



# Minutes

## Council of Trustees Meeting

Wednesday 6<sup>th</sup> March 2019; 12:00 GMT  
Teleconference / Waterloo

### Present

Present:	Name	Position	Initials
Network Rail	Sir Peter Hendy	President	KB
	Stephen Rinsler	Hon Secretary	SR
	Rupert Nichols	Hon Solicitor	RN
	Keith Newton	Secretary General	KN
	Jan Steenberg	IVP (UK)	JS
	David Pugh	Hon Treasurer	DP
Teleconference	Dato Radzak Malek	Chair IMC & President Elect	RM
Apologies	Alan Jones	IVP (UK)	AJ

No.	Item	Action
1.0	<b>Welcome</b> PH welcomed all to the meeting and accepted the chair for his first meeting as International President.	
2.0	<b>Minutes of the meeting on Thursday 13<sup>th</sup> December 2018</b> The minutes of the meeting were accepted as a true record of the meeting.	
2.1	<b>Matters Arising</b>	
2.1.1	<b>Africa Forum Chair</b> – role outline was discussed. RN advised that the description was set at too high a level and could result in it being difficult to fill the role. It was agreed that the description could be kept but as an advisory rather than a prescriptive description. This could therefore allow someone for example taking on the role although not yet a Fellow. PH supported the advice that not all the criteria need to be met completely in appointing. KN to advise the current Africa Forum chair, Chief Teete Owusu-Nortey (TON).	KN
2.1.2	<b>Role of Associate Trustee for Africa</b> was discussed. RN advised that the term “Special Advisor to the Trustees” was more appropriate. RN stated that using the term Trustee in the title even with an Associate tag could create concerns under charitable law. KN to advise TON.	KN
2.1.3	<b>Strategy</b> – the current status of the discussions with CILT UK on joining the organisations was discussed. PH outlined the reasons behind his request for a “Plan for a Plan” from KN and Kevin Richardson. This was to give a destination and a pathway to that destination. KN stated that in the next phased it was important to review why the first attempts had failed. KN said this was largely due to a failure of leadership and a question on the capability of CILT UK to successfully lead the organisation and be seen to be credible leaders by the other countries of the world.	

SR did not want the process to lead to an internal focus for the next few years and did not want this to be a cost saving exercise.

JS requested that we recognise that the 2 organisations are coming from a different stand point. CILT UK was in decline whereas International was growing revenue. Based on UK readiness a join up was more likely to destroy value than grow it.

DP stated that the reasons for the growth was the success in education. CILT UK had not given that sector prominence and was in decline as a result. RN stated that he feared there was not the appetite in CILT UK to come together and they were missing the opportunity. RM stated that there had been slow progress in the discussions on coming together and that he wanted to ensure KN stayed until the change had happened. JS feared a join up would be a big distraction and diversion from priority areas. JS felt that Kevin Richardson was not capable of delivering the join up.

PH stated the plan needed to be a manifestation of why we are doing this and what needs to be done. What are the clear reasons for joining up? He said that he and others for many years could not understand why there were 2 organisations in the UK. He and Paul Sainthouse believed that in this centenary year this was the great opportunity to finally resolve that.

The meeting agreed that KN & KR would proceed with the production of the plan and set up the meeting with the two Presidents once ready to present. PH would issue a joint note after this meeting. It was agreed to then set up a joint Trustee meeting between UK & International after that point.

KN/PH

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### 3.0 **Governance & Administration**

3.1 Trustee Declarations requested in February are in process with RN, AJ & SR to complete.

RN/AJ/  
SR

3.2 The requests for the extension to the IVP tenures for an additional year for Romesh David (CILT Sri Lanka), Gilles Legault (CILT North America) and Sunny Ho (CILT Hong Kong) were reviewed and agreed by the Trustees. KN to inform the country organisations.

