



THE SWANAGE RAILWAY TRUST

Swanage Railway Policies

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Swanage Railway Trust Council of Management

Swanage Railway Company Directors

General Manager

Swanage Railway Trust website (www.swanagerailwaytrust.org.uk)

Swanage Railway staff website (www.srstaff.co.uk)

Terminology (i.e. a glossary of terms)

SRT	Swanage Railway Trust
CoM	Council of Management
GM	General Manager
PMMMG	Purbeck Mineral and Mining Museum Group
SRC	Swanage Railway Company
SRT	Swanage Railway Trust
TOR	Terms of Reference

Note:

Where reference is made to a specific gender this also includes all genders; and

Where reference is made to 'Chairman' this also includes 'Chairwoman'.

Version History

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1. INTRODUCTION

This document details the various policies and terms of reference as agreed by the Swanage Railway Trust (SRT) Council of Management (CoM). An initial set of policies were formally agreed by the CoM following the conclusion of a Policy Review Committee in early 1994. Subsequent to this all policies are reviewed by the CoM at their first meeting after each Annual General Meeting (AGM) and as required during the intervening months.

1.1. Scope

The scope of this document is limited to a) policies that affect the management and running of the SRT and b) benefits and facilities that are applicable to members of the Trust.

1.2. Out of Scope

This document covers only the scope specified in Section 1.1 above. Without limiting the foregoing, the following items are specifically outside the scope of work:

- Requirements that are determined by statute, e.g. the Charities Acts and Companies Acts.
- Aims, objectives and other regulations that are already detailed in the SRT's Memorandum and Articles of Association.
- Detailed rules and regulations that apply to the operation of the Swanage Railway. These are the responsibility of the Swanage Railway Company Board. Examples include health & safety, paid staff welfare/benefits and train operations.

1.3. Further related documents

The following documents relate to policies and/or governance of the Swanage Railway Trust and its subsidiary and should be referred to as required:

- Agency Agreement between the Swanage Railway Trust and Swanage Railway Company.
- Expenditure Authorisation Procedure.
- Agreed access arrangements to SRT Wytch farm offsite storage facility.
- Statement of Principles Covering the Context Of Future Negotiations For The Provision Of Infrastructure Services By Swanage Railway Company Limited To The Purbeck Rail Partnership And All Train Operating Companies Running Services On Swanage Railway Infrastructure.
- Terms of Reference - Internal Audit Committee.
- Project procedures and guidance notes.
- Exhibitor and Vendors Terms and Conditions.

2. POLICIES OF THE SWANAGE RAILWAY TRUST

2.1 General Statement

The fundamental aims of The Swanage Railway Trust (SRT) are:

- 2.1.1 to restore the rail link between Swanage and Wareham so as to bring the Isle of Purbeck into rail contact with the rest of the country.
- 2.1.2 to preserve and restore for the public benefit items of historical, architectural, engineering or scientific value in connection with railways.
- 2.1.3 to advance the education of the public in the history and development of railway transportation.
- 2.1.4 to study, compile records on and acquire, restore, preserve and maintain railway lines, locomotives, rolling stock and other items of railway interest, and to provide training and instruction in such activities and in particular but without prejudice to the generality of the foregoing those associated with the Isle of Purbeck, the former London and South Western Railway, other Railways which were in existence in Southern England during and before the year of nineteen hundred and twenty-three, the Southern Railway, and the Southern Region of British Railways, and to enter into such agreements and to take all such steps as may be necessary for these purposes, and to organise, sponsor and support displays and such other shows and events for the provision and stimulation of information, education and interest in such vehicles and other items of railway interest.

Full details of all SRT objectives are to be found in the Memorandum and Articles of Association dated 18th February 2001.

2.2 Council of Management administration policies

In addition to the procedures and powers of the Council of Management detailed in sections 37 to 48 of the Articles of Association of the Trust, the following shall apply:

- 2.2.1 The Council of Management shall elect a Chairman, Deputy Chairman, Secretary and Treasurer annually at the first Council meeting after the AGM. Assistants may be appointed by the Trust Council as and when required.
- 2.2.2 All Council of Management members accept, by virtue of election, that they hold collective responsibility for the Trust and that they are prepared to undertake specific tasks and responsibilities allocated to them by the trustees and must attend meetings on a regular basis.
- 2.2.3 A Council of Management member may at any time resign his office by giving written notice to the Secretary of the Council.
- 2.2.4 Voting shall normally be by a show of hands except for the election of Trust Officers when a secret ballot shall be held. However, the Chairman shall, if a majority of Council members present decide such on a show of hands, direct that a secret ballot occur. All Council of Management members shall be bound by majority decisions.
- 2.2.5 A Council of Management meeting shall be held at least every six weeks with additional meetings being called as required. Meetings are not normally held in December.
- 2.2.6 The Council of Management shall appoint sub-committees and functional groups as it deems appropriate and shall set their terms of reference.
- 2.2.7 Any SRT member may submit a resolution or agenda item for inclusion at a meeting of the Council Management providing notice is given in writing to the Secretary of the Council not later than ten days before the meeting of the Council at which the item is intended to be considered.

- 2.2.8 The SRT objectives include restoration and refurbishment of heritage rolling stock consistent with aims 2.1.2, 2.1.3 and 2.1.4 above.
- 2.2.9 A paid employee of the SRT or SRCL shall not be eligible for election, appointment or co-option to the SRT Council or SRCL Board.
- 2.2.10 These policies are subject to addition, change, deletion or suspension by: a majority decision by the Council of Management at any of its meetings or a majority decision by the membership at any AGM or EGM.
- 2.2.11 These policies shall, as a matter of course, be reviewed annually at the first Council meeting following all SRT AGMs.
- 2.2.12 All printed matter intended for issue to the Trust membership or the general public shall be printed approved by the Council of Management or, at least one of its officers, prior to being printed.
- 2.2.13 Any individual, committee or group operating in the name of the Swanage Railway Trust must be approved by the Council of Management and shall comply with terms of reference approved by the Council of Management. Compliance with financial procedures set by the Treasurer must also take place.
- 2.2.14 The following unpaid positions will be appointed by the CoM and/or Company Board as required: Membership Secretary, Returning Officer, Volunteer Liaison Officer, Editor of SRM, Official Photographer/Press Officer, Youth Protection Officers, Sygnet Leaders, Museum & Education Officer, Environmental Officer, Trust Printer, Legacy Officer, Finance Advisory Group and Internal Audit Committee members.
- 2.2.15 All sanctioned capital budgets will expire at the end of each calendar year and be reviewed by the CoM.
- 2.2.16 All Council of Management meetings will be recorded and approved minutes published.
- 2.2.17 The Council of Management will set annual objectives for the Council and routinely monitor progress.
- 2.2.18 The Council of Management and the Board of SRCL will meet jointly at least twice a year.
- 2.2.19 All Trust Council Members, SRC Directors and official Committee Members shall be required to sign a confidentiality agreement. Trustees and Directors shall also be required to complete a register of interests.

2.3 Policies relating to the Swanage Railway Company and operational matters

2.3.1 Charity legislation prohibits the SRT from trading outside the precise terms of its Declaration of Trust/Memorandum of Association. Since 1988 all the issued voting shares in the Swanage Railway Company Ltd. (SRCL) have been held by the Trust. Therefore the SRCL is a subsidiary of the SRT with the SRCL:

- Holding Light Railway Orders, Transport and Works Act Orders and any other such Orders and operating the Swanage Railway.
- Undertaking a wider range of trading activities to generate additional income for the SRT

The use of a trading subsidiary also protects those SRT assets used by the SRCL.

No formal agreement exists between the SRT and SRCL with regard to the disposal of profits from SRCL activities. It is recognised that the SRCL is a separate legal entity from the SRT with its directors subject to the terms of the Companies Act and therefore the SRT Council of Management do not wish to issue strict directives on how profits should be distributed. Notwithstanding this, it should be remembered that the SRT is responsible for the development of the Railway and to this end has provided volunteer members of staff and made significant capital expenditure. The Council of Management therefore requires that, when viable, the SRCL should covenant an agreed percentage of its profits to the SRT.

An Agency Agreement between the SRT and SRC was formally signed in March 2014. The relationship with Swanage Railway Company Ltd is based on the following principles.

- 2.3.2. The SRT has a controlling interest in the SRCL via its shareholding but the two bodies must at all times remain clearly distinguishable from each other in areas such as financial structure, public identity and governance.
- 2.3.3. The SRT Council of Management must not involve itself in the day to day management and decision making of the SRCL (thus avoiding becoming ‘Shadow Directors’), but the SRT Council of Management are required by charity legislation to routinely satisfy itself of:

- the continuing financial viability of the SRCL
- its effectiveness in making profits for the benefit of the SRT
- its adherence to Trust policies

- 2.3.4. In accordance with Charity Commission guidance, the review of SRCL financial performance should cover the SRCL:

- business plan
- cash flow forecasts
- profit projections
- risk analysis
- and other available information

The SRT Council of Management also monitors the SRCL through the attendance of non-participating observers at SRCL Board meetings. In addition, to support this activity, the SRT will issue annually, approved performance objectives, to the SRCL which will, during the relevant year, be subject to quarterly review.

- 2.3.5. SRT Council of Management meetings formally record the review of the SRCL through the following business items:

- reviewing the SRCL Finance Directors report.
- receiving copies of written reports from the SRCL General Manager.
- receiving a verbal report of the business conducted at the most recent SRCL Board meeting.
- asking those Trust Directors on the SRCL Board about any matters arising from the verbal report.
- providing an opinion to the SRCL Board on any policy questions which the SRCL Board has referred to the SRT.
- Having sight of approved SRCL Board minutes.

- 2.3.6. The Charity Commission requires the SRT directors to exercise the rights of the SRT as shareholders in the SRCL to promote the SRT’s interests. The directors of the SRCL are responsible for its management, but other major decisions are for the SRT directors, as representatives of the SRT. For example, the SRT directors are responsible for:

- the appointment or removal of the directors of the SRCL
- the directors' terms of service, including any remuneration
- the continuation, or dissolution, of the SRCL

- setting and monitoring performance objectives for SRCL.

2.3.7. The SRT policy regarding appointment of directors of the SRCL is:

- The Chairman for the time being of the Swanage Railway Trust shall be appointed as a Director of the Swanage Railway Company but not necessarily as its Chairman, who shall be appointed by the Company Directors in accordance with its Mem and Arts.
- the SRT will nominate sufficient other directors from its own Board so as to retain a majority (including making reasonable provision for any absence) of the voting members on the SRCL Board
- to require the SRCL to appoint a minority of other directors with relevant skills and expertise to provide an un-conflicted opinion. Such directors must be or become members of SRT.
- to require the SRCL to seek the prior approval of the SRT Council of Management for the co-option of any additional directors

2.3.8. The SRCL Directors must ensure that they and the SRCL operate at all times in accordance with Charity and Companies Act legislation whilst:

- managing the SRCL in the interests of and in conformity with the policies of the SRT
- returning a profit from the SRCL to the SRT in accord with 2.3.1
- providing sufficient information to enable the SRT Council of Management to review the performance of the SRCL.

2.3.9. The full SRT Council of Management remains responsible for the performance and monitoring of the SRCL. The Charity Commission stipulate that the appointment of a subset of SRT Directors to the SRCL Board does not relieve the other SRT Directors of this responsibility.

2.3.10. SRCL Directors who are not Directors of the SRT have a reciprocal invitation to attend SRT Council of Management meetings as non-participating observers.

2.3.11. In addition the following general directives will be adhered to by the SRCL:

- Priority should be given to the hire of ex LSWR, Southern Railway and BR Southern Region locomotives.
- Steam shall be the primary traction on the Swanage Railway.
- Alterations to normal fares and time-tables must always be notified in writing to the public on station platforms.

2.3.12. If the SRCL launches a share issue (e.g. as a public limited company) the SRT (or its successor) shall maintain a controlling interest in the Company.

2.3.13. All locomotives, coaches and wagons that are located on the Swanage Railway shall be subject to a running agreement with the SRCL.

2.3.14. Rolling stock livery policy:

- In recognition of its unique character, the general ambience of the Swanage Railway shall be to portray the branch as near as possible to that of the 1950s and early 1960s, i.e. prior to the corporate blue/blue & grey design regime applied post 1965. The purpose is to present a unified

cohesive and authentic appearance to the public and, by conveying a convincing period recreation, add to the educational and heritage value of the visitor experience.

