



Minutes Council of Trustees Meeting

Thursday 16th May 2019; 12:00 BST
Teleconference / Waterloo

Present

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

No.	Item	Action
1.0	Welcome PH welcomed all to the meeting	
2.0	Minutes of the meeting on Wednesday 16th March 2019 The minutes of the meeting were accepted as a true record of the meeting.	
2.1	Matters Arising	
2.1.1	CILT India Report PH / KN to follow up to establish the best contact with India Railways.	
3.0	Governance & Administration	
3.1	Trustee Declarations – AJ to resend his declaration to CW and Ceri to request one from RM	
3.2	The Trustees ratified the nomination of Dr Newton Demba as Africa Forum Chair put forward by the African Forum group of countries at their meeting in Harare on April 5 th 2019. KN advised the Trustees that Chief Teete Owusu-Nortey was delighted to accept the role as Special Advisor to the Trustees for Africa.	
3.3	CILT Tanzania Audit Status KN stated that CILT Tanzania has held an AGM in March but that their formal response to the audit, due on 30/4, had not been received. RN recommended that KN advises Tanzania of severity of the issue and we review possible sanctions at the next meeting.	
3.4	CILT India Update KN advised meeting that the actions agreed at the March meeting had been carried out and responses from CILT India and the two training providers has been positive. Early indications were that all parties were working together and opportunities being discussed and opened up. KN had	KN

requested a delegation to attend in Manchester and KN will arrange a delegation meeting to review progress.

3.5 **CILT Mauritius Status**

CILT Mauritius AGM report reviewed. Trustees agreed that accountabilities remained with the country. SR advised that any member expulsion was a country responsibility and the country needed to be aware of the appeal process in such an instance. KN to set up a delegation meeting with Karan Emerit, the Secretary, who will be in Manchester.

KN

3.6 **Delegation Meetings in Manchester**

KN advised to the main sessions on Sunday June 16th between 1630 and 1830 with Trustees divided into 3 groups with an hour session with each country timetabled. Extra sessions if necessary will be on Tuesday June 18th.

4.0 **Strategy**

KN outlined the details of the meeting with PH and Paul Sainthouse held on April 29th. Kevin Richardson had held a meeting with his board on May 2nd and KN & KR were meeting again on May 24th to prepare for the joint board on May 29th.

DP had been at the UK Board meeting on May 2nd and had identified a number of issues arising from the join up. These included the education product and the differentiation of the product as well as the known concerns about International's financial position and the staffing through contractors and limited companies. DP had sought to put the two financial issues in context as manageable areas. DP stated the IR35 and related issues were easily managed in line with changes in legislation. DP also had positioned the International finances in relation to the licence payments to the UK of £90k per year and the choices that can be made on discretionary spend. KN noted that the International finance position had been discussed on April 29th in the joint Presidents meeting with KN & KR and the Presidents had positioned the change as needing to enable an organisation that can grow revenue rather than a change to reduce costs.

PH stated that in any coming together the focus should never be on solving any issues before starting but in focusing on the integration. PH also stated that he was not sure how CILT had got itself into its peculiar governance position but the two boards now needed to solve this as the priority.

The discussion focused on leadership and having the right skills at the leadership level to steer the integration through. It was agreed to go through the process and deal with leadership issues if, and when, they arose. It was agreed that someone on the International side to deal with International issues and be the prime contact was essential to maintain in the new structure.

SR / RN tested the timings of the changes as proposed. It was agreed we needed a firm timetable by August. RN identified that we needed to conclude the planning to enable a finance join up by the new financial year on October 1st. PH stated that ideally we would plan for the detail of the Trustee & governance to be

also in place by then with current terms of office concluding by December 31st.

The importance of knowledge & skills retention was raised by KN & supported by the Trustees as being a critical factor in decisions made on the new organisation. PH relayed his discussion with RM on KN's support for RM's Presidency in 2020/21, which will also be factored in. It was agreed to manage suitably the process of consultation with staff and seek advice where necessary to manage this process and define the steps.

PH stated there would be other actions to define but the decision needs to be faced and taken on May 29th. Agreement was given to the concept of a reference group to consult in the process with the inclusion of International individuals invited to be part of that group.

It was agreed that the meeting on May 29th should be from 1230 to 1430hrs at Waterloo to enable PH to attend. KN to advise CILT UK.

5.0 IAC Report & Matters Arising

DP restated that the 2018 accounts had been approved in the IAC of January 20th and the Trustee meeting of 6th March. He requested formal approval of his signature on the Letter of Representation. This was given & DP will now action the signatures on the accounts needed for the AGM in Manchester on June 17th. KN requested approval also for the AGM notice to be sent to T&B's and this was given.

DP/KN

DP advised that the forecast and April accounts had been reviewed in the IAC and the forecast adopted. JS noted the improvement in April of the invoiced education income of £72k & KN advised of the subsequent income in May to date of £45k. JS requested further understanding of the pattern of invoiced income. KN was confident the forecast would be achieved but was conservative about future income with the reduction in business focus with Jon Harris hour's reduction. JS requested that in the integration this became an immediate action to replace JH's hours with a new appointment.

6.0 IMC Update

RM updated the meeting on the headlines of the IMC meeting held on 29th April. These were

1. Young Professionals Strategy and plan. This was now at the stage of bringing together the focus groups input. RM/KN reported the view from a number of countries that the YP identity was important to retain rather than subsume within the Next Generation concept. RM/KN advised that the Manchester session would be a proposal rather than a launch to enable a measured progress to the right solution for the Institute.
2. Branding. RM/ KN made the Trustees aware of the CILT UK non-conformance to the global brand on convention and other material. KN has raised this with Kevin Richardson and agreed that this is a material part of the integration discussions.

3. RM / KN requested support for raising sponsorship for the Savoy event on November 3rd. DP & AJ suggested Motor Transport & UK corporates as potential partners. RM will review with KN potential of Malaysian business support. The Meeting agreed that an invite for the Minister of Transport would not be pursued unless HRH could not attend.

7.0	Any Other Business	
7.1	Alex Borg situation KN advised that the IESC would be reviewing the misuse of educational material and certificates by Alex Borg from CILT Malta.	KN
7.2	Governance of Integration RN proposed that a committee of two Trustees should lead the decision making & discussion with the executive officers after the May 29 th meeting. This will be actioned at that meeting.	
8.0	Date of Next Meeting Wednesday 18 th September 1200hrs BST at Network Rail Offices, Waterloo	