KN

3.3 Annual Returns issues – these were raised by KN and KN was requested to follow up with CILT UK and other countries where data was still missing or issues on data quality existed.

KN

3.4 The meeting approved the issuance of the Byelaws document presented with new branding but existing content

3.5 **CILT Tanzania Audit** – the Trustees reviewed the report and endorsed the actions proposed. The Trustees also agreed that the CILT Tanzania President, George Makuke, should not take up the Africa Forum Chair position at this Africa Forum but prioritise the actions needed in Tanzania.

### 3.6 **CILT India Report**

The Meeting endorsed the option presented – option 3. PH will write to his equivalent in Indian Railways and KN to draft the letter. This would seek their support for the new approach by CILT India. RM & PH will support actions and KN will advise CILT India of the decision taken.

PH/RM  
/KN

SR raised the opportunity to remove the distinction between Territories and Branches which often led to behaviours that were

- not helpful to growth and the organisation. JS was not sure that this was the correct change to make and RM was concerned that if we did break a country up into regional units then in Malaysia that could encourage a similar break up which would not be helpful to the Institute and remove the work done and advantages created by a single national body. The meeting agreed to postpone any immediate decisions.
- 3.7** KN advised the meeting of three potential new branches. The Trustees noted the reports on each and the business plans being created. These would be reviewed in detail at the May meeting to consider the signing of delegation agreements if appropriate at the June convention. RM/KN  
RM advised the meeting of a request to establish CILT Botswana and he would send this onto KN
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- 4.0** **IAC Report & Matters Arising from the earlier meeting of the IAC today**  
DP advised of the agreement to reforecast with a 5+7 forecast using February 2019 actuals. This would be completed by 30<sup>th</sup> April.  
DP advised that the risk management proposal would be deferred as the work on the join up would need to proceed first. The IAC in January approved the 2018 accounts and the draft accounts reports. DP will circulate the letter of representation for the Trustees to sign. DP  
DP advised of the discussions on the employment status of the Secretariat that will meet some challenges from the tax changes in 2020 and current legislation and tax risks. DP thanked PH for the offer of independent help from Network Rail and from Ashleigh Lopia made in the meeting. This would be taken up. DP advised of the proposed delegate authority levels requested by KN to the IAC and now brought forward to this meeting. The Trustees approved KN's authority level of £10k and that of Jon Harris of £3k. The others needed to link to the work on employment so further decisions were deferred.
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- 5.0** **IMC Update**  
RM updated the meeting on the headlines of the IMC meeting. These were
1. Young Professionals Strategy and plan. This has actions led by the Secretariat with a target of completing by the June convention ready for a potential relaunch.
  2. Convention pricing. The CILT UK pricing had come under strong attack from many IMC members voicing the concern of their country organisations. CILT UK had lowered the pricing. RM stated that it remained high but was an improvement. RM advised that the 2020 Perth convention will be held in October 2020.
  3. RM advised that the CILT centenary celebrations are being planned round the world and, as an example, CILT had set up a task force to create and plan events.
  4. RM advised that the CILT Malaysia convocation will be held on the weekend of 16<sup>th</sup> / 17<sup>th</sup> November and that PH was invited to attend and present to the students and the Institute members.

<b>6.0</b>	<b>Any Other Business</b>	
<b>6.1</b>	<b>Convention in Manchester</b>	
	RM proposed that International look at how attendance from the younger members could be supported from the Endowment Fund. Mike Pesteroff should be asked on the spirit and mechanics of doing this within the fund rules.	
	PH requestee we decide on what we would like the Secretary of State to say now that he had accepted the invitation.	KN
<b>6.2</b>	DP noted that the December Trustee meeting and the IAC clashed again with the CILT UK Board meeting. The meeting agreed to review a change in dates	
<b>8.0</b>	<b>Date of Next Meeting</b>	
	Wednesday 16 <sup>th</sup> May 1300hrs BST at Network Rail Offices, Waterloo	