Railway community and to fulfil agreed objectives and purposes then the existing Trustees must step aside to be replaced by new Trustees that have the confidence and respect of the wider WSR family. Those new Trustees should be independent of any existing management within the WSR family, and should not have been involved with, or expressed opinion regarding, any of the present disagreements.

53. As a first step the Review makes the key recommendation that:

All Trustees announce that they will cease office immediately to be replaced by new Trustees or an administrator with due process. The new Trustees would be given the responsibility of rebuilding the Association into a fit and proper organisation with a role and purpose for the benefit of the West Somerset Railway family and the wider public, in full consultation with the membership.

54. In terms of 'due process' it would be inappropriate for the Review to specify this as it becomes the responsibility of the Trustees to properly manage this process, and there is guidance available from the Charity Commission or from specialist lawyers. There cannot arise a situation of moving instantly from poor governance to no governance, which will take a period of time to put in place. The Review cannot set a deadline for this to take place but must follow the spirit of the recommendation and with necessary the support and assistance of the WSR family in sourcing potential new Trustees who will have to be coopted, as the Articles of Association require a minimum of six trustees at any one time. It will also be important in any handover process that steps are taken to ensure that organisational knowledge is not lost.
55. It is also important that this recommendation should be done in a manner, which allows the Trustees to depart with dignity and respect. The last thing the WSR family now needs is for the Trustees to continue with their back to the wall with re-runs of previous rows and bitter general meetings.
56. This must not be interpreted, as one side winning or losing, or that he who shouts loudest wins. In reality all 'sides' have lost, and the WSR family has for far too long been distracted by these disputes from placing their energies into making a better long-term railway. To see otherwise would be extremely foolish, naïve and can only come from someone unlikely to have held any responsible office.
57. Why it may be asked is it necessary for the Association Trustees to step aside and not others or all parties compromised? The Review Panel was tasked to conduct a review of the purpose, objects, structure and activities of the Association. It therefore has no remit to review the actions of others and it may or may not be the case that other groups should ensure themselves that they too are acting in the best interests of the Railway. However the Review has found significant weaknesses of governance and leadership within the Association that in simple terms the Association does not appear to be governed properly

and charity guidance followed. It is both on this basis and their ability to take the Association forward that the Trustee should consider their position.

58. In addition the Review makes the following recommendation:

Governance procedures should be redrawn to reflect the need for greater transparency and scrutiny of Trustee decisions and actions, by the membership, all board minutes with the exception of matters such as; personal data or commercially sensitive information to be published to the membership.

## **The Trustee's case to continue**

59. It is important for fairness and completeness for the Review to consider the arguments to be put forward whereby the Review Panel could endorse the current Trustees remaining in office. It must be emphasised that these arguments are not sourced from the Trustees or Association and do not necessarily represent their views. As such they are hypothetical, and it could be argued irrelevant. However, on balance the Review Panel considers it is important to place as best it can into another person's shoes as much as anything to test the robustness of its own findings in a transparent manner.

60. The following arguments are considered:

### **Vibrant and in good health**

61. Publicly the Trustees consider that the Association is vibrant, financially in good health with sustainable business activities, and that it is a very important and necessary part of the WSR family. They also consider that a line can be drawn over any past disagreements with the WSR Plc and the two Boards can work effectively on the future development of the railway. The Association considers it has achievable targets to complete the restoration of locomotives No 4561 and in longer-term No 7821. The Association considers it has a sustainable business in all the activities of WSRA Promotions Ltd.
62. Based on the written submissions and observations, the Review Panel does not share this optimistic view. It is the Panel's opinion that the Association is in, or is approaching, a crisis. It is engaged in a protracted dispute and embroiled in what has and has become a war of attrition with a significant proportion of its membership as well as the much longer running

dispute with the WSR Plc. This coupled with an apparent lack of governance means that action to address this is required urgently.

**It would ensure continuity**

63. Continuity would by implication maintain the same level of governance and leadership for which there is evidence of significant weakness and flaws. Serious allegations of wrong doing cannot be just swept under the carpet and without clarification and investigation of these the Review Panel could not and would not endorse continuity.

**They have a democratic mandate**

64. The Review Panel is sensitive to this and this is the strongest argument for continuance but the Review Panel has little confidence that distant members were made fully aware as to the extent of the failures of basic governance as distinct from policy direction.

**Someone has to stand up to ‘the bullying, out of control WSR Plc’**

65. The Review Panel has no mandate to review the WSR Plc however it found no evidence of the WSR Plc ‘bullying or being out of control’ during the course of the Review, in fact the total opposite. That is not to say it has not happened in the past, may not happen in the future or that individual WSR Plc Directors and Officers do not have their own personal views and feelings towards the Association, but it is totally outside the scope of the Associations’ charitable objectives to be a self appointed policemen or moral high priest for the WSR family and is the Review suggests part of the reason why there is such antagonism and tension. If indeed it was true as to the behaviour of the WSR Plc, the Association it is suggested is in any case poorly placed to do something or anything about it. The correct route would be through its shareholders, regulator authorities such as the ORR or industry bodies like the HRA.

**The Trustees have special knowledge, experience or skills**

66. There is no evidence for this, in fact the reverse argument is more persuasive.

**A line needs to be drawn under the past to just get on with doing the best for the good of the railway.**

67. The Review Panel would whole heartily endorse this sentiment, but firstly it does not consider it possible or realistic in the current fractious and toxic environment and secondly this goes back to the continuity argument that it may not address the fundamental faults and flaws. The time for a sticking plaster it is suggested has long since passed.

**The Association can help as it has done in the past financially rescued the WSR Plc**

68. It would be tempting fate and naïve to suggest the WSR Plc will not face difficulties in the future or unforeseen crises. It is the Review Panel's opinion that heritage railways in general face an uncertain future given changes in social lifestyle, economics, legislation and regulation, and critically the demographics of their core supporters and audience. The larger and more successful heritage railways will undoubtedly continue but probably not all in their existing form. This is a challenge that the WSR Plc is aware of. It is outside the scope of this review to consider how effective their plans are - what is important is that this process is underway.
69. However, should the WSR Plc get into difficulty it is very hard to see how the Association in its current state, as it did in the past, could offer a helping hand. Even assuming all differences could be set aside in the event of a crisis, it is difficult to see what assistance the Association could provide beyond what limited cash it had in its bank account at the time.
70. The Association has limited management, railway operating or engineering skills, which it could contribute. It has little operating traction or rolling stock it could provide and in this respect the DEPG would be a much better position to assist with operational matters as it did during the rail grinding problems of 2008. Members could assist or contribute with manpower or finances, irrespective of the Association. The Association has little track record of external fund raising outside the Railway and its members. The conclusion is that the Association is not in a fit state to come to the emergency assistance of the WSR Plc if it was so needed and in any case assistance could be provided whoever the Trustees were at the time.

**The Association is the best organisation to hold the freehold**

71. In terms of the freehold of the railway and the future of the Association, the Review Panel acknowledges that the members voted for the existing Trustees to continue to pursue the matter. The Review Panel considers that the matter is a distraction to the future direction of the Association not least because of the clear indication from SCC that the freehold is no longer for sale. The Review Panel sees no merit in pursuing this strategy.

**They have upheld the dignity and respect of the Association upholding ethical and professional standards of governance**

72. This the Review Panel considers may not be correct, disputes having to be resolved in court, complaints made to the Charity Commission, allegations of serious misconduct, claims of ignoring the findings of the HRA, failure to follow procedures, breach of normal standards of

protocol, media statements that have had to be redacted, claims of poor communication, and inappropriate leadership style, failing to be open and transparent with the membership, the resignation of trustees on the grounds of not being allowed to fulfill their responsibilities. The list goes on and on, even if half had no substance the Review Panel considers that it is indicative of significant mismanagement and the Trustees may have failed fundamentally to look at their own actions from an outside perspective. There comes a point that not everyone else can be wrong and only the Trustees are right. The Trustees arguments would carry far more weight if they could at least prove that they exercised high standards of governance and it was only an issue of policy, if this had been the case the Review findings would have been very different. The Association would have scored high marks on the models of competency and would have supported its policy direction if reached after due process. As things stand there appears to be a very low level of competency and policy making is secret and appears simply reactionary to circumstances.