- The line's buildings, structures and equipment shall as far as possible exhibit the liveries and decorative styles of the 1950s/early 1960s period.
- All passenger coaches in general service except Pullman cars shall be painted British Railways Southern Region style green, with lettering in appropriate style, size and position on the vehicle. Pullman Cars shall be painted, and carry insignia, in the style consistent with the 1950s/early 60s period.
- In the case of the non-passenger vehicles, vans and wagons shall exhibit the liveries carried by them in the 1950s/early 60s period, but vehicles dating prior to 1948 may, by exception, exhibit authentic liveries carried earlier in their history (e.g. LSWR).
- Locomotives and rolling stock dating from a later period (i.e. post 1965), which have an operational or historic association with the line and which are 'resident' on the Railway, should exhibit the livery most closely associated with their period of operation on the branch, e.g. blue liveried push-pull fitted Class 33 diesels and blue or blue & grey TC sets. However, diesel locomotives dating from the 1950s should carry the livery appropriate to them prior to the 1965 livery changes or such other liveries required to comply with relevant Network Rail regulations for rolling stock passed for operation on Network Rail controlled infrastructure.
- Locomotives and rolling stock visiting for events such as galas or charters are exempt from the requirements of this policy.
- Any proposed exceptions to this policy as to 'resident' locomotives and rolling stock shall be referred to the Assets Group for recommendation to the CoM, which shall take note of any special circumstances which may lead to an exemption being granted.
- Please also refer to section 2.9.

2.3.15. Shareholders of locomotives shall have access to the footplate whenever practicable but with the prior agreement of the SRCo, and subject to the rules of the Swanage Railway Company Ltd. and provided that Railway Inspectorate/Health and Safety legislation is not compromised.

2.3.16. Additional rolling stock may only be delivered to the Railway in accordance with the rolling stock approval policy as detailed in section 2.9.

2.3.17. No additional fundraising activity shall be permitted on passenger train services unless authorised by the Trust Council or SRC Board of Directors.

2.4 Environmental policies (see also Appendix I)

2.4.1 During re-construction of the railway line all necessary works will be carried out in such a way as to cause the minimum damage to local wildlife, flora and fauna. Consistent with the operational requirements of the Railway, wildlife will be encouraged.

2.4.2 As far as is practicable, all new and restored and reconstructed buildings and civil engineering structures shall reflect Southern Region practice of the 1950s as applied to routes of LSWR origin owned by the Southern Railway. The Trust will publish further guidance on standards required to be applied.

2.4.3 Swanage and Corfe Castle stations shall be maintained in the same architectural design and décor as existed in the 1950s.

2.5 Membership policies

- 2.5.1 Members of the SRT shall be permitted access to all the Railway's installations and be able to volunteer for work on the Railway provided that they comply with SRT and SRCL rules and that Railway Inspectorate and Health and Safety legislation is in no way compromised. Additionally, preference will be given to volunteers in the rostering of all operational duties.
- 2.5.2 Alterations to Members' privileges must be agreed by the Council of Management in advance and advertised. There shall be no retrospective alteration of rights for Members.
- 2.5.3 No Member who has joined within three months of an Annual or Extraordinary General Meeting shall be entitled to vote at that AGM or EGM. No member with less than three months membership of the SRT at the time when nominations are due may stand for election to the Council of Management.
- 2.5.4 All staff on the Railway (paid or volunteer) should be members of The Swanage Railway Trust.
- 2.5.5 Unless unavoidable, master membership department records shall be located on Railway premises with backups being held at an off-site location.
- 2.5.6 No Member shall be co-opted as a member of the Council of Management or appointed as a SRCL director unless they have a proven record of at least six months voluntary service to the Railway.
- 2.5.7 No membership record or records shall be disclosed or released to any person (SRT Member or otherwise) without the express written permission of the Council of Management.
- 2.5.8 Any paid position shall be advertised to at least the membership of the Swanage Railway Trust prior to any appointment being made.
- 2.5.9 If the number of nominations received for a Council of Management election is below or equal to the number of vacancies arising then all nominees shall be declared duly elected to the Council of Management provided that a) they have been correctly nominated and seconded by two Trust members entitled to vote at a General Meeting and b) that they are legally eligible to be a trustee and company director - exceptions being listed in Article 55 or the Trust's Articles of Association.
- 2.5.10 Further to Article 40 of the Trust's Articles Of Association, Trust Members who are interested in being elected to the Council of Management will be invited, via a notice in the Spring edition of 'Swanage Railway Magazine', to apply for a nomination pack from the Trust Secretary. This will contain copies of the following documents: a summary of the roles and responsibilities of The Swanage Railway Trust and Swanage Railway Company, the Memorandum and Articles of Association of The Swanage Railway Trust, the Trust's up-to-date policies document, the Strategic Plan, the duties and responsibilities of a company director, the duties and responsibilities of a charity trustee, CoM procedures and a nomination form. All nominees will be asked to supply a passport sized photograph of them and agree to its publication on the SRT website. Successful candidates will be provided with appropriate induction training. This will contain a summary of the structure of the Swanage Railway, details of the legal responsibilities of a charity trustee and company director and a nomination form.
- 2.5.11 The principal form of written communication with Swanage Railway Trust Members will be 'Swanage Railway Magazine'. The Magazine will be published at least three times a year at dates to be agreed by the Council of Management and forwarded to all paid up Trust members. The Editor of 'Swanage Railway Magazine' will be appointed by the Council and will be granted editorial independence in respect of the content of the Magazine, in accordance with the overall policies of the Trust. Interim mailings will also be supplied – where possible electronically. Other officially produced Newsletters may be authorised by the Trust Council from time to time.
- 2.5.12 The Swanage Railway Trust's official internet website shall be located at www.swanagerailwaytrust.org.uk. Additional official websites are hosted at www.swanagerailway.co.uk, www.purbeckminingmuseum.org and www.srstaff.co.uk which will be used primarily for disseminating details of Swanage Railway Company commercial and operational activities. All other websites dealing with Swanage Railway business shall be regarded as unofficial and without sanction from either the SRT Council of Management or SRC Board of Directors.
- 2.5.13 Candidates for election to the Council of Management will be asked to provide a written election address not exceeding 200 words. The Returning Officer is empowered to require that this limit is maintained in conjunction with the Candidate. Ballot papers will list candidates randomly using candidates surnames. Candidates, between the time their candidature is published and the date when ballots are due back, may not use Trust or SRC resources to unfairly promote their candidature. Members seeking election must at all times balance the needs of the Swanage Railway with the need

to maintain a 'level playing field' for all candidates. The SRT will provide during the AGM time to brief Candidates on the outcome of the election before making a public announcement of the outcome.

- 2.5.14 All Trust Members will be bound by the disciplinary and grievance procedures as issued by the Swanage Railway Company.
- 2.5.15 All Trust activity will be bound by the Safety Management System, relevant health & safety policies and procedures as issued by the Swanage Railway Company.
- 2.5.16 The SRT has a volunteer Sygnets group comprising young persons aged between 11 and 16 years of age overseen by approved leaders in accordance with the SRC Youth Protection Policy and reporting to the SRC General Manager. To support this the SRT has endorsed the SRC appointment of Youth Protection Officers of both sexes together with other specifically nominated members of staff to operate in areas involving these and other young persons involved in Railway business. These persons all being appropriately selected, including necessary vetting as laid down by primary legislation and/or HRA guidance
- 2.5.17 SRC employees (fitting the criteria laid down by GM/Co Sec) and qualifying Sygnets group members (as endorsed by group leader) will receive annual membership to the SRT for the duration of their employment or membership of said group, unless they already subscribe to Trust membership in their own right. The Membership Department will take responsibility for maintaining up to date records and distribution of relevant materials using, where possible, the Railway's internal postal system.
- 2.5.18 Unless otherwise formally agreed in writing beforehand with the relevant authority of the Swanage Railway Trust or Company, ownership of any work carried out on behalf of the Swanage Railway by a Trust member or any person doing work on behalf of the Trust shall remain vested in the Trust or Company in perpetuity. This policy shall extend to the copyright and intellectual property rights of written material.
- 2.5.19 All Trust members who contribute a minimum of 25 years voluntary service on the Swanage Railway will be entitled to be awarded with a Long Service Certificate. This will normally be presented by the Trust Chairman at the following SRT AGM.
- 2.5.20 The Trust's adopted policy for the creation of Patrons and Fellows is set out in Appendix XIX.

2.6. Finance policies

- 2.6.1 Detailed Finance policies are contained in the following Appendices:
[Appendix XIII – Financial Policies and Procedures](#)
[Appendix XIV – Reserves Policy](#)

2.7. Museum, Archive and Education policies (see also Appendix IV and VII)

- 2.7.1. Permanent museums shall be established and maintained at Corfe Castle and Norden. The museum at Corfe Castle known as the Swanage Railway Museum. The museum at Norden known as the Purbeck Mineral & Mining Museum.
- 2.7.2. Collections will be developed by both museums in accordance with approved Collections Development Policies. In addition to the formal collection the Purbeck Railway Museum will comprise the Montague-Jones Library. In due course work will expand to include review of Trust and SRCO archives.
- 2.7.3. It is the intention of the Trust that both museums attain and maintain formal museum accreditation with Arts Council England.
- 2.7.4. The Trust has appointed a Museum & Education Manager who will be the Trust's Curator. This post is responsible for preparing Collection Development Policies and Museum and other relevant plans and supporting the Groups in delivery of these plans.
- 2.7.5. The Trust's Museum & Education Group will oversee this area of work for the COM publishing minutes for noting at subsequent COM meetings.

- 2.7.6. Both Museums will be managed by properly constituted Groups. Each Group shall elect a Chairman and contain at least one COM member. For a Group meeting to be quorate at least one member of the COM must be present at each meeting and at least half the Group's committee members present. Group decisions shall be by majority vote. The COM members have a power of veto if a decision is considered to be out of line with the COM's objectives. Minutes will be published and noted at subsequent Museum & Education Group meetings.
- 2.7.7. The Trust will complete Memoranda of Understandings for both Museums with the SRCo to record service arrangements.
- 2.7.8. Both Museums will retain monies, in designated funds held by the Trust, raised by their activity for their use in meeting the agreed aims of the Museum. Accounting will be developed in line with the needs of Accreditation and the Trust.
- 2.7.9. Whenever books, magazines, paraphernalia, etc are donated to the Trust they shall always be passed to the volunteers nominated by the Council of Management at Corfe Castle. These volunteers will be responsible for fully reviewing all donations using Collection Development Policies in order that any items which may be regarded as being of particular historical or instructional interest may be added to the Museum or Library collection. Any items which do not fit this criteria shall be sold with the proceeds being credited to the relevant museum designated fund.
- 2.7.10. The Trust will develop and promote a range of educational opportunities for a range of learners, both in formal education, and informal and lifelong learning. The Trust also seeks to embed educational opportunities within its activities and broaden participation in order to make the most of the educational resource.

2.8. External policies

- 2.8.1. The SRT will work closely and actively with other interested organisations in re-establishing regular passenger train services between Swanage and Wareham, mindful of the need to protect the SRCL's core business. See also Appendix XVI.
- 2.8.2. All talks and presentations to external organisations and the public shall be arranged by or through the nominated Council of Management member.

2.9. Rolling Stock Approval Policy (formerly an Appendix)

- 2.9.1. The General Manager (GM) shall have the sole authority to permit an item of rolling stock or motive power to be brought on to the SR if required for operational purposes and to enter into an appropriate running agreement. In selecting vehicles for such purposes, the GM shall have due regard for the heritage objectives of the Trust.
- 2.9.2. The GM shall automatically give permission for any item of rolling stock owned by the Trust to be brought on to the SR. In acquiring vehicles, or accepting donation of them, the Trust shall have due regard for space limitations on the SR and the requirement for vehicles to be kept in good condition.
- 2.9.3. Third party owned vehicles that are proposed to be brought to the SR but which are not required for operational purposes shall be considered by the CoM Asset Management Functional Group after which a recommendation may be made to the GM for approval. The GM's approval will depend on availability of space, current condition, proposed maintenance arrangements, potential use (if any) plus any other considerations.
- 2.9.4. The Assets Committee will be expected to reject vehicles that do not have heritage credentials. Prior to delivery the rolling stock concerned shall be inspected by a suitably qualified or experienced person.
- 2.9.5. Any conflicts to be resolved between the Chairman and the GM. The Chairman to have the last word.

