

Rodney Greenway was elected to the Association Board on 30 September 2017, and Frank Courtney on 7 July 2018. Both are aware of their duty as trustees as laid down in the Charity Commission's publication *The Essential Trustee*.

On 16 April 2018 the Association Board responded to a request from the Board of the Plc to nominate one of their number as a director of the Plc, and nominated Rodney Greenway, who was co-opted to the Plc Board on 20 April 2018. His appointment was confirmed by his being elected to that Board at the Plc's AGM on 23 June 2018. Frank Courtney had already been co-opted to the Plc Board on 29 July 2017 and had resigned from it on 8 May 2018.

The Association's first Board meeting after its AGM was on Tuesday 17 July 2018. The following day Rodney Greenway informed Ian Coleby (Chair of the Plc) that it was essential that Frank Courtney should be co-opted to the Plc Board. Neither Rodney Greenway nor Frank Courtney had mentioned to any of the Association's other trustees that they were intending to take this course of action at the previous day's meeting.

Ian Coleby called Paul Whitehouse (Chair of the Association) and asked whether this proposal "that Frank Courtney should be a joint Association director on the Plc Board" was Association policy. Paul Whitehouse replied that he knew nothing of this. At no stage between the Association's Board meeting on 17 July and the Plc's Board meeting on 21 July was any Association trustee told of this proposal by either Frank Courtney or Rodney Greenway. Rodney's proposal was carried by three votes to two at the Plc Board meeting on 21 July, and the register at Companies House was updated accordingly, but the Plc have not yet publicised this fact.

This was a complete failure by Frank Courtney and Rodney Greenway to act corporately in accordance with guidance in *The Essential Trustee*. The following extract is relevant:

Act in your charity's best interests

You must:

- *do what you and your co-trustees (and no one else) decide will best enable the charity to carry out its purposes*
- *with your co-trustees, make balanced and adequately informed decisions, thinking about the long term as well as the short term*
- *avoid putting yourself in a position where your duty to your charity conflicts with your personal interests or loyalty to any other person or body*

Frank Courtney and Rodney Greenway acted without making any attempt to take account of the views of their fellow trustees. They did not provide any opportunity for discussion of their proposed course of action. This led to a loss of trust and confidence in both of them by some trustees, with the result that the Chairman proposed a resolution to remove them from office.

Frank Courtney and Rodney Greenway were given the 14 clear days notice required by the Articles of a resolution to remove them from office. They responded to this in writing and

were expected to attend the meeting to explain their actions and respond to questions from their fellow trustees. Instead, by e-mail on 9 August they advised the trustees that they would not be attending the meeting.

Both the Chairman and Vice-Chairman of the Association replied that they would be welcome at the Board meeting to add to that response orally, and to answer any questions trustees might have. They declined this offer and did not attend the meeting, which was held at 1800 on Monday 13 August 2018.

At this meeting there was a discussion, lasting over an hour, chaired by Mike Sherwood (Vice-Chairman of the Association), at the end of which it was resolved by five votes to two with one abstention that Frank Courtney and Rodney Greenway be removed from office as trustees.

The Association's Board did not take this decision lightly. It is determined to adhere to the highest possible standards of governance, not only because that is what is required by the Charity Commission and the law, but because all trustees owe that duty to the members of the Association."

All of the Association's trustees now hope that both you and (Frank) (Rodney) will recognise that it is in the best interests of the whole railway that you now take the honourable way out and resign from both boards.