**The Association has delivered enormous benefit to the WSR Plc and the Railway in general**

73. The Trustees demonstrate this by quoting the fees paid to the WSR Plc for service charges for haulage of the QB, charges in connection with the stone traffic, contributions paid for service utilities at Bishop Lydeard, charges for member travel concessions. The Association provides coaching stock and has contributed to the creation and restoration of many historic infrastructure projects along the railway and well as offering grants to other groups. The Review Panel while accepting that the Association has contributed to the well-being of the railway and not wishing to decry the efforts of the Association, would underline that the service charges levied by the WSR Plc are for services provided, which it incurred substantial costs to provide and therefore the actual benefit is significantly reduced from the headline figures quoted. The Association has not provided any working steam locomotive for the railway for at least eight years, there are no current infrastructure projects, and the grants provided in the most recent accounts were a mere £1,250. Overall the level at which the Association supports the WSR family must be considered minimal at best and currently well eclipsed by the other fund raising activities of other groups such as the Friends of the West Somerset Railway and the Minehead Station second hand bookshop. The majority of the Association's activities are focused on generating sufficient funds to sustain the organisation's staff costs, assets and administration.

**There is a fundamental lack of understanding by the membership as to the strict rules as a charity the Association operates within and it is not possible to fund shortfalls in the WSR Plc revenue.**

74. The Review Panel confirms that a charity cannot simply subsidise a commercial company, though it must be noted that the Trustees have not published the guidance received at the time the Articles of Association were drawn up, to clarify any confusion. Perhaps of greater concern is that not all the Trustees appear to be fully familiar with the requirements of the Charity Act and Guidance published by the Charity Commission.

**They have been treated unfairly and subject to personal attack by a ‘wild unelected rabble’ when they are just ‘nice guys’ trying their best to enjoy their hobby.**

75. This may well have some element of truth but being a Trustee and Company Director carries legal duties and responsibilities which can’t be ignored by only choosing to do the easy, pleasurable bits. They may be seen as the fluffy bits and red tape but not to do so could be interpreted as demonstrating a serious lack of judgment and understanding of the responsibilities of the role.

**All the actions discussed relating to the Association discussed on the social media forum National Preservation are not true or wildly exaggerated and were in any event forced on the Trustees by the actions of those who are vindictive towards the Trustees.**

76. There is certainly evidence of exaggeration, misinformation and unpleasantness towards the Trustees on several social media sites, from people who have no connection to the Association and seem to have little better to do in life than to enjoy stirring discontent, speculate endlessly and postulate on things of which they clearly have little experience or knowledge. Equally many posts are from members genuinely concerned at the future and running of the Association who do have extensive knowledge and do contribute constructively to the debate. Unfortunately it is the nature of social media that all posts tend to have equal weight. What cannot be disputed is that there are real events taking place upon which people will naturally wish to comment. There is no requirement in the Articles for the Trustees to take any account, consult or engage with the membership. However in a modern setting to ignore its membership places the Trustees at risk of being the focus of frustration rather than setting the agenda for discussion.

**The Review Panels thinking has been flawed and taken over by the Reform Group and WSR Plc.**

77. There are representatives of both organisations on the Panel, but equally there is a representative of the Association. The Review's Chairman had little knowledge of the issues prior to taking up appointment and there is one other independent member of the Panel. The Review engaged with all interested parties to the best it could and all parties had the opportunity to make written submissions, there were follow-up discussions and correspondence with the WSR Plc, Trustees and the Reform Group. The model upon which the Association would be assessed was announced at an early stage in the process. No challenge was made to the methodology of the Review. It was stated that the Review's findings would be evidence based, where received it follows that if evidence was not provided the finding would then become judgment based from necessity if the Review was to be completed. The Review Panel cannot at this stage see any legitimate claim that the process was flawed or that any individual or group had undue influence on the findings.

**If the Review Panel had done a proper job they would have seen the Trustees were doing a good job.**

78. The Review Panel fully accepts that in the Trustee's own view they have been doing the very best job they were capable of doing in very difficult circumstances. The advantage the Review Panel has is that by inviting written submissions and discussing the issues with all the parties it can take a wider perspective and place the issues into a broader context. The Review Panel would urge and encourage the Trustees to see the situation from other points of view. Whilst it may reject these, there comes a point at which the Trustees should accept that the Review while finding sympathy for their predicament, could not find from the written submissions or other organisations any degree of support for maintaining the status quo and an overwhelming desire for matters to be once and for all resolved and allow the WSR family to move on.

**The Review has failed to address its terms of reference, strayed well outside its remit, is loosely worded and therefore unprofessional**

79. The Review Panel would submit that it carefully considered its terms of reference, and took these at face value applying no special meaning or interpretation, the focus of the Review has been solely on the Association and not on any other body. It is quite natural for what can be viewed as a secretive organisation to wish to avoid being placed under the spotlight. Had detailed submissions been made to the Review Panel then the discussion and findings would have reflected this, quoting such things as detailed financial figures, progress against project programmes thus producing what could be regarded as a more 'traditional report

style'. That has not for the reasons stated been possible in this Review and therefore the original methodology and report had to be adapted to suit the circumstances.

**The Trustees have already put in place the mechanism for change and this should be given sufficient time to come to fruition.**

80. A newly (24 November 2015) created group has been set up by the Trustees. The association says on its website: *"The Management Development Group that has been tasked by the Trustees to address the principle concerns of members and the WSR family. The Group has been tasked with preparing a new five year Development Plan, new Business Plan and new Fundraising Plan. Members will be fully consulted over the development of these detailed operational plans, the final versions of which will be presented at the Annual General Meeting next July. These plans will reflect, as appropriate, the findings of the Review Group, which has been examining options for the future direction of the Association. They will also take account of the published plans of the West Somerset Railway PLC. In addition the Management Development Group will undertake a full review of Association governance and financial management matters, and changes may be introduced through the year leading up to the Annual General Meeting. This is necessary to reflect the many developments in legislation and best practice and to make sure the Association is fully prepared to take on new possibilities in the twenty first century. Should it be seen necessary to review any aspects of the current Association Articles, then these proposals will be presented to the members at the Annual General Meeting"*.
81. The Review Panel welcomes and fully endorses the setting up of the group as a positive step. The Group is to be chaired by a newly co-opted Trustee. The Panel would again endorse this approach and the nominated members of the Group would have the confidence of the Panel in their level of understanding and knowledge to prepare sensible and workable plans.
82. The Review Panel would not wish to say anything to undermine the Management Development Group and wish it every chance of success in driving forward detailed operational plans for the Association. As the Review Panel has concluded the need for improved governance and management is urgently needed however it would argue more fundamental change is also required.
83. The remit of the Management Development Group most importantly is to place its proposals to the membership at the next AGM in July 2016. At its highest it can be seen as the fulfilment of the original member's resolution for the creation of this Review in so far as it the

review has been completed by 1 December 2015 and that *'The trustees shall then bring forward proposals to the WSRA membership to implement the review recommendations no later than the Annual General Meeting following the publication of the review report'*, the Management Development Group being the mechanism which could achieve this. The Trustees will then be in a position to announce to the membership that they are actively addressing the findings of the Review Panel, and will give justification for them to continue. It is equally possible that at the end of the process the Trustee will themselves be able to see a way forward and be happy to hand over the leadership to new Trustees at the next Association AGM.

84. The Review Panel's major concern is that in the interim, the clarity between the governance of the trustees and the management board is far from clear. As noted elsewhere the Review Panel has found there are high expectations of the members and WSR family that something needs to change and that the creation of the Management Development Group may not be seen as a sufficient indicator of change to immediately address the flaws and faults and whether this is possible or realistic in the current fractious and toxic environment is an open question. The Review Panel would also note that the work of the Group could continue equally well and certainly in a more conducive environment under the leadership of new Trustees.
85. For all the above reasons the position of the Trustees in the opinion of the Review Panel remains untenable.

## Options going forward

- 86. In very stark terms the Trustees have two choices, they can either accept that in the best interests of the West Somerset Railway as a whole they can voluntarily step aside assuming they are not forced by others to do so or they can hang onto their strongly held belief that they have the support, the right and authority to do so.
- 87. That is a decision entirely for the Trustees to make initially, which will later be ratified or not at the next meeting of the membership.
- 88. Therefore the Review panel has to chart the road map going forward for these two options.