APPENDIX I - Swanage Railway Company Environmental Policy

The Swanage Railway Company seeks to minimise any adverse impact on the environment of Purbeck and to be on good terms with its neighbours. The Company is mindful that steam locomotives, which are a fundamental feature of the Company's operation, have a noticeable impact on the environment to an extent that is occasionally unavoidable. The Company therefore strives to ensure that any such impacts are kept to an absolute minimum by adherence to the aims laid down in this statement. Being subject to extensive statutory environmental regulation, the Company intends at some future date to develop both Environmental and Health & Safety Management Systems to confirm its intent across all related matters of concern, effecting the wider community of Purbeck, railway staff, supporters and passengers alike.

The Swanage Railway Company shall:-

1. Endeavour to minimise smoke emissions through the use of improved solid and liquid fossil fuels, consistent with efficient and safe locomotive use, whilst taking advantage of improvements in combustion technology that will result in a net reduction in their overall environmental impact. Such improvements shall be within the resources available to and not prejudicial to the operational viability and general interests of the Railway.
2. Minimise smoke and spark emissions to BS2742M through the application of its Rules and Regulations and the Clean Air Act 1993, consistent with effective management, monitoring and training of loco crews, alongside the fitting and proper use of appropriate spark arrest equipment.
3. Endeavour to minimise smoke and noise emissions by the avoidance of initial locomotive lighting up and starting east of a point beneath Northbrook Road Bridge, Swanage.
4. Ensure that the use of steam locomotive whistles and horns are kept to an absolute minimum, in recognisance of Health & Safety legislation and the requirements of the Railway Inspectorate.
5. Take reasonable steps to prevent the escape of heat, noise and dust, to an extent that is practicable and with due regard to local planning and environmental legislation, in relation to those designated artefacts, areas or buildings of architectural heritage that are the responsibility of the Railway.
6. Endeavour to adopt and maintain a policy of "reduce, reuse & recycle" throughout its operation. Dispose of any waste materials or assets in a responsible manner with due regard to the "Duty of Care" for disposal of wastes in those areas of activity not covered by exemption or membership of a registered charity.
7. Develop and protect suitable lineside habitats and environments, including the native flora & fauna found therein, complimentary to lineside management required for the safe and effective operation of the railway and the prevention of fires.
8. Enhance the visual impact of the railway through high standards of maintenance and repair of the infrastructure, through sympathetic design and repair of existing or new structures built to protect and store items of rolling stock or motive power.
9. Take whatever action may be reasonably required to minimise all pollution and environmental impacts, consistent with the resources available to it and without prejudice to the right to operate and conduct its business in accordance with the published mission statement.

10. Seek to maintain a constructive relationship and dialogue with all Local Authorities, agencies, groups, or individuals with a common interest in the environment, in order that the Railway may honour its desire to develop and maintain an effective environmental policy.
11. This policy issued from the Board of the Swanage Railway is one of continuous improvement and will be subject to periodic review as and when found necessary by the Board and its duly elected members.

Swanage Railway Company Ltd.

Version 2.0

October 2004.

APPENDIX II - Duties and Responsibilities of the Swanage Railway Trust Returning Officer

1. The Returning Officer will be a member of The Swanage Railway Trust and shall be appointed by the Swanage Railway Trust Council of Management (CoM) annually at the first Council meeting after the AGM. His/her prime responsibility will be to conduct an annual secret postal ballot of all eligible Swanage Railway Trust members, in order that the members may vote for vacancies on the CoM, prompted by the required retirement of existing CoM members at the end of their two-year term.
2. To assist the Returning Officer in the discharge of his/her duties, the services of the Secretary and the Membership Secretary of the Trust will be made available.
3. The Trust Secretary will be responsible for:
 - Issuing due notice of the date of the Annual General Meeting (AGM) to all Trust members, inviting nominations for election to the CoM, and publishing the requirements and time deadlines for nominations.
 - Issuing blank nomination forms on request within the nomination period – to include the provisions for the identity of proposers and seconders.
4. The Membership Secretary will be responsible for liaising with the Trust's printers and distributors to ensure the following:
 - Provision of a full and up-to-date list of all eligible Trust members and their postal addresses.
 - That all material for the secure printing of ballot papers, election addresses and AGM papers are received by the printers in time to ensure that the printing and dispatch of these items takes place within the deadline laid down in the Trust's Articles of Association.
5. The Returning Officer will be solely responsible for receiving completed nomination forms, election addresses and portrait photographs within the stated nomination period. He will check that that they have been properly completed and that all the necessary formalities have been completed within the laid down timeframe. Photographs may be submitted in electronic or hard copy format and must be included with the election addresses. The Returning Officer will then provide the Membership Secretary with the list of all candidates, proposers and seconders in order to allow for verification that they are paid up members of the Trust.
6. Once the nominations have been verified the Returning Officer will forward the list of candidates, elections addresses and accompanying photos to the Trust Secretary who will arrange printing with the Membership Secretary.
7. All ballot forms will be embossed with the Trust's seal, electronic watermark or similar by the authorised printers. Each eligible Trust member may vote for as many candidates as he or she wishes, as long as the total number of votes cast does not exceed the number of vacancies.
8. The Membership Secretary will provide the Returning Officer with a list of Trust members and confirmation of the number of ballots being despatched to each address.
9. The Returning Officer shall be the sole key-holder of the ballot box used for the ballot. The ballot box will be securely sited in the Trust's registered office – Station House, Swanage.
10. Any enquiries from Trust members relating to non-receipt of ballot forms shall be dealt with by the Returning Officer who will liaise with the Membership Department as required.

11. Two members of the Trust (not being existing CoM members, employees of the Swanage Railway Trust or Company, candidates for election, or proposers or seconders of those candidates), will be appointed by the Returning Officer as independent Election Observers.
12. Returned ballot papers will be counted and validated by the Returning Officer and checked by the two Election Observers at the opening, scrutiny and counting of the ballot papers, which will be conducted following the closure of the ballot 48 hours prior to the Annual General Meeting at a venue determined by the Returning Officer.
13. The announcement of the identity of the two Election Observers will be made at the Annual General Meeting by the Returning Officer, prior to the declaration of the results. The Chairman will seek verbal confirmation from both Election Observers that the electoral procedures have been properly followed, and that they are content as to the accuracy of the results. As soon as the necessary confirmations have been given, the results will be declared to the AGM by the Returning Officer. In the event of an Election Observer being unable to attend the AGM they shall submit a signed letter in the same terms to be opened by the Chairman immediately prior to the declaration of the result.
14. In the interests of democracy and secrecy, no discussions will be entered into by the Returning Officer or the two Election Observers as between them and the membership generally, or as between them and the CoM.
15. The Returning Officer will notify all candidates of the results of a CoM election after the Annual General Meeting - normally via e-mail.
16. The Returning Officer will ensure the destruction of all completed voting papers six months after the election has been formally concluded.
17. The Returning Officer shall be responsible for arranging collecting of any unused ballot forms from the Trust's printers.
18. The Returning Officer will normally liaise with the Trust Secretary regarding any disputes, requests for help or other concerns relating to the election process. Where the Trust Secretary is an election candidate then the Returning Officer will liaise with another specified member of the Council of Management who is not seeking election.

Version 6
June 2011

APPENDIX III - Agreement between the Swanage Railway Trust & Swanage Railway Company Ltd.

Agreement

This agreement is made between The Swanage Railway Trust Limited (either/or 'the Trust') and the Swanage Railway Company Ltd (the Company) to document financial arrangements relating to trading and use of assets and facilities. The protocol shall be subject to amendment from time to time as circumstances require.

Background

1. The Company and the Trust are separate legal entities and are maintained as such to meet the requirements of Charity legislation that limits the ability of the Trust to trade. Except where charity legislation specifically permits, all trading activity shall be undertaken by the Company.
2. Any profit made by the Company is either reinvested in the Company, retained as reserves or paid through covenant to the Trust. For the avoidance of any doubt, the Company does not propose to distribute a dividend.
3. The Company shall use the assets of the Trust in return for an annual consideration equivalent to the previous financial year's depreciation charge incurred by the Trust on their assets. The Trust shall be charged by the Company for all costs incurred with significant repairs and renewals of these assets. The apportionment of costs shall be agreed between the Trust and the Company in advance of being incurred.
4. The Company shall have the right to make use of the Trust's Herston Works facility and other leased or owned property and to permit use by third parties as required by its business needs provided that such use does not convey any right of occupation or otherwise contradict any provision of the Trust's leases which shall prevail in the event of any such contradiction.
5. In consideration for its use of Herston Works and the payment by the Trust of an utility costs, rent and rates, the Company shall pay the Trust the sum of £2,000 (two thousand pounds) per month plus VAT (if applicable) or such other sum as the parties shall agree in writing and shall undertake day to day management of the facility on behalf of the Trust. Payments for use of other leased or owned property shall be agreed as and when required.
6. The Company and the Trust shall invoice for goods and services as incurred on an 'arms length basis'. Payment shall be made within 30 days following the issue of a proper invoice.
7. The Company and the Trust shall minimise external borrowing costs by lending to the other from time to time as required and as balances shall permit. Interest shall be charged at a commercial rate between base and the external rate as agreed between the Finance Director of the Company and the Treasurer of the Trust. Borrowings shall be repaid on demand. But the rate of interest will never be less than 1% above the Barclays Bank plc Base rate from time to time prevailing.
8. The Trust may use the services of the Accounts Department staff of the Railway Company Ltd to assist in the maintenance of proper books of account. The Trust may be asked to contribute to the direct costs of such assistance. The Trust will adopt such financial procedures as may be recommended by the Board of Directors of the Company and accepted by the Council of Management of the Trust, this is in order to assist in compliance with companies law.

Trading Agreement Version 4

1st November 2008

(Note: original signed copy dated August 2001 held in Accounts Office, Swanage station).

APPENDIX IV - Purbeck Mineral & Mining Museum Group (PMMMMG) Terms of Reference

1. Objectives

The Purbeck Mineral and Mining Museum (PMMM) Group exists for the furtherance of the Swanage Railway Trust's objects:

- I. To preserve and restore for the public benefit items of historical, architectural, engineering or scientific value in connection with railways; and*
- II. To advance the education of the public in the history and development of railway transportation.*

The objectives of the Group are therefore to:

- I. Manage, maintain and develop the Purbeck Mineral and Mining Museum and thereby enhance the experience of visitors to the Swanage Railway;
- II. Document, record and care for the collection to a recognised professional standard;
- III. Develop and maintain suitable spaces for the display, storage and work on the collections;
- IV. Make the collections accessible to the public by means of display and research access;
- V. To attain accredited museum status from Arts Council England.

2. The Museum and its Collections

The Purbeck Mineral and Museum comprises:

- Norden No 7 mine building and its grounds, including a narrow gauge demonstration track, engine shed, Foreman's Office and storage units. This land is leased from Purbeck District Council and the area defined within that lease;
- Two areas of abandoned clay workings known as Norden South and Norden North, as shown on the attached plan and referred to in the accompanying letter which outlines conditions of the arrangement between the Museum and SRTrust (Appendix A);
- The Collection of artefacts, equipment, rolling stock, ephemera, and images associated with the Purbeck Ball Clay industry and other local extraction industries.

The Purbeck Mineral and Mining Museum also maintains an interest in ensuring the preservation and protection of the narrow gauge bridge on the Arne Road, the Skew Arch Bridge and Bridge 13.