**Option 1:** To change fundamentally the nature of Association from its current trajectory.

Or

**Option 2:** To make minor or no changes.

- 89. Implicit in option 1 would be the need to appoint new Trustees who can move to stabilise the organisation and address the weaknesses and inconsistencies, bring clarity and purpose to its strategy and structure. The Association would then be in a position to address the recommendations below and in the section – Fresh Start.
- 90. Under option 2 it would be very easy for the Review Panel to recommend measures to improve the performance of the operation of the Association. However, the Review Panel is of the opinion, that without fundamental change, this would be a fairly pointless exercise and would ignore and be a distraction to the pressures currently faced by the Association.
- 91. Should the Trustees decide to continue they could do so in one of two ways.
  - a. They can completely ignore the external world and attempt to proceed as if nothing has or is likely to happen.

- b. They can meet the pressures head on, to fight their corner and rebuff any attack against them and go on a counter offensive.

- 92. In reality it matters little which of these two options are followed. The reason is that from the written submissions many active volunteers now see the Association as irrelevant, inept and has become a toxic brand beyond any redemption. The consequences are that the Association will become increasingly marginalised, isolated and excluded from the Railway regardless of what the Trustees do. The consequence will be that the Association will become ever more irrelevant and lose any status or influence it has. To all intent and purposes, it will cease to have any connection to the WSR. Other organisations within the railway community will inevitably marginalise the Association as being of little value. The Trustees can simply accept this and create for themselves a new role outside the WSR or they can try to fight it.
- 93. It is difficult to see how or with what the Trustees could conduct such a fight-back. Effectively the WSR Plc holds all the aces. The Association has limited hold over the WSR Plc, even considering its approximately 10% shareholding. There is nothing that the Association could withdraw which would prevent the railway continuing to operate as normal. The Association does own items of operational passenger rolling stock, museum artefacts and two unrestored locomotives. It would be regrettable if those items were to be removed from the WSR however the day-to-day operation would be mostly unaffected.
- 94. If any of the commercial ventures were unilaterally withdrawn by the WSR Plc it could perhaps be possible to fight this by turning to the courts but firstly the WSR Plc is likely to be extremely careful and sensitive seeking advice before it does anything. Given that the agreements are either for a fixed term or are on a mutual understanding, the Association would at best achieve extensions but ultimately they would be terminated or subject to commercial rates. Any court or tribunal would probably eventually see they would become unworkable.
- 95. The Association could resort to a PR campaign to win hearts and minds and show it to be a victim of injustice and unfairness. Given the track record of the Association in communication, a total change of approach would be required. While this is possible, it is the Review Panel's opinion that the Association is unlikely to convert and change the opinion of those who could best influence the situation.

96. Indeed the largest risk is that any further negative publicity would only damage the overall Railway's image as being a hotbed of discontent and negativity, and thus the Association would be inflicting further injury to the Railway they profess to love.
97. The Association holds around 10% of the shares of the WSR Plc but other than the ability to call General meetings it is difficult to see how this could be used as a level to influence. The shares are non-tradable and therefore have little marketable value.
98. The critical issue will however be simply does the Association have enough cash coming in to keep itself going. The Review Panel has not as yet been given sufficient access to the Association's management accounts to make any determination (despite requesting access). There has been much comment within the submissions about the lack of financial transparency and speculation as to the ongoing viability. The Review Panel can make no forecast as to what the future cash demands will be. Much will depend on how the Trustees decide to maintain existing activities and spending.
99. What the Review Panel can fairly state is that on previous levels of spending without major new fund raising activities or further significant legacies being left to the charity then the activities of the Association will come under severe financial pressure, which will demand very careful management and control. The Review Panel is uncertain as to the day-to-day financial control and management of WSRA Promotions Ltd and the Association. Costs associated with locomotive 4561 are reported to be out of control, Coach 4419 is reported to be double the cost originally quoted by contractors to do the work required. Provision to return the stone-recycling site to agricultural condition has not been declared. Even more important there appears to be a significant weakness in financial management expertise within the Trustees, there is for example no appointed Treasurer.
100. Although it is acknowledged that the Trustees are placing priority on the creation of new fundraising activities these are not in place and will be at the least challenging for an organisation, which from an outside perspective is in crisis and likely to be increasing marginalised and detached from the main WSR family.
101. For all these reasons the Review Panel submits that while the Trustees could without any regulatory involvement continue in the short and even medium term, however, it does not consider the Association could or would be sustainable over the longer term. And while the existing Trustees could stick together in a smaller organisation existing outside the WSR

family it is not likely that is what the membership would want or how its charitable objects could be fulfilled.

102. The prognosis is an organisation that will simply wither and die, it is only a question of when and how the final blow comes.
103. The Review Panel is very mindful that history is littered with examples of what appeared to be inevitable, suddenly was not the case and fortunes changed, the tables turned and what was not predicted happens. In these cases hindsight shows that clues were there they just weren't spotted or correctly interpreted at the time and that seeming small changes produce disproportional large effects.
104. The question therefore has the Review Panel missed something either obvious or small that will change the future dynamics?
105. Being aware of this, the Panel has looked but not found anything that changes its opinion. Looking at the possibilities of unexpected events:
  - a. The financial position of the Association may not be as robust as first thought; this may or may not be terminal but would only have a further damaging and debilitating effect on the viability of the Association. There have been during the Review Period many such rumours but they have so far no substance to them although equally the Review Panel was not able to dissect the Association finances in anything like the detail it would have wished.
  - b. The Charity Commission intervenes as the result of some irregularity, again this could only heap further damage to the Association, which it may or may not survive as noted above this is now a strong possibility.
  - c. Irregularities discovered by other bodies such as the Insolvency Agency, HMRI or Companies House, this would result in potentially a financial penalty but would be survivable.
  - d. Internal irregularities would again prove damaging and need very careful management to overcome but would probably be survivable.

- e. Several of the Trustees resign for whatever reason, this would provide the opportunity for new Trustees to be appointed or co-opted allowing a new direction to be set. So far four Trustees have resigned since the July 2015 AGM.
- f. The WSR Plc hits an unforeseen crisis as discussed above, it is difficult to see what role the Association could currently adopt or would have the leadership to provide a rescue.
- g. A 'smoking gun' document was discovered to show either the Association or WSR Plc in a poor light. This would depend on what was discovered but nothing has so far been revealed particularly in respect of the freehold bid of 2013.
- h. Some other scandal was revealed, given the events to date, the characters involved again this would just add further colour and gossip but unlikely to change anything fundamentally.
- i. Under the unlikely imaginary scenario of Somerset County Council placing the freehold on the open market places in the short term to be decided on the highest bid. The decision as to who owns the railway would then become a lottery as to who has the deepest pockets or best bidding strategy and third parties could also bid. The ORR would have something to say and if the WSR Plc did not win and there was no co-operation or agreement between the Association and WSR Plc it has been claimed that there is also a risk that train services would need to be suspended while a new Transport and Works Order was put in place with associated public inquiry and it is certainly possible that services may then not recommence or be in a very different format. Whether Somerset County Council would run this risk is into the realm of speculation.
- j. The Association receives a massive seven-figure legacy, which stipulates that it is to be spent on projects developing the operational WSR. Whether this would be enough to bring the parties together is difficult to say, it would certainly focus minds, though it could still be managed through the intermediary or PDG.
- k. There is a spontaneous change of heart by the WSR Plc, the Association Trustees and Reform Group whereby they collectively agreed to a new beginning. This is the only possible scenario that would at one stroke start a process of reconciliation though the future roles of both the Trustees and Reform Group would still have to be

worked through and it could be a case of the devil being in the detail. It is felt that only a complete change of personalities could make this happen.

- I. The weight of opinion on social media swings in favour of the Trustees as a natural ebb and flow of the tide. This is entirely possible, opinion can be fickle and as such these phenomena are difficult to predict, the Trustees however would need to engage and have some strategy in place to begin the process for 'winning the argument'.

106. To return to the 'how and when' of an Association becoming increasingly isolated from the railway community this will depend on many variables but this is one view of the potential road map.
107. It is unlikely that social media comments will cease, and the manner and timing in which the Association does or does not publish the Review to the membership is likely to be commented upon.
108. The Trustees have proved very adept at ignoring such distant noise. The best strategy for the Trustees may be to continue to ignore the chatter, they can work on the principle that they have won the day at each of the attempts to dislodge them and eventually people will just get bored with the whole dispute and leave.
109. Ironically as implied at the 2015 AGM by the Chairman the members had little or no financial value to the Association. This rather improbable situation has come about through high costs of providing the Association Journal and the travel benefits should members choose to exercise them, though this will change next year. Therefore members leaving, particularly if they disagree with the Association, could be welcome news. The Association can immediately, or over time, seek to terminate further members it considers disruptive. Given that the distant members who provide much of the support to the existing Trustees appear to be impervious to the persuasion of the Reform Group, this is possibly due to distant members not being active on the Railway and relying on the Journal for their information as to what is going on, then they can be relied upon to maintain the status quo.
110. To support this the Journal, which is in the sole control of a few Trustees, can continue with the narrative that paints an optimistic and selective version of events.

111. Apart from an external body such as the Charity Commission, any meaningful and substantive actions against the Trustees should democratically come from the members. The only other body with influence but no outright power is the WSR Plc which has so far trod carefully and views the issue as a dispute between elements of the membership and the Trustees although has publicly expressed concerns at the Association's governance.
112. Rather than risk any direct confrontation and the unintended consequences of costly and damaging legal actions their best strategy may be to gently and progressively squeeze the commercial activities of the Association as well as some carefully timed statements of its failings and that the Association is no longer welcome within the WSR family or has any role in the Railway's future development.
113. Thus partly fulfilling the Association's narrative of the 'bully boy' tactics of the WSR Plc. It will then only be a question of who wins the public relation battle, which has already been well played out. There are few close to the Railway who are likely to be influenced one way or another at this late stage.
114. It is therefore entirely possible for the Association to continue for some time. It would need some deft judgments and management to downsize its operation but this is entirely possible. Timing and managing cash would be the main criteria. It is therefore possible to imagine a very much smaller Association holding or disposing of its assets as necessary either to raise cash or if there is no longer any benefit in maintaining them. Alternatively they could be loaned, hired or like locomotive No 7821, simply put on display.
115. Once the current commercial activities have ceased the Association would have no connection or presence on the railway as well as losing one of its main sources of revenue.
116. The Trustees have so far shown little appetite to develop new fundraising activities, which would have in any case little point only to continue to maintain the Association's own assets. Without the need to pay for membership benefits such as travel on the WSR membership fees could be sufficient to maintain a basic administration, and a slimmed down Journal.
117. The Association may struggle to attract any new blood as members or as Trustees as it would have little or nothing to offer and could over time become moribund.

118. This then is this stark choice facing the Trustees, step down now and let others try to save the Association or continue on its current trajectory and face a bleak, possibly long drawn out and slow death.
119. The Trustees may argue that there is a third way which sees everyone finally understanding and appreciating that they only have the best interests of the railway at heart and they can play a leading and key part in its future development and success.
120. This is laudable but without a firm plan as to how to make this happen it is no more than a hope and hope cannot be an objective or strategy.
121. Change can be initiated either by the current or by the membership electing Trustees with a mandate to change this has the advantage that any changes are through the democratic process and are open and transparent. There have been two previous EGMs that failed to dislodge the Trustees so the question that the members need to address is what is now different? Many of the events over the last few months will only have hardened and reinforced existing attitudes. As set out above, the status quo is no longer tenable or sustainable. The longer the dispute continues the more damage is done to the Railway as a whole. Therefore organisations within the Railway community that have so far stood aside and viewed it as only an internal matter between the Trustees and members will for their own survival and interest be increasingly forced to come off the fence and publicly declare their views. It will be important over the coming months for views to be collected and articulated so that the membership is in the best possible position to endorse a future direction for the Association.

# Review Recommendations

122. The key recommendation as discussed above at paragraph 53 is:

**All Trustees announce that they will cease office immediately to be replaced by new Trustees or an administrator with due process. The new Trustees would be given the responsibility of rebuilding the Association into a fit and proper organisation with a role and purpose for the benefit of the West Somerset Railway family and the wider public, in full consultation with the membership.**

123. Should the Trustees accept this key recommendation to step down then any new group of Trustees would face a number of immediate tasks. To assist the new Trustees the Review makes a number of recommendations for on-going issues affecting the Association. The Review Panel would wish to stress that these recommendations are made tentatively as in many cases it has not had access to the level of information to form robust recommendations. There are also within the WSR family many varied approaches and alternative solutions to the current issues. Therefore these recommendations must be seen as made in good faith and taken as work in progress. The subsequent section then deals with making a fresh start.
124. The Review finds conflicting evidence as to the core or original purpose of the Association, there is sufficient anecdotal evidence that the Association exists to support the continued running of a heritage railway between Minehead and Taunton. The nature of that support is open to wide interpretation, and has led to much confusion and discussion through the membership and the WSR family. There is need to restore confidence as to the reasons why members want to be part of and contribute to the Association.
125. The Review recommends that the nature of that support be clarified, documented, consulted upon and agreed by the membership. The Review recommends that the principle purpose of the Association should be to fund educational, historical and capital projects (including the purchase of rolling stock) of a heritage benefit on and for the WSR family as a whole as set out in the strategic plans of the PDG. The Association's funding should be raised from its members and from activities generally considered outside the operational boundaries of the WSR.

126. It should be noted that criteria “outside the operational boundaries” may appear somewhat arbitrary and may be disputed but it is very important that there is future clarity and there has to be a new starting point. Without a fundamental rethink of how and where the commercial entities of the WSR Plc and WRSRA Promotions Ltd operate and compete is an open invitation for dispute and inefficiency.
127. The Review finds that the Association’s current fundraising activities including the QB, restorations, stone traffic and Bishop Lydeard bookshop mainly undertaken through its subsidiary company WRSRA Promotions Ltd causes and leads to confusion and unnecessary competition with activities by the WSR Plc.
128. While the Review recognises the efforts made by the Association in developing these activities and their importance to the organisational funding of the Association it considers that the overall Railway would be financially better off if these activities were wholly or partly under the control and ownership of the WSR Plc. The Steam Rally to remain the responsibility of the Association and more such activities encouraged and developed.
129. The Review in making this finding is aware and understands the important ramifications of this recommendation. Firstly the WSR Plc would need to agree on the transfer of assets, resources and operation. A suitable independent valuation would need to be agreed which could be funded through the issue of shares by the WSR Plc to the Association and the Association would need to find alternative funding to run and sustain the organisation. However, given this reduction in its current activities the level of funding would be equally reduced and funding raised through its members.
130. It may well be that once this matter can be properly negotiated by willing parties, the criteria that will be used will be; ‘what is in the best overall interest of the WSR’. So for example a reconfigured WRSRA Promotions Ltd, if that was in the Railway’s best interest might be in a better position to take over the running of some current commercial operations of the WSR Plc. Negotiating the transfer of any commercial operation is complex and involves many practical considerations not least valuation and employment safeguards. Hence it can only be realistically conducted by willing parties.
131. The Review finds that the current relationship between the Trustees and the membership generally is poor with a lack of trust and respect on both sides. Further the Review finds that the current governance – policies and procedures and the day-to-day management is very weak. The Review recommends that wholesale change is required throughout the

organisation. The Review recommends that the new Trustees implement best practice management policies and procedures throughout the organisation. Generally this is not seen as difficult and can be achieved by one or two key individuals; harder to change will be the ingrained culture this is why a complete and fundamental root and branch change is so necessary.

132. It is recommended that the new Trustees appoint a Treasurer and Company Secretary and if not available from the then current Trustees, they should further co-opt persons with the necessary proven skills and experience.
133. There should be specific Trustees responsible for education and research, membership, fund raising, curator of the assets and archives, external liaison, communication and PR, liaison with other WSR railway groups and management of Association funded projects. The Company Secretary shall be responsible for standards of governance.
134. The Review envisages that there will be the appointments of two paid full time positions, a membership officer that includes updating of the website and a fund raising manager. It is understood that there is already a salaried Administrative role tasked with taking care of the general internal administration. This recommendation being subject to available funding.
135. In respect of the Association's quarterly publication of the Journal the Review recognises the quality of what has been an award winning magazine however the Review finds from the written submissions that some members have lost confidence in its editorial and ability to cover news and represent membership interests. The Review recommends that the Journal is no longer published in hard copy and instead changes to an on-line publication which is news and membership focused to be managed by the new Membership Officer.
136. The existing Trustees have recognised communication as an area of weakness; the Review would endorse this and recommends a far more transparent and open policy of communication. Communications to be a specific responsibility of a nominated Trustee. The Association should conduct the majority of its communications on-line by a much improved and interactive website including the quarterly Journal as indicated above. However good online communication is, there is never a substitute for face-to-face meetings and a visible presence on the Railway and at events. There will be a nominated Trustee for communication with other WSR organisations, a nominated Trustee for membership in addition to the full time Membership Officer.