3. Actions

The aims of the Purbeck Mineral and Mining Museum Group are to deliver the objectives whilst facilitating wider participation for working members. This will be done by:

- I. Producing and implementing suitable plans and procedures (including forward and emergency planning, documentation and care of collections etc), to achieve Arts Council Accreditation;
- II. Continuing to develop the Collection in accordance with an agreed Collections Development Policy and ensuring that it is cared for to a professional standard;
- III. Putting in place robust governance and financial arrangements;
- IV. Raising awareness of volunteering opportunities in the Museum, and support, mentoring and training volunteers as appropriate;
- V. Raising funds in support of museum activities and development;
- VI. Regularly reviewing the experience of museum users, to refresh and redisplay material as appropriate;
- VII. Engaging with opportunities to provide educational activities for all ages within the Museum.
- VIII. Implementing the provisions of the Forward Plan, including developing the museum displays; expanding the narrow gauge trackway; developing a suitable climate controlled building to house Secundus and

secure its future in Dorset; restoring the Skew Arch Bridge; developing access and interpretation opportunities on Norden North and Norden South; provision of information boards.

4. Organisation and accountability

- I. The Purbeck Mineral and Mining Museum Group will work under the auspices and legal framework of the Swanage Railway Trust, a registered charity;
- II. The Group committee will be comprised of working members and supporters of the Museum Group appointed by the Group at an annual Open Meeting;
- III. The Group committee will consist of a minimum of four and a maximum of six members;
- IV. The Group committee will appoint its own Chairperson annually;
- V. The Group will be accountable to the Council of Management via its Chairperson and reporting via invited CoM members;
- VI. CoM members are invited to attend as observers;
- VII. The Group committee will provide up to two representatives to the Museums and Education Group;
- VIII. A secretariat for the Group will be provided by the Museums and Education Manager who will also provide professional advice;
- IX. The Group committee will be responsible for agreeing a programme of activities for the Museum, overseeing and contributing to the preparation of plans and policies as required by Arts Council Accreditation (including Forward Plans, Emergency Plans and Environmental policies), agreeing them and referring those which need endorsement by the Council of Management to that body, via the Museums and Education Group chair and representative CoM member(s);
- X. The Group Committee is responsible for oversight of Health and Safety matters, the implementation of the SR Safety Management System, and development of such operational documents as are needed for the safe operation of the museum and the narrow gauge track;
- XI. The Group committee will be responsible for raising and disbursing funds for the operation and development of the Museum. The committee will exercise responsibility for financial matters in accordance with Appendix B of these Terms of Reference;
- XII. All financial transactions are to be conducted appropriately according to the procedures adopted by the Swanage Railway Trust and Swanage Railway Company Finance department (who have the delegated responsibility for purchasing and payments). Financial reports will be made available to the committee on a regular basis for review and the committee takes responsibility to set budgets for Museum operation;
- XIII. The Group committee will be responsible for development of funding applications both internally (e.g. to the Trust education fund via the CoM) and to external bodies, as agreed by the Council of Management, and following Trust procedures.
- XIV. The Group committee will be responsible for the promotion of the Museum and its activities in conjunction with the SR Marketing committee, and proactively seek new opportunities to fulfil the Museum's objectives, providing more volunteering opportunities and supporting and developing Museum volunteers.
- XV. Once a decision is reached by the Group committee, all members of the committee must, as part of their collective responsibility, support that decision.
- XVI. Minutes of Group meetings, once approved at a subsequent meeting will be made available to members and passed to the Museums and Education Group and the CoM for information.

5. Meetings

- Group committee meetings will be held regularly and minutes forwarded promptly to committee members and made available to the wider Group;
- Meetings will be quorate when 50% of the committee is present.

The Terms of Reference will be formally reviewed on an annual basis.

PMMM Agreement date: 13th January 2015

M&E ratification date: 10th February 2015

SR CoM notification date: 28th March 2015

Version 4

28th February 2015

Original version adopted by SRT Council of Management, November 2006 - now amended by 2.7.

APPENDIX V - Staff Code of Conduct

Purpose

The purpose of this code is to provide a clear framework within which **ALL** Swanage Railway members of staff – at all levels of seniority and whether they are a paid employee or a volunteer - are expected to conduct themselves.

The Railway strives to maintain a work environment for its staff in which honesty, integrity and respect for fellow staff and all persons present on the Railway are constantly reflected in personal behaviour and standards of conduct.

Principles

- This code covers some of the most important issues relating to personal conduct, and gives a framework of standards and behaviour guidelines, but it is not intended to be exhaustive.
- All staff, whether paid or voluntary, are expected to have regard for the impact of their personal behaviour on their, colleagues, customers, the environment, the community and the reputation of the Railway.
- This code applies to all levels and areas of the Railway's activities, both in respect of the Swanage Railway Trust and the Swanage Railway Company. It applies to all, irrespective of levels of seniority and departmental grade.
- All staff, including managers and directors of the Railway, shall be treated equally by and have the same obligations to each other under this code.
- As an integral part of the Swanage Railway Trust's formal policy document this code will be reviewed at least annually but may be altered at any time by the Swanage Railway Trust Council of Management or the Board of Directors of the Swanage Railway Company provided such alterations are approved by both the Trust Council and Board.
- All Railway staff will be bound by the disciplinary and grievance procedures as issued by the Swanage Railway Company.

Standards of personal behaviour

Equality of opportunity

One of the Railway's core values is the promotion of inclusivity and the valuing of diversity. The Railway seeks to ensure that the work environment for all its staff is supportive, and one where individual respect is shown to all. All members of staff regardless of their gender, race, colour, ethnic background, culture, (dis)ability, sexual orientation, age, religion, nationality, socio-economic status or any other factor will be supported and encouraged to participate and perform to their potential.

Harassment, bullying and intimidation

To secure an environment in which members of staff are able to flourish and to achieve their full potential, the Railway is committed to ensuring that everyone is able to work and to participate in the life of the Railway without

fear of harassment, bullying or intimidation. Everyone on the Railway has a part to play by ensuring that their own behaviour, whether intentional or unintentional, does not constitute such behaviour.

All staff are expected to treat their colleagues and visitors to the Railway with respect and not to engage in any behaviour that may lead to a potential complaint.

The Railway **will** take action against inappropriate behaviour which shows lack of respect for others or which leads to people feeling threatened. This policy will apply to verbal, written and electronic (including, for example, internet and social media) activity.

Health and safety

Due to the nature of its business and its operation, the Railway places a very high priority on providing a safe working and learning environment and will always act positively to minimise the incidence of all workplace risks as required by the Health and Safety at Work Etc. Act 1974 and other associated legislation.

All activities should be carried out with the highest regard for the health and safety of staff and all persons present on the Railway. Where relevant, the instructions and working policies and procedures documented in the Swanage Railway Company Safety Management System (SMS) must be followed at all times.

The aim of the Swanage Railway is excellence in health and safety by means of continuous monitoring and improvement of standards and the comprehensive use of risk assessments so as to systematically remove or to mitigate the causes of accidents/incidents and ill-health. This, together with more specific aims and objectives, reflects the Railway's commitment to promote staff well-being.

Relationships with other members of staff or other relevant persons

Members of staff who are relatives or who have a close personal relationship should not normally have a supervisory, assessing or authorising relationship with each other.

Members of staff must inform their line manager if they have a close personal relationship with another member of staff, an employee, a client, contractor or customer of the Railway which could be considered by colleagues or others as impacting on the way they conduct themselves at work.

Performance

The Railway expects individuals to follow all reasonable rules and instructions given by those supervising or managing their activities and/or work areas.

Misuse of drugs and alcohol

It is a disciplinary offence to be on Railway premises and/or carrying out official duties when under the influence of alcohol or non-medically prescribed drugs. Any person taking over the counter drugs or prescribed drugs/medicine which could affect their work activities should notify their line manager or the Personnel Director.

Gambling

Gambling activities must not be conducted on Railway premises. Discretion may be used in relation to small raffles for charitable purposes, national lottery syndicates, occasional sweepstakes etc.

Conduct outside work

The Railway does not seek to dictate how staff conduct themselves in their personal lives outside work. However, unlawful, anti-social or other conduct by staff which may jeopardise the Railway's reputation or position will be dealt with through the disciplinary procedure.

Dress code

The Railway does not operate a formal dress code for its staff, other than for those who are required to wear a uniform and/or protective clothing as part of their duties. All staff must ensure that their dress is appropriate for the situation in which they are working and that they present a professional image and one that reflects sensitivity to public perceptions. This may reflect their ethnicity and lifestyle, but should not be provocative or cause offence to those with whom they have contact.

Party political activity

The Railway is strictly impartial and does not make party political contributions or formally support any political party. Whilst we respect the rights of our staff to have their own personal political views and be members of political parties, no activities of a party political nature will be permitted on Railway premises and the use of Railway resources (e.g. telephones or computers) for such ends is strictly prohibited.

Financial probity

Intellectual property

Unless otherwise formally agreed in writing beforehand with the relevant authority of the Swanage Railway Trust or Company, ownership of any work carried out on behalf of the Swanage Railway by a member of staff or any person doing work on behalf of the Railway shall remain vested in the Trust or Company in perpetuity. This policy shall extend to the copyright and intellectual property rights of written material.

Financial regulations

The Railway's financial regulations create a framework of financial controls within which the staff of the Railway must operate. These regulations are designed to protect the Railway and individual members of staff. Failure to comply with these regulations may lead to the loss of assets, significant delays in payments to employees and suppliers, and additional work for colleagues.

Conflicts of interest

Staff must not accept gifts or hospitality that could give rise to a suspicion that they have a conflict of interest or have been influenced in a decision. Breaches of the regulations are likely to result in disciplinary action. If anyone has any doubt about whether to accept a gift they should seek guidance from a director.

The highest standards of behaviour are expected in all areas of Railway life, especially where individuals are in positions to make decisions which may have significant impact on others. In all such cases it is important that

decisions are taken in a fair and balanced way that can withstand external scrutiny. Conflicts of interest should be identified so that individuals are not involved in decisions where their actions could be seen as biased.

Access to confidential information

Although the Railway strives to conduct its business in an open fashion there will be times when individuals, through their positions as members of committees, line managers etc. become aware of confidential information, either about other individuals or in connection with the Railway's commercial activities. Individuals should be aware of the need to keep such matters confidential and to respect the proper channels of communication for such information.

Bribery Act 2010

Under the Bribery Act 2010, a bribe is described as a 'financial or other advantage' offered, promised or given to induce a person to perform a relevant function or activity improperly, or to reward them for doing so. The Act makes it a criminal offence to:

- offer, promise or give a bribe
- request, agree to receive or accept a bribe
- bribe a foreign public official to obtain or retain business or a business advantage
- (by an organisation) fail to prevent bribery by those acting on its behalf ('associated persons') to obtain or retain business or a business advantage for the organisation.

Small payments made to government officials or others to make something happen, or happen sooner, (commonly called facilitation payments) are likely to be bribes and unlawful under the Act.

Under the Bribery Act, individuals can be prosecuted for accepting bribes or offering bribes. In addition, the Railway can be prosecuted for failing to prevent bribery committed to obtain or retain business or a business advantage for the Railway by a member of staff or other individual or organisation performing services for the Railway.

Use of equipment for non-work purposes

All equipment on the Railway must be used in accordance with Health and Safety guidelines and appropriate line manager authorisation. Any use of equipment or facilities for non-Railway activity must be formally authorised by the appropriate line manager or Director. This must include whether any costs arising from this are to be met by the individuals concerned. Any such use must not interfere or conflict with the work of the Railway.

Private telephone calls

Members of staff may use Railway facilities to make private calls for essential or urgent matters.

Staff who have Railway provided mobile telephone may be required to reimburse the Railway for the use of these phones for private calls and texts etc.

Use of IT equipment, internet and social media

Users of the Railway's IT and the internet facilities must behave reasonably and appropriately towards other users and the facilities. Users who fail to do so may be subject to disciplinary action in accordance with relevant procedures.

In particular, staff must not use Railway facilities to create, display, produce, store, circulate or transmit obscene or pornographic material in any form or medium.

Staff may use Railway internet facilities for occasional personal matters.

Staff should observe care when posting materials to social networks and to other online media (including discussion forums etc.) to ensure that posted material does not damage the reputation of the railway or members of staff or cause offence to others. Staff should remember that there is no such thing as online privacy and that comments made may be copied or re-posted by others

Information security

The Railway recognises that information and the associated processes, systems and networks are valuable assets and that the management of personal data has important implications for individuals. Through its security policies, procedures and structures, the Railway will aim to facilitate the secure and uninterrupted flow of information, both within the Railway and in external communications.