137. With regard to apprentices and engineering, the Review endorses the efforts made to train and find employment for apprentices and this should continue. As it is recommended that the current restoration activities be transferred to the WSR Plc as part of a more unified management approach of engineering activities on the Railway, the Association should continue to support apprentices by means of bursary or sponsorship.
138. In respect of the Railway freehold, again the Review recognises the democratic process whereby the existing Trustees have been mandated in July 2015 to progress this. Ironically such a mandate refers only to existing Trustees and therefore would not mandate new Trustees. The issue has been one of the most divisive and controversial to affect the Railway in recent years giving rise to much rumour and myth. There is insufficient and incomplete documentation to establish the full story and motives and the Review makes no findings in this respect though in hindsight all parties poorly managed the process with a lack of clarity, transparency and leadership. Any future activity with respect to purchasing the freehold must be dealt with via the PDG.
139. The Reviews recommendations for the assets of the Association, including locomotives No 4561, No 7821, Mark 1 coaches and QB, are that these remain for the foreseeable future in the ownership of the Association. In respect of 4561 work is progressing, this should be completed when funds are available and offered on a first refusal basis to the WSR Plc at an agreed rate or adopt the hire model successfully used by the Somerset and Dorset Railway Trust, a charity, for locomotive No 53808. If the WSR Plc does not require the locomotive No 4561 it should be offered to other railways. The Manor (No 7821) is fulfilling the charitable aims of the Association being a preserved loco being housed in an educational environment, unless a business case can be made to restore it for operation use, it should remain in its current status. The Mark 1 stock should be offered to the WSR Plc on a similar basis to the rolling stock owned by the WSRA Home Counties Group which has worked satisfactorily for many years or if not required to made available to other operators. It is recommended that the QB operation if wanted by the WSR Plc be transferred to the them, to avoid complications of ownership transfer the Association being a charity, ownership to remain with the Association with the stock offered on a similar basis as above, and if the QB operation is not required then again the coaching set to be offered to other railways on a for hire or to other charities on a sale basis.
140. It is recommended that the new Trustee responsible as Curator of Assets and Archives draws up a collection and conservation policy.

141. The Review makes no recommendations in terms of the Gauge Museum and this should continue to be in the well managed custody of the Association supported by the Steam Trust and the new Trustee responsible as Curator of Assets and Archives as part of the collection and conservation policy should produce an education and interpretation plan with a view to also placing the archives online.
142. In respect of Membership terminations and Trustee suspensions. While the Trustees claim they have had valid reasons for termination of membership the Review finds that the procedure may have been flawed though inept may be a better description, it is recommended that the memberships are restored and if the new Trustees feel it appropriate then the process could recommence if there was any compelling evidence.
143. The Review finds that there may have been no basis on which a Trustee could be suspended and that the Trustees appear not to have followed any recognised procedure and therefore may have acted beyond their authority.
144. In conclusion the above recommendations affect almost every aspect of the Association and the importance of the Association having a continued role within the WSR community cannot be underestimated as well as the challenges of managing the process of change. It is hoped that these recommendations as they stand, or in modified form would start to put the Association 'back on track' though this is only half the story, as the recommendations only address putting right what has for various reasons been allowed to drift. The second part of the story is how the Association rebuilds itself into something members are proud of, contribute to and new members join. This is further addressed in the next section - A Fresh Start.

# A Fresh Start

145. As described above the Association has the Review considers currently lost its way, surrounded by disputes and negativity, unless the organisation is turned 180 degrees it is likely to face more storms and jagged rocks ahead until there is only the prospect of a final wreck.
146. However, a different outcome is possible but it will not be easy and require considerable commitment and imagination from a new board of Trustees to chart a better future.
147. If there is a single lesson to be learnt from the past 40 years is that this must not be allowed to continue or happen again. As shown, the problems experienced on the WSR since its reopening have often transcended personalities and while good people can overcome and work around a poor structure, less able people often fall victim to it, and also those who have their own agenda are able to exploit a poor structure for their own ends.
148. Fundamental to going forward will be to define a new role and boundaries in which the Association can actively contribute to sustaining the WSR.
149. The Review Panel sets out below an outline of what the future road map could look like.
150. The first and critical task is to create stability and space within the organisation, so there can be time to reflect and start to plan a better future. This will not be easy, there will be high expectations that any new board of Trustees will be able to 'sort things out' and quickly get the organisation back on its feet. This is unrealistic, the new Trustees will need to take time to fully understand where the risks are and for want of better words 'which cupboards have the skeletons in'.
151. The Association will still have to function on a day-to-day basis. Therefore there will need to be some elements of fire-fighting. There are many practical and administrative issues that will need to be addressed covering all the current areas of operations. A separate action plan will need to be drawn up for each one. It will not be practical to consult members on every decision but the new Trustees must recognise that poor communication and lack of transparency were the two of the biggest failures of the past. Therefore, although the need

and pressure for action will be great, there is equal need that time must be given to involve and engage with members.

152. While it will take a great deal of managing this should be viewed as a considerable positive, there are around 6,000 members with probably an amazing variety of skills, talent and experience including business professions. This should be actively tapped into and unashamedly exploited.
153. This will be a real test of the membership and WSR family to rally round and support the new Trustees as they try to rebuild the Association.

## Key Recommendation for a Fresh Start

154. Assuming the Association can stabilise itself and put in place rules of good governance and is financial sound on a day-to-day basis. The second critical task will be to determine its future strategy. The only starting point can be the Charitable Objects, which is education of the public broadly in connection with the preservation of West Country railway heritage.
155. The key to a successful strategy will be a role different from any of the existing groups forming the WSR family. A key part of the problem of the past has been overlapping roles and squabbles over competing interests.
156. The two simple questions to be answered by the Trustees are:
  - a. What does the WSR need most which is not being provided elsewhere?
  - b. What can the Association do best to most help secure the future success of the whole railway?
157. The Review Panel would suggest the following areas:
158. In the short term maximising the ability of the organisation to raise funds from sources outside the immediate railway for specific capital projects that have been endorsed by the

PDG and ensuring that these projects have an education component be it through interpretation, experience or training.

159. The reason is that any heritage railway requires funds beyond that which it can generate through tickets for travel. Having specific railway wide projects with targets will galvanise and focus action, and demonstrate that the Association is no longer looking in upon itself and has the wider railway community at its heart.
160. The Association should not shy away from taking on big headline projects. These have the power to rekindle lost interest and re-energise volunteers who in the past achieved amazing things never thought possible, the continued running of steam on a railway seen to be surplus to requirements and closed by British Railways is testament to this spirit of endeavour.
161. In the long term the Association could focus on being the catalyst for creating and inspiring a generational switch for the WSR. It is a fact of life that as time moves forward both the technology and the people are getting older. If there is to be sustainable success, that means attracting a new generation that are now only of school age to visit and volunteer on the WSR. It is a generation that has no recollection or understanding of the rural steam railway, only from a few distant memories of elderly grandparents.
162. That the WSR can provide a step into a living, breathing heritage community where young people can experience the sheer joy of just travelling by steam train through beautiful countryside, can find and understand their own roots, history and identity, can if they volunteer learn and develop new skills both for life and career, have great camaraderie with new friends spanning generations. But this will not happen by accident or chance. The reason being there are too many other competing attractions and distractions. If the WSR is to inspire and earn its place in the heart of a new generation as it has with its current members and visitors it must be won over, there is no reason why a charity with education at its heart cannot lead this.
163. The key measure of the future success of the Association will be its ability to attract a wide balance of new members particular the young.
164. Therefore in parallel with the setting up of a new board of Trustees the Association should create a Youth Board given real responsibility and tasks. Their purpose will also be to

advise, to challenge and produce fresh bold ideas. This can provide a very good fit to its aim to educate in the deepest and broadest sense.

165. The future may be very different but in the way that a past generation persevered the Taunton to Minehead line and allowed the current generation to still, hear, see and feel the excitement of steam and diesel on a rural railway, it is time for a new generation to take this forward and hand on a living legacy to future generations.
166. The final words may be that without the problems of the recent past, the Association could have found itself sleep walking into oblivion, now it has been given the opportunity to renew and reinvigorate afresh itself with a new direction. The decision on which way forward will be jointly in the hands of both its new Trustees and its membership.