Data protection

The Railway holds and processes information about Trust members, staff, volunteers, employees and other data subjects for administrative and commercial purposes. When handling such information, the Railway, and all staff or others who process or use any personal information, must comply with the Data Protection Principles which are set out in the Data Protection Act 1998. Any doubts or queries about data protection issues should be referred for guidance to the General Manager.

Procedures

Raising matters of concern

Railway staff have a right and a duty to raise concerns which they may have about breaches of the law or propriety by the Railway. This should normally be through their Line Manager or a Company Director but in circumstances where this is not appropriate they may approach the Chairman of the Swanage Railway Trust. No individual who expresses their views in good faith and in line with this guidance will be penalised for doing so.

Breaches of this code

This code of conduct has been drawn up to provide a source of guidance to the Railway's staff. It is not a contractual document and can be amended at any time in accordance with the principles above. All staff must comply with both the provisions of this code and the Railway's various policies and procedures, breaches of which will be taken seriously and may result in disciplinary action.

Version approved SRT and SRCL September 2012.

APPENDIX VI – Functional Group Terms of Reference

a) Introduction

The CoM may establish functional working groups to consider specific areas of importance carry out work for the Trust. These are known as ‘SRT Functional Groups’. They are subcommittees of the SRT CoM and will report to it at its regular meetings.

Membership of these will consist primarily, but not exclusively, of CoM members. Non CoM members are encouraged to join and support these functional groups.

In addition to their remits, the Functional Groups will be assigned Objectives and other work by the CoM. The Functional Groups are accountable to the CoM and operate under its auspices.

b) Forming, Suspending & Dissolving

Groups will be established with a remit by resolution of the CoM. When so formed, the Group and its remit will be added to the latest version of the Trust Policies and the resolution forming the group will be deemed to have also approved the policy amendment.

Where a group is still required but is unable to convene or there is no immediate need for the group to convene in the foreseeable future the CoM may suspend the group for a period of time. The suspension will be recorded in the minutes of the CoM meeting and the group will be absolved from its objectives and deliverables until reactivated.

When a group is no longer required it may be dissolved by a resolution of the CoM and removed from the policies document. As with the establishment of the group, the resolution to dissolve will also be deemed to approve the amendment removing the group from the Policies.

c) Standard Terms of Reference

The following standard Terms of Reference will apply to all functional groups. These will be supplemented by group specific Terms of Reference which have been agreed and assigned to the Group by the CoM. The CoM will review the Remit and terms of reference from time to time and at least annually.

Together with the Group remit these will define the group’s purpose, accountability and limits of authority.

1. Purpose of the Group

- a) The purpose of the group will be outlined in its Remit which will be agreed by resolution of the CoM and recorded in the Trust Policies Document and on the group page of the Trust Website.
- b) The group will be expected to deliver work assigned to it by the CoM.

2. Governance of the Group

- a) The Council of Management will from time to time assign objectives to the group consistent with its remit. The Council may also from time to time request deliverables from the group such as reports, proposals, plans & recommendations for consideration by the CoM.
- b) The CoM will be appraised by receiving verbal reports, meeting Agenda, and approved meeting minutes plus any specific reports or other deliverables as requested.

3. Group Composition & Organization

- a) The group will consist of a core committee, the members of which must be members of the SRT.
- b) The committee may invite (co-opt) SRT members with specific expertise and experience to join the committee – subject to Trust Council endorsement.
- c) The current membership list of the core committee must be recorded and available on the Trust and staff intranet sites. Changes must be circulated to the CoM.

- d) The CoM may appoint or remove committee members as it sees fit.
- e) Other individuals engaged in activities related to the area of interest of the Group can be invited as guests to attend during consideration of specific issues. These invited guests need not be SRT Members and may be SRC members of staff.
- f) Invited Guests are not entitled to vote.
- g) The GM of the Company has a standing invite to all SRT Functional Committees as an invited guest.
- h) The Chairperson of the CoM has a standing invite to all SRT Functional Committees as a voting member.
- i) To ensure connectivity with the CoM and allow for availability of CoM representatives to attend meetings the Group committee must include at least two members from the SRT CoM.
- j) The Group committee will normally appoint its own Chairperson on an annual basis at the first meeting following the SRT AGM.
- k) Groups may at any time select a new Chair person.
- l) The CoM may at its discretion appoint a different Chairperson which will be binding upon the Functional Group Committee until it is released to select its own.
- m) Meeting Chairpersons will be appointed by the Groups as required and do not necessarily have to be a member of the Trust Council. Group convenors will remain as a separate role, although convenors may chair meetings.

4. Roles & responsibilities

The following Roles are defined and may be combined as required;

- a) Convener - is responsible for ;
 - a. Arranging the place and time for meetings and making all reasonable endeavours to ensure that the place and time is acceptable to as many members as possible and in any case that the meeting will be quadrate.
 - b. Maintaining and publishing an up to date list of the committee membership
 - c. Ensuring that all members have adequate notice of meetings
 - d. Ensuring that committee members are given adequate opportunity to request items on the Agenda
 - e. Ensuring that the Agenda is circulated to committee members and the CoM at least 3 days in advance of the meeting date.
- b) Chairperson - is;
 - a. Responsible for ensuring the necessary meeting prerequisites are complied with
 - b. Responsible for ensuring the meeting is quorate
 - c. Chairing the meeting
 - d. Responsible to the CoM for the actions and deliverables of the group
- c) CoM Representative – must be a current member of the CoM and is responsible for;
 - a. Making verbal reports of the latest meeting / status of the Group
 - b. Liaising with the group
 - c. Conveying specific requests, instructions and other information to the group as required.
- d) Recorder - is responsible for;
 - a. Recording the minutes of the meeting
 - b. Distributing draft minutes and amending as required
 - c. Publishing the approved minutes as required
 - d. meeting the requirements of the ‘Recording of Meetings’ section of this appendix.

5. Accountability & Confidentiality

- a) Trust Functional Groups will work under the auspices and legal framework of the Swanage Railway Trust, a registered charity;
- b) The Group will be accountable to the Council of Management via its Chairperson
- c) The CoM representative will provide verbal reports to the CoM as required;
- d) Committee members will be required to sign the SRT Code of Conduct document
- e) Confidential Documents should be clearly marked ‘Confidential’ and confidential matters discussed should clearly be introduced as such. This should be recorded as such in the minutes.
- f) Invited guests must not be exposed to confidential discussions or material unless necessary and only after signing the SRT Code of Conduct document.

6. Recording of meetings

- a) At all official meetings of the Group committees someone must be appointed as the recorder and discharge the duties as described under 'Roles & Responsibilities'.
- b) A draft of the un-approved minutes should be forwarded promptly to all committee members for comments and approval which may be carried out by E-mail.
- c) Approved & un-redacted Minutes must be circulated to the Council of Management in a timely manner.
- d) Approved & redacted (if required) Minutes must be published on the Railways Intranet Sites in a timely manner.
- e) Confidential Matters should be appropriately redacted before publishing publicly.

7. Conduct of Meetings

- a) The meeting Agenda shall be formed from the objectives and deliverables assigned by the Trust CoM and other issues that fall within the remit of the group.
- b) Group committee meetings will be held as regularly as required to meet the assigned objectives and deliverables. Meetings should take place at least every three months.
- c) The dates and times of meetings must published well in advance on the Trust website and Company Intranet Site
- d) Groups must have a short open forum session at the start of each meeting. People wishing to attend must advise the convener in advance.
- e) For a meeting to be quorate it must have;
 - A Chairman
 - A Recorder
 - A CoM representative
 - At least **25%** of the total core committee
 - Any other representation required in addition by the Group specific ToR
- b) Decisions may be taken by consensus or by a clear majority of those present. In event of a tie the Chairperson has a casting vote.

8. Reporting Mechanisms

- a) Meeting Agendas together with the meeting notification will be circulated to the CoM in addition to the Group Committee members and must also be made available on the Railways Intranet Sites in a timely manner.
- b) The CoM representative will make a verbal report to the CoM on the latest meeting or status and answer any questions arising.
- c) Approved meeting Minutes will be circulated to the CoM and made available on the Railways Intranet Sites in a timely manner.
- d) Written reports and other deliverables will be produced and circulated to the CoM as requested.

9. Limits of Delegated Authority

- a) These should be defined in the Group Specific ToR.

10. Definition of terms

ToR	Terms of Reference
CoM	Council of Management
Railways Intranet Sites	Functional Group Areas of SR Staff & the SRT website.

11. Authorised Functional Groups (as at October 2015):

a) Fundraising

To develop and implement plans and proposals for the generation of income to the Trust through the exploitation of programmes and contacts with external commercial organisations.

To develop and implement plans and proposals for the generation of income to the Trust through direct contact with members and the general public and the sourcing of grant aid from non-commercial organisations.

b) Membership and volunteers

To develop and implement plans and proposals for the recruitment and retention of members and volunteers who wish to support the work of the Trust either financially or with labour.

c) Asset Management

To develop and implement plans and proposals for the management of the non-financial assets of the Swanage Railway Trust.

Primary Purpose – to manage the assets of the SRT especially:

- Items of rolling stock owned by or loaned to the SRT
- Museums
- Signalling equipment
- to compile an asset register

Secondary Purpose – to advise the SRC on behalf of SRT:

- on items to be acquired
- on items to be loaned to the SRC
- by recommending items for possible disposal
- on new agreements and updates to existing agreements between owners of assets and the Trust and/or Company as to the assets use, maintenance and operation.

d) Strategy & Planning.

To maintain and update the Trust's Strategic Plan and to provide guidance and support in the delivery of the Plan by the Trust and SRCo.

e). Locomotive and Rolling stock Facilities Group

To develop plans and proposals for options for the development of new locomotive & rolling stock restoration, storage and maintenance facilities. To consult, carry out feasibility on those plans and to liaise with the fundraising group.

Terms of reference

- Pull together all previous work on the area.
- Carry out further consultations with the relevant departments as required & produce requirements.
- Produce detail plans based on those requirements for a range of sites, options and outcomes.
- In conjunction with the professional team and appointed negotiators to investigate the feasibility of acquisition and development.
- To liaise with the fundraising group on the likely sums required for the acquisition & development of those sites.
- Possible reuse of current sites

The group will be concerned with the following types of facility:

- Locomotive & DMU running sheds & Light Maintenance facilities

- Locomotive & DMU heavy maintenance & overhaul facilities
- Locomotive & DMU storage facilities
- Rolling stock Storage facilities
- Rolling stock engineering maintenance facilities (inc paint shops)
- Heritage Coach restoration facilities
- Turntable

Group membership should include people from the professional services team, fundraising group, Company Board plus others with appropriate skills and experience.

Version 6

May 2015

APPENDIX VII – Museum & Education Group Terms of Reference

Objectives

The Museums and Education Group exists for the furtherance of the Swanage Railway Trust's objects:

- III. To preserve and restore for the public benefit items of historical, architectural, engineering or scientific value in connection with railways; and*
- IV. To advance the education of the public in the history and development of railway transportation.*

It implements the provisions of the Museum, Archive and Education Policies of the Swanage Railway Trust. It therefore provides oversight of:

- The Purbeck Mineral and Mining Museum (PMMM)
- The Swanage Railway Museum (including the Montagu-Jones Library) (SRM)
- The archives of the Swanage Railway Trust
- The archives of the Swanage Railway Company
- Educational activities
- Heritage focussed displays, exhibitions and interpretation initiatives

Actions

The aims of the Museums and Education Group are to deliver these objectives, and will therefore:

- I. produce and regularly review a Museums and Education Plan in relation to the SRT Strategic Plan, and facilitate its implementation;
- II. engage with the process of producing and implementing suitable plans and procedures for the two museums to achieve Arts Council Accreditation for both the PMMM and the SRM, including ratifying and recommending them to the Council of Management for adoption;
- III. ensure co-ordination of activity between the museum and other groups in the furtherance of the Trust's objects;
- IV. promote the role of the museums and educational activity within the Swanage Railway Trust and make representation on their behalf to the Council of Management;
- V. ensure on behalf of the trustees of Swanage Railway that the PMMM Group and SRM Group operate within the adopted procedures of the Trust, including financial procedures.

Organisation and accountability

- I. The M&E Group will work under the auspices and legal framework of the Swanage Railway Trust, a registered charity;
- II. The Group committee will include at least one member of the Council of Management of the Swanage Railway Trust, as appointed by it;
- III. The Group committee will be comprised of up to two representatives of the SRM; up to two representatives of the PMMM; a representative of volunteers engaged in educational activities; the Museums and Education Manager; and SRT members with specific expertise and experience as are invited to join by the committee; other individuals engaged in activities related to the area of interest of the Group can be invited to attend during consideration of specific issues;
- IV. The Group committee will appoint its own chairperson on an annual basis;
- V. The Group will be accountable to the Council of Management via its chairperson and reporting via CoM members;

- VI. Minutes of the two museum groups will be provided to the M&E group. M&E Group minutes will be circulated to the Council of Management;
- VII. A secretariat for the Group will be provided by the Museums and Education Manager who will also provide professional advice;
- VIII. The Group committee will be responsible for ensuring the appropriate systems of management are in place in the PMMM and SRM, overseeing and contributing to the preparation of Forward Plans as required by Arts Council Accreditation, agreeing them and referring those which need endorsement to the Council of Management, via the Museums and Education Group chair and representative CoM member(s);
- IX. The Group committee is responsible for scrutinising and endorsing the plans and associated budgets of both museums. Its role in financial matters is laid out in Appendix A;
- X. The Group committee will be responsible for development of funding applications both internally (e.g. to the Trust education fund via the CoM) and to external bodies, as agreed by the Council of Management, and following Trust procedures.
- XI. The Group committee will be responsible for the promotion of both Museums, archives and all education activities both within the Trust and to external bodies in conjunction with the SR Marketing committee.

Meetings

- Group committee meetings will be held regularly and minutes forwarded promptly to committee members and made available to the wider Group;
- Meetings will be quorate

The Terms of Reference will be formally reviewed on an annual basis.

M&E Agreement date: 10th February 2015

SR CoM notification date: 28th March 2015

APPENDIX VIII - Staff Benefits Policy

Purpose

The purpose of this policy is to outline the benefits that will be provided to recognised staff whilst on duty on Swanage Railway. This policy is subject to change or withdrawal at any time and the benefits listed do not form part of any employee's contract of employment.

Scope

This policy applies to all recognised staff working on SRCL but does not include the separate benefits that are provided by being a member of the Swanage Railway Trust (SRT)

Policy requirements

The following benefits will be routinely offered to staff whilst signed on or officially rostered for duty at railway locations:

- Free tea, coffee, hot chocolate squash or plain water from the Birds Nest at Swanage or the Norden Nest at Norden.
- An agreed discount, set from time to time by the CoM, off all food products from the Birds Nest at Swanage or the Norden Nest at Norden.
- Free tea, coffee, hot chocolate squash or plain water from the On-train buffet for all train crew.
- In locations where there is no reasonable access to the above facilities, such materials will be provided for signed on staff to make their own drinks. I.e. all signal boxes, Corfe Castle staff room, Swanage Bothy, Swanage Red Cross staff room. *
- A meal will be provided to the rostered train crew, i.e. footplate staff and guard together with those signalmen required for operating a Wessex Belle evening dining train. Similarly to those staffing the Belle service requiring one.
- A provided meal for as staff as above when operating a Bistro service or private charter may also be provided if there is sufficient foodstuffs remaining once all paying passengers have been catered for.
- Free line travel to holders of a valid and in date Working Members or Safety Critical Pass.

The following benefits will be available to staff whilst not on duty:

- Reciprocal travel arrangements on other railways as publicised from time to time.
- Eligibility to purchase a HRA InterRail pass providing free or reduced travel on a wide range of other heritage railways subject to the HRA agreed annual charge.
- Eligibility for an ATOC pass (permanent, full time staff only) subject to ATOC conditions.
- On the Wessex Belle Saturday evening dining service staff will be able to book in advance to enjoy a reduced cost of £25.00 per person for themselves and one other i.e. total of 2 persons unless they are advised otherwise at time of booking i.e. that insufficient space remains available to allow this or it is a special event and the opportunity for a reduced cost staff booking is not applicable. Any other accompanying guests to the staff member and guest making the booking who are not staff members themselves will pay the full commercial rate. Once such a reservation is booked this will stand and will not be cancelled unless the service itself is cancelled for all participants.
- Once yearly dining opportunity subject to rules of operation to attend Staff "Thank you" dining trains organised for that purpose at the expense of the Swanage Railway Company. Drinks and extras at personal cost. .

Responsibilities

Managers and supervisors are responsible for ensuring that this policy is implemented in a fair way to all relevant eligible staff.

The Directors are responsible for ensuring the benefits provided are recognised by making a payment from a central budget to the department providing the benefit or in the case of the “Thank you train” covered by the Railway Company itself.

** - or any other location(s) as shall be determined from time to time by the General Manager and made known to staff*

As amended and approved by the Trust Council - June 2013

APPENDIX IX – SRT Memorial Policy

1. A memorial book will be established and will be located at Corfe Castle Station Museum. This will contain details of members, volunteers as notified to the Membership Secretary of the Trust. A uniform style will be adopted that will include name, age, town of residence, Railway department or role, date of joining and date of death.
2. The memorial book will be displayed in an appropriate and secure manner in line with those to be found in formal places of worship or remembrance. The book will be updated at least once a year normally after the SRT AGM. Arrangements will be made and published to enable the book to be viewed.
3. To supplement the memorial book whilst it is under development, written details will be also be maintained separately by the Trust in a database.
4. Disposing of ashes. Scattering of ashes may continue to take place and will be dealt with on an individual basis, normally taking the form of being placed in a suitable combustible container prior to being added to the fire of a steam locomotive or deposited at an approved location. Scattering from moving or stationary trains will not be permitted.. Such requests should be made through the General Manager, or an appropriate Railway manager. Railway staff will be directed to ensure that the responsible Manager is approached prior to ashes being scattered. If a request is made to scatter ashes line-side this will only be authorised by the General Manager. Locations permitted will be places where staff are not routinely expected to work or walk. Exact locations will not be noted, nor commemorative plaques placed or future visits to these sites by family members permitted other than at the time of the scattering. Families should be advised of these restrictions prior to scattering taking place.
5. Benches on Railway property bearing small memorial plaques will remain in situ. New additional benches are no longer permitted but we may on request permit additional plaques to be affixed. This restriction will be reviewed at regular periods. Our previous conditions for the record were: that the bench is placed at a location agreed by the Railway, that the donor agrees to cover the full cost of the bench, that the design and construction of the bench is in accordance with the Railway's policy, that the plaque will only be used for the life span of the bench itself; after that time the plaque will be moved to an appropriate position within the Railway confines unless removed beforehand by the donor or if requested returned to them.
6. Other Memorials such as buildings, gardens, etc. may be considered by the Council of Management following a written request. They will be considered in the wider picture of the operation of a heritage steam railway as a community railway, tourist attraction and work place. Similarly a request to name a building or other property on the Railway in recognition of a person will require the same approach. The Council of Management reserves the right to instigate any of these types of memorial itself on behalf of the Railway as a whole.

7. Any written application should give clear detail of why the memorial is thought appropriate and give full details of the individual(s) to be commemorated. Agreement will not automatically be given and the written approach must be made before any action is undertaken. In certain circumstances discussion will take place both at Trust and Company levels.

8. An annual mark of remembrance, by reading out the names of members who have died since the previous AGM, in addition to a minute's silence will be held at the commencement of the Annual General Meeting.

Liz Sellen,

Membership Secretary

Swanage Railway Trust

January 2017

Adopted: CoM 25.2.2017

APPENDIX X – PROCEDURE FOR THE ELECTION OF THE CHAIRMAN OF THE TRUST

1. Whenever a vacancy for Chairman of the Trust CoM occurs or, routinely at the first meeting of the CoM after the AGM, the outgoing Chairman (even if seeking re-election) shall relinquish the chair.
2. An Acting Chairman, providing he/she is not a candidate, shall be elected by the CoM members present to conduct the election and on taking the chair shall call for nominations.
3. In the event of only one candidate being proposed, the Acting Chairman shall repeat a call for any further nominations. There being none, the Acting Chairman shall declare the candidate duly elected and relinquish the chair.
4. If there are two or more candidates properly proposed and seconded, the Acting Chairman shall ask each in turn if they wish to make a short statement. After each candidate has spoken, the Acting Chairman shall ask Council members if they have any questions for any of the candidates in open session.
5. On conclusion of questions, the Acting Chairman shall ask if members wish to discuss the candidates in their absence. If there is a simple majority in favour of such a discussion, the candidates shall withdraw from the meeting.
6. On conclusion of the discussion, the candidates shall return and a secret ballot held, two tellers being appointed from those not seeking election. On completion of the ballot, the Acting Chairman shall declare the result.
7. Where more than two persons have been nominated and seconded for Chairman and of the votes given there is not an absolute majority in favour of one person, then the person with the least number of votes shall be excluded and a further secret ballot held until a majority of votes are given to one person; if necessary, the process being repeated. The Chairman, so elected, shall then assume the chair.
8. In the event of a tied vote, if no candidate withdraws, a re-ballot shall be held.
9. In the event of there still being a tie, a chairman for that meeting only, shall be elected to enable other business on the agenda for that meeting to be completed, and the election of Chairman shall be held over until the next CoM meeting, when the above procedure shall again be followed.

MAS/SRT/Final 11/08

Approved by SRT CoM 1st November 2008

APPENDIX XI – Roles and Responsibilities of SRT CoM Observer to SRC Board Meetings

This policy defines the role and responsibilities of the Trust's observer to the Swanage Railway Company (SRC) board meetings.

1. The Trust Council at its ordinary meetings shall nominate one of its number who shall not be a Director of the SRC to attend such meetings of the board as may take place prior to the next ordinary meeting of the Council in the role of observer.
2. The observer shall at all times place the best interest of the Trust ahead of all others.
3. The observer shall be responsible and accountable to the Council.
4. The observer shall not participate in the discussions of the board unless invited to do so by the Chairman. The observer may however indicate a desire to represent a Trust interest by indicating to the Chairman. Such interests are as defined in the Trust's constitutional documents, including inter alia its policies, the expectations of the membership, heritage assets and the strategic direction and development of the Swanage Railway Project.
5. The observer shall contribute to the report on Company business delivered to the Trust Council and ensure that all matters relevant to the interests of the Trust are duly reported.
6. The observer shall be bound by board rules of confidentiality provided that these relate to matters of concern for the SRC Board alone and do not compromise the interests of the Trust or the Council.

Version 1, SWD 10/04/2009

APPENDIX : XII – Patrons & Fellows Policy

The Swanage Railway Trust in its Articles allows for a maximum of five Patrons to be appointed. Also allowed is for, from within the Trust Membership itself, Fellows to be appointed. (Article 9 of Trust Articles – addition to allow this made March 2006)

In Autumn 2013 the decision was taken to appoint such Patrons and to consider the appointment of Fellows and this policy is in support of that decision.

PATRONS

APPOINTMENT & OBJECTIVES

- The Council of Management may appoint up to five Patrons of the Trust.
- Appointments shall be for life, subject to the rules and regulations of the Trust and will be non-executive.
- A Patron is an individual or an office of standing in the community whose appointment shall enhance the standing of the Swanage Railway Trust.
- The role of Patron shall be to enhance, actively or passively by association, the external standing and profile of the Swanage Railway.
- Patrons shall be individuals of distinction with an affinity or sympathy either for the Swanage Railway, the heritage or railway industry in general, Dorset or other such connection.
- Where patronage belongs to an office (i.e. a Lord Lieutenant or a local MP), this transfers to the incumbent. In practice, it may be preferable to make such offers of patronage to each new incumbent for the period of their office, rather than on an ongoing basis.
- Patrons do not necessarily have to be a Member of the Trust, although the appointment shall convey honorary membership.
- Patrons will be given a named contact who will fulfill the role of point of contact as required as a “relationship contact”.