Chris Austin  
Nell Barrington  
Robin Coombes  
Andrew Forster  
Brian Fraser  
Ryan Pope  
Martyn Snell  
Simon Stretton

1 December 2015

### **Notes of Abstentions and Conflict of Interests**

The following members of the panel have abstained from certain paragraphs of the report due to potential conflicts of interests from the positions they hold within their respective organisations.

Andrew Forster paragraph 127,128,129,137,139

Ryan Pope 137

Simon Stretton 126,127,128,129,130,137,139

## Appendix 1 Glossary

4160	A Great Western Railway 2-6-2T 5101 Class large prairie tank steam locomotive, owned by 4160 Ltd, operational on the West Somerset Railway since 2007 with its boiler ticket set to expire in January 2016.
4160 Ltd	The short form of Four One Six O Limited owner of locomotive No 4160 Company No 01563895 Registered office 2 Warden Road, Minehead, Somerset, TA24 5DS.
4561	A Great Western Railway 2-6-2T 4500 Class small prairie tank steam locomotive, owned by WSRA undergoing restoration and has been out of service since 1998.
50-50 Club	The 50-50 Club is run by the WSRA to help raise funds towards its heritage and educational work. Members have the chance to win a cash prize each month.
6412	A Great Western Railway 0-6-0T 6400 Class pannier tank steam locomotive, owned by the WSRA between 1976 and 2008 and then sold to the South Devon Railway. The locomotive hauled the WSRA inaugural train and was the star of the TV series Flockton Flyer.
7821	A Great Western Railway 7800 Class or Manor Class 4-6-0 steam locomotive No 7821 Ditchat Manor was built by British Railways in 1950 it is owned by the WSRA and on static display at STEAM Museum Swindon.
53808	A Somerset and Dorset Joint Railway (S&DJR) 7F 2-8-0 class of steam locomotive designed for hauling heavy coal and goods trains has regularly operated on the WSR since being preserved. Currently undergoing overhaul.
AGM	Annual General Meeting. The most recent AGM of the Association took place on 25 July 2015.
Area Groups	Support groups to the WSRA located in the London / Home Counties and Taunton.
Articles	Short form of Articles of Association (see below)
Articles of Association	The written rules of a company. In the case of the West Somerset Railway Association the Articles are to be found at: <a href="http://www.wsra.org.uk/wp-content/uploads/2014/11/association_articles_v3_sk_jul_14.pdf">http://www.wsra.org.uk/wp-content/uploads/2014/11/association_articles_v3_sk_jul_14.pdf</a>
Association	Shorten form of WSRA - The West Somerset Railway Association (see also below).
Book Shop and Café	The bookshop and Whistle-Stop Café at Bishop Lydeard Station operated by WSRA Promotions Ltd.
Charity Act	The Charity Act 2011 a UK Act of Parliament. It consolidated the bulk of the Charities Act 2006, outstanding provisions of the Charities Act 1993, and various other enactments. can be found at: <a href="http://www.legislation.gov.uk/ukpga/2011/25/contents/enacted">http://www.legislation.gov.uk/ukpga/2011/25/contents/enacted</a>
Charity Commission	The Charity Commission for England and Wales is the non-ministerial government department that regulates registered charities in England and Wales. The Charity Commission answers directly to the UK Parliament. See: <a href="https://www.gov.uk/government/organisations/charity-commission">https://www.gov.uk/government/organisations/charity-commission</a>
Charity Commissioners Guidance	Guidance published by the Charity Commission see in particular. The essential trustee: what you need to know, what you need to do to be found at: <a href="https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/451020/CC3.pdf">https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/451020/CC3.pdf</a>
Companies Act	The Companies Act 2006 (c 46) is an Act of the Parliament of the United Kingdom which forms the primary source of UK company law. The Act may be found here: <a href="http://www.legislation.gov.uk/ukpga/2006/46/contents">http://www.legislation.gov.uk/ukpga/2006/46/contents</a>
Company Secretary	A Company Secretary is an officer of the Company. Company secretaries in all sectors have high level responsibilities including governance

structures and mechanisms, corporate conduct within an organisation's regulatory environment, board, shareholder and trustee meetings, compliance with legal, regulatory and listing requirements, the training and induction of non-executives and trustees, contact with regulatory and external bodies, reports and circulars to shareholders/trustees, management of employee benefits such as pensions and employee share schemes, insurance administration and organisation, the negotiation of contracts, risk management, property administration and organisation and the interpretation of financial accounts. Company secretaries are the primary source of advice on the conduct of business and this can span everything from legal advice on conflicts of interest, through accounting advice on financial reports, to the development of strategy and corporate planning.

DEPG	Diesel & Electric Preservation Group based at Williton. The Diesel and Electric Preservation Group was formed with the aim of preserving diesel hydraulic locomotives and to educate the public about the history of diesel loco development in the West Country. See for further information <a href="http://www.depg.org">www.depg.org</a>
EGM 1	An (Extraordinary) General Meeting EGM 1 refers to a meeting of the WSRA called by the WSRA Reform Group which took place on Sunday 10 May 2015 at Bishops Lydeard Village Hall.
EGM 2	This refers to a second (Extraordinary) General Meeting which took place concurrently with the AGM of the Association on 25 July 2015 at Bishops Lydeard Village Hall.
Freehold	The West Somerset Railway line was closed by British Rail in January 1971. In 1973 after continued negotiations, British Rail came to an agreement with WSR Plc and SCC to sell the freehold and the assets to SCC in 1973/4. The statutory powers and obligations relating to the WSR were transferred from British Rail to Somerset County Council in the form of a Light Railway Order. The West Somerset Railway was leased by SCC to the West Somerset Railway PLC in 1975 for a period of 20 years, and in 1975 the Council affected a Light Railway Order transfer delegating the powers and obligations (relating only to the railway) to WSR PLC. SCC agreed on 7 February 2014 for officers to explore the disposal of the freehold, subject to addressing the Council's criteria, necessary consents and approvals of the Secretary of State, of the land and buildings and the obligations under the Orders at West Somerset Railway. The criteria included that bids should be for the freehold, that the Council could be confident that there would not be any objections raised to any changes in the associated Orders, bidders would provide an undertaking to pay all the Council's costs in the event of an inquiry, that the PLC should remain as operator, that bid proposals should be collaborative, that the bidder has the financial backing to fulfil its obligations, that the operation of the railway would not be disrupted and that the bidding organisations' objectives are to support the railway. SCC Officers met jointly with the interested parties, namely the Association and the PLC to a) explore how proposals were to be submitted to the Council confirming that the risks and issues identified in the 7 February report would need to be addressed within a submission and b) confirm that a joint bid would be welcomed to combine the strengths of both parties for the long term interest of the railway. Submissions were received separately from the Association and the PLC on 12 May 2014. Officers' analysis of the both bids found that neither fully met the criteria set by the Council to be able to release the freehold. In order to protect the future of the railway key considerations included that there would be a professional and collaborative working relationship between the Association and the Plc, offers were to be for the freehold, that the Council were reassured that no objections would be raised to a sale and/or subsequent amendment to railway Orders and there was an undertaking from the bidder to pay the Council's costs in respect of any inquiry. On 14 May 2014 SCC agreed that the County Council should

continue to hold the freehold to the land and buildings used for the West Somerset Railway.

(Source)<http://www1.somerset.gov.uk/council/portfolio%2017/2014%20decisions/Retention%20of%20Council's%20freehold%20interest%20in%20land%20used%20for%20West%20Somerset%20Railway.pdf>.

At the WSRA 2015 AGM the following motion was passed: The Members give the existing Trustees their full support and mandate to approach and cooperate with both the WSR Plc and Somerset County Council in an attempt to purchase the freehold of the Railway on behalf of the Charity and its members. This will ensure that ownership of the Railway never falls into private hands. Of paramount importance, purchase of the freehold by the Charity will enable the Plc to obtain an extension of their operating lease to 150 years, something they have been striving to obtain for many years. Furthermore it will enable the Plc to implement their 10-year corporate plan safe in the knowledge that they effectively have a perpetual operating lease.

FoWSR

The aim of Friends of West Somerset Railway (FoWSR) is to support all aspects of the WSR Plc. Membership is open to anyone wishing to actively support the WSR. The objective of FoWSR will include, but is not specifically limited to: Raising funds for tasks supported by the WSR plc. Assisting with advertising and marketing of the WSR plc. Working on any committees with the WSR plc when invited. Generally assisting in all WSR Plc efforts to improve the viability of the Railway. Producing a FoWSR news sheet (The Minehead Flyer) on a regular basis via the latest computer medium. Any other specific requirements of the WSR Plc or its affiliated groups as identified from time to time.