TRUST APPOINTMENT PROCEDURES

- Any member can make recommendations for appointment of Patrons to the Council of Management who will consider such offers of appointment. The nomination should be accompanied with a written statement setting out why the nominee is suitable.
- The Council of Management will ensure the nominator, if not within its own Committee, is kept fully abreast of discussions and ultimately decisions taken.
- Appointments will be publicised widely for the knowledge of all Railway staff, paid and volunteer, and to members of the Railway Trust.
- In due course consideration will be given to Patron information appearing on letterheads and prominently in the Swanage Railway Magazine and its appropriate websites

TRUST ONGOING OBLIGATIONS

- Unlimited free travel when visiting the Swanage Railway in support of the Railway's goals, to be arranged via their relationship contact if required.
- At least annually a formal "Patrons Day" will be held with all Patrons invited to attend.
- Details of Patrons will appear in Swanage Railway publications and appropriate websites. Contributions from them if agreeable to appear in such areas
- Invitations to Annual General Meetings of both Trust and Company will be extended
- Invitation to any Railway openings or other special events, as Railway Guest will be issued.

TRUST TERMINATION PROCEDURES

- The Council of Management can withdraw an offer of patronage at any time.

FELLOWS

APPOINTMENT & OBJECTIVES

- The Council may appoint individuals as Fellows of the Trust.
- There is no limit set on the number of Fellows.
- Appointments shall be for life, subject to the rules and regulations of the Trust and shall be non-executive. Fellowship can be withdrawn at any time at the Council of Management's discretion.
- The objective of the appointment shall be to recognise the influential and continuous commitment of an individual to the development of The Swanage Railway over a significant period of time, which shall normally be at least fifteen years, and after that leading role has been relinquished or where the individual has provided distinguished voluntary support towards a particular objective.
- The Fellow shall be a long-standing member of the Trust.
- Fellows will be given a named contact who fulfil the role of point of contact as required as a "relationship contact".
- The intention of the Council is that nominations for appointment as Fellows of the Trust shall come from a petition from the membership of the Trust such signatories to be not less than ten number and each with not less than ten years continuous membership.

TRUST APPOINTMENT PROCEDURES

- Nominations for Fellows should be considered by the Membership Department at an early stage to avoid embarrassment if nomination doesn't meet the APPOINTMENT & OBJECTIVES criteria"
- The Trust Council will sit in closed session to discuss nominations and if appropriate approve the appointment by a majority vote.
- On appointment the Fellow will be awarded honorary PLM status.

TRUST ON GOING OBLIGATIONS

- At least annually a formal “Patrons Day” will be held to which Fellows will also be invited to attend.
- Details of Fellows will appear in Swanage Railway publications and appropriate websites. Contributions from them if agreeable to appear in such areas.
- Invitations to any Railway openings or other special events, as Railway Guest will be issued.

TRUST TERMINATION PROCEDURES

- The Council of Management can withdraw an offer of patronage at any time.
- If the Fellowship status is withdrawn, the Honorary PLM status will also be withdrawn.

Approved by CoM 29/03/14

Updated 28th February 2015

APPENDIX : XIII – Financial Policy & Procedures

Definitions

The Swanage Railway Trust – also referred to in this document as “the Charity” or “The Trust”. The Trust is the Registered Charity with overall responsibility for the operation and ongoing development of the Swanage Railway project.

Swanage Railway Company Ltd – also referred to in this document as “the Company”. The Company is a wholly owned trading subsidiary of the Trust whose prime purpose is managing the daily operation of the Swanage Railway.

a) Financial Policy

1. The Board of Trustees of the Charity, known as the Council of Management, and the Board of Directors of the Company are equally responsible for:
 - Safeguarding the assets of the Charity and the Company respectively
 - Preventing fraud
 - Avoiding mistakes
 - Keeping financial records in accordance with the governing document and relevant legislation (e.g. Charities Acts, Companies Acts etc).
 - Preparing Annual Accounts in accordance with the governing document and relevant legislation

2. To enable the Council of Management and the Board of Directors to carry out these responsibilities, the Financial Procedures detailed below must be followed at all times by all Trustees and Board of Directors members, staff and volunteers.

3. A copy of this policy and procedures will be given to all Board of Directors members on their election/appointment to the Board, and to all relevant staff and volunteers.

4. The policy and procedures will be reviewed annually by both the Board of Directors and Council of Management and revised as necessary.

b) Financial Procedures

1. Organisational Information

- a) The Financial Year currently runs from 1 January until 31 December

The current professional providers/advisers to the Trust and Company are as follows:-

- b) Bankers – Barclays Bank plc, Poole

c) Auditors/Financial Advisers – Ward Goodman Ltd, Ferndown

d) Solicitors – Ellis Jones, Swanage; Humphries Kirk, Swanage and Winckworth Sherwood, London

The auditors and financial advisers of both the Trust and the Company shall be the same.

2. Bank Accounts

- a) All bank accounts must be in the name of either the Trust or the Company
- b) No account may be opened in the name of an individual or individuals.
- c) New accounts may be opened by the Trust Treasurer or Company Finance Director at their discretion.
- d) Changes to the bank mandate may only be made by a decision of the relevant management body which must be minuted.
- e) As far as practicable, two people should be involved in counting cash receipts.
- f) All monies received must be banked as soon as conveniently possible.
- g) All cheques issued and any external payment authorisations (e.g. BACS payments) must be signed by two signatories.
- h) The signatories are responsible for examining the cheque/payment instruction for accuracy and completeness.
- i) The Finance Manager or his/her deputy is responsible for ensuring accuracy and completeness prior to transmission.
- j) The signatories are responsible for examining the payment documentation (purchase invoice etc) prior to signing the cheque or authorising a BACS payment.
- k) Blank cheques must **never** be signed.

3. Signatories to the bank accounts

Swanage Railway Trust

Signatories on cheques, Direct Debits, Standing Orders, Internet banking payments or on any other payment instructions will comprise any TWO of the Treasurer, Finance Manager, Deputy Finance Manager, Company Finance Director or General Manager

Internal transfer of funds between any accounts of the Trust may be made on the authority of any ONE signatory.

For any payment made to third parties the relevant invoice or paperwork relating to the transaction must be countersigned as soon as is practicable by the Treasurer or, in his/her absence, the General Manager or the Company Finance Director

Swanage Railway Company

Signatories on cheques, Direct Debits, Standing Orders, Internet banking payments or on any other payment instructions will comprise of any TWO of the Finance Director, Finance Manager, Deputy Finance Manager, Trust Treasurer or General Manager

Internal transfer of funds between any accounts of the Company may be made on the authority of any ONE signatory

For any payment made to third parties the relevant invoice or paperwork relating to the transaction must be countersigned as soon as is practicable by the Finance Director or in his/her absence the General Manager or Trust Treasurer

The Trust will engage the staff employed in the Company's Finance Department to keep and maintain the accounting records of the Trust. In recognition of this service the Trust will pay the Company an agreed monthly fee as a contribution towards the staff costs of those employed.

4. Annual Budget

- a) An annual budget, setting out the railway's financial plan for the year, will be prepared so that the Council of Management and the Board of Directors can approve it as soon as is reasonably possible.
- b) The budget will be prepared by the following personnel:
 - Treasurer of the Trust
 - Finance Director of the Company

Assistance should also be sought from Departmental Managers employed by the Company together with any other suitably qualified staff including members of the Council of Management and the Company Board as appropriate

5. Financial Reports

- a) A financial report relating to the Swanage Railway Trust will be prepared by the Treasurer for every meeting of the Council of Management.
- b) A financial report relating to the Swanage Railway Company will be prepared by the Finance Director for every meeting of the Board of the Company.
- c) The financial reports of both the Trust and the Company shall be circulated to each member of the Board and Council of Management.

6. Accounting and other financial records

The railway maintains an industry approved standard commercial software (currently Sage) for its computerised accounting system.

The system should be backed up daily and a copy of the appropriate disc be taken off site overnight by a member of the Finance team

7. Insurance

- a) Appropriate Insurance policies will be maintained to cover the risks to which the railway might be exposed. Examples of the main areas to be covered are:
 - Employer's Liability
 - Public Liability

- Buildings and Contents
- Business Interruption
- Locomotives and Rolling Stock
- Retail and Food stocks

b) An inventory of all the principal assets of the railway will be kept and regularly updated.

8. Borrowing powers of the Charity and the Company

Borrowing on commercial terms by either the Trust or the Company is allowed where it can be demonstrated that all other sources of funding have been exhausted.

During the winter the income of the Company is reduced such that it may be necessary for short term borrowing to be agreed to assist cash flow until such time as this is repaid from increased revenue during the summer. Where the Trust has sufficient surplus funds on hand these may be lent to the Company to fund such temporary borrowing, either in part or in whole, to avoid the cost of seeking finance from the Company’s bankers or other commercial source.

The Trust Treasurer and the Company Finance Director must reach prior agreement as to the amount required, the period of repayment, and ensure that the cash flow of the Trust will not be adversely affected. Such proposals must be placed before the Council of Management for approval before any transfer of funds is made. Where temporary borrowing of this nature is agreed, the Trust will charge interest to the Company on the outstanding balance at a minimum of 3% above the Banks’ Base Rate.

No other form of borrowing between either entity will otherwise normally be permitted.

A separate document entitled “Expenditure Authorisation Procedures” forms an appendix to this document and should thus be read in conjunction with the above policies.

This Financial Policy, and the financial procedures detailed above were agreed and minuted at meetings of the Council of Management and the Board of Directors

Approved and minuted at a meeting of the Council of Management of
The Swanage Railway Trust

Signed:.....
Secretary, The Swanage Railway Trust

Date:.....

Approved and minuted at a meeting of the Board of Directors of the Swanage Railway Company Ltd

Signed:.....
Secretary, Swanage Railway Company Ltd

Date:.....

APPENDIX: XIV – Reserves Policy

The Trust has a requirement for a high level of reserves due to its large investment in fixed assets for both the charity and its trading subsidiary and for setting aside resources for future projects.

Where funds have been raised for specific projects, the Trust maintains separate funds either as restricted or designated funds – see notes ** and **.

The available reserves of the Trusts are as follows:

	£
Total consolidated funds at 31 December 201*	-
Less:-	
- Fixed assets	-
- Restricted funds held in bank balances	-
- Designated funds	-
Net reserves	<u>00000000</u>

The Trust will continue to make grants to its trading subsidiary for the purchase of fixed assets in 201* which will reduce the available reserves shown above. The Trust will continue to fund capital expenditure as outlined in the Strategic Plan together with investment in locomotives. Accordingly, it is anticipated that reserves will reduce over the next few years unless such expenditure is matched by the receipt of large donations or legacies.

The Directors review the finances of the Trust each month at the Council of Management meetings.

APPENDIX: XV – Policy relating to the use of Legacies Money

The Swanage Railway has now reached a stage whereby future development and expansion can only be achieved by maximising the benefit of the significant funding received. One key way of achieving this is to promote and encourage all those who support the railway to leave a legacy in their Will. Legacy income is increasingly being promoted by most major charities, including heritage railways, and is now widely regarded as a key source of future funding.

Legacy income relates solely to monies received under the terms of a Will. Such monies will normally be received direct from executors or solicitors acting in the administration of the estate of the deceased. This policy provides guidance for the use of legacy funds for general purposes where no conditions are attached to the bequest.

The Swanage Railway Trust is the registered charity supporting the Swanage Railway and as such, any bequest or legacy as part of a Will must be made in favour of :- “The Swanage Railway Trust (Registered Charity No:1087318)”.

Prime point of Contact

The Trustees may appoint a person to act as the Legacy Officer, who will be the first point of contact between the Railway and people seeking guidance on writing bequests in their Wills. Similarly this officer will also act on behalf of the Trust in dealing with all day to day matters in respect of correspondence or e-mails from executors/solicitors administering an estate.

In addition, this officer will also support the marketing and promotion of Legacies to both the membership and the general public.

The Legacy Officer should routinely report to the Trustees on matters of interest and items requiring Trustee’s decisions.

Specific Bequests

Although the Trust recommends that bequests do not have specific conditions attached and are for “its general charitable purposes”, we recognise that the ultimate decision is a matter for the person writing their Will (i.e. the Testator) and where they remain adamant, restrictions may be applied which are outside of our control. Specific bequests may also be appropriate where the Testator wishes to ensure that their monies are only used to support a particular area of the railway’s activities. In these circumstances, rather than lose any such bequest, it will be suggested to those who feel this way that they make a specific legacy. However, we will ask that this is written in the widest sense which will still allow us to have some choice and the Legacy Officer will offer advice in this respect. Consequently, if a conditional bequest is received then the Council must adhere to the Testator’s wishes and make every effort to ensure that such monies are applied solely for the stated purpose. Should this not prove possible (e.g. a locomotive or item of rolling stock is no longer on the railway or a specific fund is no longer active) then the Legacy Officer, following the Trustee’s agreement, will contact the Executor or personal representatives of the deceased and advise them of the reason why the bequest cannot be accepted. Other suggestions for benefitting the railway will then be made with a view to obtaining agreement for alternative use of the funds.