Gauge Museum

A museum of railway artifacts owned by the WSRA or on loan and located on platform 1 at Bishops Lydeard Station.

Gift Aid

A scheme enabling registered charities to reclaim tax on a donation made by a UK taxpayer, effectively increasing the amount of the donation.

GWR

HRA

Great Western Railway.

The Heritage Railway Association which represents the majority of heritage and tourist railways, tramways and railway preservation groups within both the U.K and Ireland. - See more at: <http://www.heritagerailways.com>

Intermediary Group

An informal group set up to act as go-betweens in dealing with commercial matters between the WSR Plc and Association.

Journal

The Journal is The Association's quarterly magazine which is sent free to Association members, and is also available for purchase. The magazine is published four times a year, and has developed over the years into a high quality publication - containing feature articles, news items.

Mk1

British Railways Mark 1 was the family designation for the first standardised designs of railway carriages built by British Railways. The Mark 1 was intended to be the standard carriage design for use across all lines, incorporating the best features of each of the former companies' designs.

National Preservation

National Preservation is the trading name for Nat Pres Ltd, a British-based online company that specialises in discussion among railway enthusiasts. The on-line forum has hosted a number of discussions surrounding the events and activities of the WSRA which now numbers several hundred pages. See: <https://www.national-preservation.co>

PDG

Partnership Development Group. Its terms of reference being 'To act as a discussion forum and information exchange to disseminate and share information on developments affecting the WSR partners and organisations across the WSR. To enable each participant to influence and inform the plans and projects of the other stakeholders and to be a platform for dissemination and sharing of knowledge and expertise, ensuring that such developments are mutually compatible'. The minutes of the first meeting can be found at:

	<a href="http://westsomerstrainway.vticket.co.uk/shopimages/articles/extra/PDG%20-%20Minutes%20301114%20_2_.pdf">http://westsomerstrainway.vticket.co.uk/shopimages/articles/extra/PDG%20-%20Minutes%20301114%20_2_.pdf</a>
ORR	The Office of Rail and Road is the independent economic and safety regulator for Britain's railways, and monitor of performance and efficiency for England's Strategic Network. See: <a href="http://www.org.gov.uk">www.org.gov.uk</a>
QB (Quantock Belle)	The QB a Dining Train owned by the WSRA and operated by WSRA Promotions Ltd composed of Mk1 coaches and provides passengers with an at the table dining service in First Class seating. The QB is also available for private charters along with the Hawksworth Saloon. The train is hauled by locomotives provided by WSR Plc for which it pays haulage charges.
Reform Group	An informal group of Association members who's mission includes: To return the West Somerset Railway Association to its core purpose of supporting the West Somerset Railway. This does not necessarily mean supporting West Somerset Railway Plc although it needs to be acknowledged that the Plc is the body charged with operating the Railway. It does, however, mean that activities that duplicate or compete with those of the plc should cease. To convince the Trustees that the law (particularly that contained in the Companies Act and the Charities Act), the Association's Articles of Association and the wishes of the membership are to be complied with. See more at <a href="http://www.wsra-action.org">www.wsra-action.org</a>
Restorations	West Somerset Restoration is managed and funded by the West Somerset Railway Association and is based in the Swindon Shed, which is a Grade II Listed building at Williton Station on the WSR. The Swindon Shed was originally situated on the site of the Swindon Railway Works before it was moved to Williton in 1991. West Somerset Restoration's primary objective is to support and maintain the WSRA locomotives. The workshop provides a heavy engineering facility complementing those facilities of the WSR at Minehead and maximises our engineering potential. This allows for the development of an education and heritage centre of excellence. See: <a href="http://www.wsrestoration.co.uk/index.php">www.wsrestoration.co.uk/index.php</a>
Review Panel	The members of the independent review of the WSRA set up following a member resolution on 10 May 2015.
SCC	Somerset County Council is an elected local government authority responsible for the most significant local government services in most of the county. See: <a href="http://www.somerset.gov.uk">http://www.somerset.gov.uk</a>
S&DRT	The Somerset and Dorset Railway Trust promotes the education and preservation of the Somerset and Dorset Joint Railway and, at Washford. See <a href="http://www.sdsrt.org.uk">www.sdsrt.org.uk</a>
Stone Traffic Rally	The trains operated by Network Rail bring in spent ballast to be recycled. The Steam Fayre & Vintage Vehicle Rally run under the WSRA banner during an August weekend. See: <a href="http://steamrally.org.uk">steamrally.org.uk</a>
Triangle	A 33 acre site at Norton Fitzwarren owned by the WSRA upon which has been constructed a turning triangle for locomotives. It includes the facilities for stone recycling and the WSRA has ambitious plans to develop the land announced in March 2004.
Trustee(s)	Trustee is a legal term which, in its broadest sense, can refer to any person who holds property, authority, or a position of trust or responsibility for the benefit of another, also a trustee can be a person who is allowed to do certain tasks but not able to gain income. <sup>[1]</sup> Although the strictest sense of the term is the holder of property on behalf of a beneficiary, <sup>[1]</sup> the more expansive sense encompasses persons who serve, for example, on the Board of Trustees for an institution that operates for the benefit of the general public. In the case of UK charities, a Trustee is an unpaid volunteer who undertakes fiduciary responsibilities on behalf of the charity, subject to the provisions of Charity Law, a branch of trust law, and the Charities Act. Within this report Trustee(s) refers to the Trustees of the WSRA.
WSR	The West Somerset Railway (WSR) is a 22.75-mile (36.6 km) heritage railway line in Somerset, England. The freehold of the track and stations is

	owned by Somerset County Council; the railway is leased to and operated by West Somerset Railway plc (WSR plc); which is supported and minority owned by charitable trust the West Somerset Railway Association (WSRA). The WSR Plc operates services using both heritage steam and diesel trains. It originally opened in 1862 between Taunton and Watchet. In 1874 it was extended from Watchet to Minehead by the Minehead Railway. The line was closed by British Rail in 1971 and reopened in 1976 as a heritage line. It is the longest standard gauge independent heritage railway in the United Kingdom. Services normally operate over just the 20.5 miles (33.0 km) between Minehead and Bishops Lydeard. During special events some trains continue a further two miles to Norton Fitzwarren where a connection to Network Rail allows occasional through trains to operate onto the national network.
WSR Family	The term used to denote all the organisations connected to the West Somerset Railway These include: DEPG, S&DRT, WSRA, WSR Plc, WSSRT
WSR Plc (the Plc)	West Somerset Railway Public Limited Company leases the railway and is the operating company that runs the train service on the WSR. It is a not for dividend company. Company Number 01010188 Registered office The Railway Station, Minehead, Somerset, TA24 5BG Website <a href="http://www.westsomersetrailway.vticket.co.uk">www.westsomersetrailway.vticket.co.uk</a>
WSR Plc Corporate Plan	A 10 year Corporate Plan launched at the WSR Plc's 2014 AGM to cover the period 2014-2023 available at: <a href="http://www.westsomersetrailway.vticket.co.uk/article.php/768/west-somerset-railway-plc-corporate-plan-2014-2023">http://www.westsomersetrailway.vticket.co.uk/article.php/768/west-somerset-railway-plc-corporate-plan-2014-2023</a>
WSRA (the Association)	The West Somerset Railway Association Company Limited by Guarantee No. 2968284 Registered Charity No. 1041901 Registered Office: The Railway Station, Bishops Lydeard, Taunton, Somerset TA4 3BX Web site <a href="http://www.wsra.org.uk">www.wsra.org.uk</a>
WSRA +	A web blog written by WSRA member Steve Edge entitled stuff that WSRA members might need to know, to found at: <a href="https://wsraplus.wordpress.com">https://wsraplus.wordpress.com</a>
WSRA Promotions Limited	A wholly owned trading subsidiary of the WSRA. Its Activities include: Quantock Belle Dining Train, Hawksworth Saloon Charter, Bishops Lydeard Shop and Cafe, WS Restoration - traditional engineering, Steam Fayre and Rally
WSSRT	West Somerset Steam Trust was set up in 1972. It is a Registered Charity No 265564 with Registered Office at Williton Railway Station, Williton, Somerset TA4 4RQ. The Trust is concerned with the historical and educational aspects of railway preservation in West Somerset. Website <a href="http://www.wssrt.co.uk">www.wssrt.co.uk</a>

## Appendix 2

# Methodology and Assessment

### Review Panel method of working

A guarantee was obtained from the Trustees that the Review would be independent and that they would fully engage in the Review process. To function as a cohesive team, the Review Panel itself must be independent. For this reason, while representatives selected to sit on the panel will naturally report back to their respective organisations on the process, the conversations within the Review Panel followed the 'Chatham House Rule'. The reason was that it allows people to speak as individuals, and to express views that may not be those of their organisations, and therefore it encouraged free discussion. All members of the Review Panel confirmed that: *"They will well and truly serve the Review Panel acting with an open mind, fairly, impartially and inquisitively, and will do right to all manner of people connected with the Review, without fear or favour, affection or ill will."*

### Review Methodology

A nine-stage process was adopted for the Review, these were:

Stage	Process	Progress and Completion
1	Scoping and appointment of Review Panel	June
2	Invite and receive submissions from interested parties	Submission made by 10 August
3	Establish lines of inquiry	September
4	Research, visits, assessment, investigation and interviews	October, November
5	Analysis of the evidence	November
6	Generating options and establishing possible ways forward	November
7	Conclusions, consultations and recommendations	November 2015
8	Report and presentations	1 December 2015
9	Review and feedback	December 2015

This was a review of the Associations' purpose, objects, structure and activities of the Association (including WSRA Promotions Ltd. The Review looked at where available the relevant actions and policies of the Association and how they meet statutory requirements and best practice. Given the nature of the Association, its relationship with its members, customers and other groups on the Railway it was important to understand both the expectations of, and engagement with, these groups. As discussed in the main body of the text the Methodology had to be adjusted and adapted during the review to take account of the level of engagement by the Association.

The review examined whether the current organisation and structure of the Association is appropriate and working and if not to identify any gaps. A road map for the future implementation of the recommendations has been created under the title a Fresh Start. This will provide a framework for the Association to demonstrate to the membership that the recommendations have been delivered in accordance with the motion that was passed at the May 2015 Meeting.

### Programme

The Review Panel has reported as per programme on 1st December 2015.

### Communications

The Review Panel was very keen to engage with those interested in the future of the West Somerset Railway and to keep everyone informed of progress. The Review has issued 3 press releases and created a Facebook page:

<https://www.facebook.com/pages/The-wsra-review/1589323241329193>

The Review Panel could be reached by email, the address was: [wsrareview@gmail.com](mailto:wsrareview@gmail.com)

Written communication could be sent to the WSRA Review Chairman at the address below, where it would be collected and opened only by the review panel.

WSRA Review Chairman.  
The Railway Station,  
Bishops Lydeard,  
Taunton,  
Somerset.  
TA4 3BX

Any comments on the present report should be sent to

The Administration Manager,  
West Somerset Railway Association,  
The Railway Station,  
Bishops Lydeard,  
Taunton  
TA4 3BX

# Methodology to assess WSRA capability

## Assessment categories - The Traffic lights

	Outstanding capability for future delivery in line with the model of capability. Clear approach to monitoring and sustaining future capability with supporting evidence and metrics. Evidence of learning and benchmarking against peers and other comparators, which confirms progress towards world class.
	Has identified capability gaps, is already making improvements in capability for current and future delivery and is well placed to do so. Is expected to improve further in the short term through practical actions that are planned or already underway and has clear metrics to support progress.
	Has weaknesses in capability for current and future delivery and/or has not identified all weaknesses and has no clear mechanism for doing so. More action is required to close current capability gaps and deliver improvement over the medium term.
	Significant weaknesses in capability for current and future delivery that require urgent action. Not well placed to address weaknesses in the short or medium term and needs additional action and support to secure effective delivery.
	Not Assessed

<b>1</b>	<b>Leadership</b>						
<b>1.1</b>	<b>Set direction</b>						
1.1.1	Do the Board / Trustees have and communicate a clear, compelling and coherent vision for the future of WSRA?						
1.1.2	Do the Board / Trustees work effectively in a culture of teamwork, including working across internal boundaries and making effective use of all Trustees?						
1.1.3	Do the Board / Trustees take tough decisions, see them through and show commitment to continuous improvement of delivery outcomes?						
1.1.4	Do the Board / Trustees lead and manage change effectively, addressing and overcoming resistance when it occurs?						
<b>1.2</b>	<b>Ignite passion, pace and drive</b>						
1.2.1	Do the Board / Trustees create and sustain a unifying culture and set of values and behaviours which promote energy, enthusiasm and pride in the WSRA and its vision?						
1.2.2	Are the leadership visible, outward looking role models communicating effectively and inspiring the respect, trust, loyalty and confidence of staff, members and the wider WSR Family?						
1.2.3	Do the Board / Trustees display integrity, confidence and self-awareness in their engagement with staff, members and the wider WSR Family, actively encouraging, listening to and acting on feedback?						
1.2.4	Do the Board / Trustees display passion about achieving ambitious results for railway customers, fund givers and members, focussing on impact and outcomes, celebrating achievement and challenging the organisation to improve?						
<b>1.3</b>	<b>Develop people</b>						
1.3.1	Does WSRA have people with the right skills and leadership across the organisation to deliver the vision and strategy?						
1.3.2	Does WSRA demonstrate commitment to diversity, equality and a balanced age profile?						
1.3.3	Does WSRA manage individuals' performance transparently and consistently, rewarding good performance and tackling poor performance? Are individuals' performance objectives aligned with those of the WSRA?						
1.3.4	Do the Board / Trustees identify and nurture leadership and management talent in individuals and teams to get the best from everyone? Is succession in key posts effectively planned for?						

[illegible]

[illegible]

## Appendix 3

### Analysis Of Submissions

Following the “call to action” messages issued by the Association, a total of 90 individuals and organisations provided a written submission to the Panel. Each submission was read carefully by all members and many provided material for extended discussion at Panel meetings. During the lifetime of the Review, a concern was raised by the Association Chairman that non members should not have a say. Of the 90 submissions, only 11 came from individuals who were not members of the Association during 2015. There was a request by a long-standing Trustee to interview a selection of named non-members however in light of the concerns raised by the Chairman, this was not followed up.

The depth and breadth of the submissions was highly variable ranging from a short statement on few topics to wide ranging assessments across a spectrum of issues. The topics covered by each respondent were focused on their areas of interest were relatively small, but in aggregate, the range of topics covered was immense, reflecting the broad base of interest of members and their interest in every aspect of the Association's operations.

It was noted that some submissions contained specific requests for anonymity such that their membership could not be terminated for disagreeing with aspects of the Association.

The following analysis is based on the most popular areas for comment where there was a clear view evident in the submissions across a range of topics. It is noted that the content of the submissions underpin the overall findings of the review panel.

#### **Promotions – Where it should sit**

In favour of moving all activity to the Plc	– 62%
In favour of moving all activity to the WSRA	– 8%
Maintain the current situation	– 30%

#### **The Quantock Belle**

In favour of moving the activity / asset to the Plc	- 52%
In favour of retaining the activity / asset and improving the product	- 48%

#### **Bishops Lydeard Café & Shop**

In favour of moving the activity / asset to the Plc	- 76%
In favour of retaining the activity / asset and improving the product	- 24%

#### **Williton Restorations**

In favour of moving the activity to the Plc	- 59%
In favour of closure	- 5%
In favour of retaining the activity and developing the business	- 31%
In favour of retaining the activity and keeping “as is”	- 5%

### **Financial Performance Of The Association**

Of great concern	- 88%
Lack of clarity	- 12%
Understood / of no concern	- 0%

### **The Journal – Proposals**

Reduce costs	- 45%
Online option / premium for paper copy	- 27%
Keep “as is”	- 28%

### **Views On Bias In Membership Communications**

Of concern	- 95%
Reporting is fair and accurate	- 5%

### **Views On Trustee Conduct At General Meetings Including Follow Up Actions**

Of concern	- 100%
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### **Overall Trustee Support**

Criticisms made	- 96%
Satisfactory Performance	- 4%

### **Responsibility For State Of Relationship With Plc**

The WSRA is largely to blame	- 48%
The Plc is largely to blame	- 12%
There is 50 : 50 responsibility	- 40%

### **Articles Of Association**

They are fit for purpose	- 7%
They are unfit for purpose	- 93%

It should be noted that the percentage figures are instructive, but relate to relatively small numerical samples, which have not been adjusted in any way, so that the overall figures should be treated with caution, particularly where there are relatively small differences between them.