Donations of items in kind

Our current publicity material asks for potential Testators who intend donating locomotives, rolling stock, operational equipment, books, model railway layouts etc., to contact the Legacy Officer before making their Wills.

If the Railway receives offers of such items we will consider whether we can make use of them. Alternatively, such items may be offered to the Museums or Library or, if still not required, they may then be offered for sale for general fundraising. The Legacy Officer will work with the Museum Groups to reach a recommendation, which should be noted by Trustees.

Criteria for determining use of legacy funds.

Recommendations to use bequests must take into account:

1. Specific conditions attached to a bequest, which will override all other matters whilst the conditions remain in-force.
2. Any known preferences of the testator expressed to Trust members. The Trustees will note these views but will use their discretion and are not bound by them. Where considered appropriate, the Legacy Officer will canvas these views.
3. The funds will be for investment in developing the Swanage Railway
4. Proposals to lend legacy funds to the SRC for financing projects will be at commercial rates of interest and on repayment terms consistent with other commitments known by the Trust at that time. Loans will not be granted to other parties or Companies unless a compelling case can be made.
5. Legacy funds will only be used to support day-to-day revenue expenditure of the SRT.

Management of legacy funds.

The Legacy Officer will maintain accurate records as to income received and of expenditure approved. Feedback to families of the testators should be provided upon request.

Making recommendations for expenditure.

When any project funding is required which needs to make use of legacy monies, the Treasurer should manage the process to make recommendations to the Trustees for expenditure consistent with these guidelines.

If, prior to presentation to the Trust Council, the recommendation requires review by a sub-group the Strategic Planning Group will perform this role.

Dealing with instances where a dispute arises.

In those instances where a Will/Codicil is contested by the family or other beneficiaries of the estate, or where any other dispute arises, the Legacy Officer will act as the point of contact on behalf of the Trust in handling all the day to day issues. However, he/she will keep the officers and Trustees informed of developments on a regular basis and also seek guidance where this is required.

Where such circumstances arise it is acknowledged that negotiations have to be undertaken with the legal representatives of the party concerned. This may also include a round table meeting to reach a final settlement. In such cases, the Officers of the Trust - i.e. Chairman, Deputy Chair, Secretary and Treasurer - are authorised to work with the Legacy Officer in negotiating any settlements, and jointly making such decisions as may be required or necessary with the prime intention of safeguarding the interests of the Trust as far as possible. When such negotiations are eventually finalised and a proposed settlement is reached then this will be placed before the Trustees at their next meeting for ratification.

However, in exceptional circumstances where time does not allow, such approval may be sought from the Trustees by means of e-mail correspondence. In either case the majority view of the Trustees will be final.

21 November 2016 (Draft Version 7) PTC

Approved by SRT CoM on 26th November 2016

APPENDIX XVI - Swanage Railway Trust 4TC Group (4TCG) Terms of Reference

1. Objectives

- a. The 4TC Group (4TCG) is an internal group of the Swanage Railway Trust (SRT) and exists as a support group authorised by the SRT Council of Management to oversee and support the restoration and upkeep of a genuine British Rail (BR) 4TC (Trailer Control) multiple unit utilising vehicles owned by the SRT and which were transferred from the Swanage TC Group (STCG).
- b. It is intended that the 4TC will be utilised to fulfill Swanage Railway Company passenger timetable commitments, including the possibility of operating a future Swanage – Wareham service.
- c. 4TCs were regularly operated by BR on the South West mainline between Bournemouth and Weymouth between 1967 and 1987 and ran on the Swanage branch prior to the line's closure in 1972. The 4TCs were unique to the area and the restoration of a unit is fully compliant with the SRT's stated objectives and its strategic plan.

2. Rolling Stock

The rolling stock comprises an ex-BR Class 438 4TC unit consisting of:

- Mk. 1 Driving Trailer Second Open 76298 *
- Mk. 1 Trailer First Corridor 70855
- Mk. 1 Brake Second Corridor 70824
- Mk. 1 Driving Trailer Second Open 76322.
- Mk. 1 Driving Trailer Second Open 76275

(* spare vehicle)

3. Actions

The aims of the 4TCG are to deliver the objectives whilst facilitating wider participation for working members. This will be done by:

- 3.1 Producing and implementing appropriate restoration plans, in accordance with the Swanage Railway's Projects Process.
- 3.2 Putting in place robust governance and financial arrangements – including proactive fundraising.
- 3.3 Raising awareness of volunteering opportunities for any SRT Member, providing support, mentoring and the training of volunteers as appropriate.
- 3.4 Encouraging any volunteers who are not members of the SRT, including original STCG shareholders, to join the SRT.
- 3.5 Raising funds in support of the 4TC Group's activities and development.
- 3.6 Working closely with the appropriate SRC Managers on the utilisation of facilities and resources required to further the 4TCG objectives.
- 3.7 Engaging with opportunities to provide educational activities regarding the history and use of the 4TC.

- 3.8 Implementing the provisions of a forward plan to ensure the preservation, maintenance and upkeep of the 4TC.
- 3.9 In due course supporting the preparation of an operating agreement with the Swanage Railway Company.

4. Organisation and accountability

- 4.1 The 4TC Group will work under the auspices and legal framework of the Swanage Railway Trust, a registered charity.
- 4.2 The Group committee will be comprised of working members and supporters of the 4TC Group appointed by the Group at an annual Open Meeting.
- 4.3 The Group committee will consist of a minimum of four and a maximum of six members;
- 4.4 The Group committee will appoint its own Chairperson annually.
- 4.5 The Group will be accountable to the Council of Management via its Chairperson and reporting via invited CoM members.
- 4.6 CoM members are invited to attend as observers.
- 4.7 The Group committee will be responsible for agreeing a programme of activities for the Group, overseeing and contributing to the preparation of plans and policies as required by referring those which need endorsement by the Council of Management to that body, via the representative CoM member(s).
- 4.8 The Group Committee is responsible for oversight of Health and Safety matters, ensuring the implementation of, and full compliance with, the SRC Safety Management System.
- 4.9 The Group committee will be responsible for raising and disbursing funds for the restoration of the 4TC.
- 4.10 All financial transactions are to be conducted appropriately according to the procedures adopted by the Swanage Railway Trust and Swanage Railway Company Finance department (who have the delegated responsibility for purchasing and payments). Financial reports will be made available to the committee on a regular basis for review and the committee takes responsibility to set budgets for restoration activity.
- 4.11 The Group committee will be responsible for development of funding applications both internally (e.g. to the Trust via the CoM) and to external bodies, as agreed by the Council of Management, and following Trust procedures.
- 4.12 The Group committee will be responsible for the promotion of the 4TC and its activities in conjunction with the SR Marketing committee, and proactively seek new opportunities to fulfil the SRT's objectives, providing more volunteering opportunities and supporting and developing volunteers.
- 4.13 Once a decision is reached by the Group committee, all members of the committee must, as part of their collective responsibility, support that decision.
- 4.14 Minutes of Group meetings, once approved at a subsequent meeting will be made available to members and passed to the CoM for information.
- 4.15 Additional progress will be published via Swanage Railway Magazine, all formal SR websites and social media outlets, the 4TCG website, 4TCG Facebook page and 4TCG mailing lists.

5. Meetings

5.1 Group committee meetings will be held at least quarterly and minutes forwarded promptly to committee members and made available to the wider Group.

5.2 Meetings will be quorate when a least three members of the Committee are present.

6. Definitions

- SRT - Swanage Railway Trust. Charitable trust of which the 4TCG is part of.
- 4TCG - 4TC group. Support group which is part of the SRT to manage the 4TC vehicles owned by the SRT.
- STCG - Swanage TC Group. The previous owner of the 4TC. Currently in a “dormant” state.
- SUPPORTER - Someone who supports the group either financially, or by volunteering for the group.

These Terms of Reference will be formally reviewed on an annual basis.

4TCG Agreement date: 23rd February 2017

SRT CoM approval date: 25th February 2017

APPENDIX XVII - Premier Life Membership Policy

The membership category of Premier Life Member (PLM) was withdrawn by the Council of Management in November 2010. On withdrawing the PLM category from sale the CoM reconfirmed that all existing PLMs would be entitled to free travel at no cost to the PLM on all future timetabled passenger train services between Swanage, Norden, and Wareham. The CoM confirms that this entitlement includes passenger trains which may operate between Norden and the SR's boundary with Network Rail. This policy will apply if a Wareham service is provided directly by the Swanage Railway Company (SRC) or by a third party train operator on behalf of the SRC.

PLM's may **not** travel free of charge on any of the following train services. To travel they must pay the full fare payable by non-members:

- Dining trains
- Charter trains organised by SR or another train operator
- Driver experience
- Santa Special services
- Pre-booked only train services

PLM travel is possible on all of the above, providing that any payment due has been made through the authorised booking process. Preferential treatment is not conferred by being a PLM.

Travel in first class accommodation on ordinary passenger services attracts payment of the supplement only. For all other first class travel payment for fare and any associated offer is required in full, unless an alternative offer or discount is applied.

PLM is non-transferable.

LIFE TIME TRAVEL MEMBERSHIP POLICY

All LifeTime Travel Members (LTTMs) are entitled to free travel at no cost to the LTTM on all timetabled Swanage Railway Company passenger train services between Swanage and Norden.

LTTM's may not travel free of charge on any of the following train services. The full fare payable by non-members applies:

- Dining trains
- Charter trains organised by SR or another train operator
- Driver experience
- Santa Special services
- Pre-booked only train services

LTTM travel is possible on all of the above, providing that any payment due has been made through the authorised booking process. Preferential treatment is not conferred by being a

LTTM.

Travel in first class accommodation on ordinary passenger services attracts payment of the supplement only. For all other first class travel payment for fare and any associated offer is required in full, unless an alternative offer or discount is applied.

LTTM is non-transferable.

Approved by SRT Council of Management

25/02/17

APPENDIX XVIII - Terms of Reference – Finance Advisory Group

PURPOSE

The purpose of this group is to provide the SRC/SRT Directors with financial advice mostly from a strategic perspective but also to advise and support the Company Finance Director and the Trust Treasurer. Its principle aim will be to assist Directors to have a full understanding of the Railway's finances.

MEMBERSHIP

The Chairman of the group shall be both a Board member and a member of the Council of Management
The Swanage Railway Trust Treasurer
The Swanage Railway Company Finance Director
The Swanage Railway Company Finance and Payroll Manager

In addition there will be a minimum of two and a maximum of four other members who have relevant and appropriate experience of financial management, control, analysis and reporting and who may or may not be a SRC and SRT Director. These members will be appointed annually by the SRC Board of Directors and confirmed by the Council of Management upon the recommendation of the Finance Advisory Group. Representatives of the external auditors and the Internal Audit Committee may be invited to attend on an ad hoc basis. With the agreement of the Chair of the Board and Chair of COM the group may engage external financial advice which will not be restricted to the external auditors.

REPORTING TO

The Group will report jointly to the SRC and SRT Board.

MEETINGS

The Group shall meet on a **minimum** of six occasions each year with the Chairman of the group responsible for convening each meeting. The minutes of such meetings will be circulated to Swanage Railway Company Directors and also to Council of Management members. The Finance and Payroll Manager will act as the minute secretary. Minutes will be agreed by the Finance advisory Group within 10 working days of the meeting and circulated to SRC/SRT directors.

DELIVERY REQUIREMENTS

The Group will:

- Agree an implementation and monitoring plan for the auditors annual recommendations
- Review draft audited accounts for Trust and Company.
- Review all significant Trust and Company risks with a financial dimension and make recommendations accordingly.
- Review and monitor expenditure and cash flow relating to Project Wareham
- Monitor and analyse income and expenditure for the passenger Service from Wareham during the two year trial.
- To prepare a financial reporting model inc. KPIs for the Board, the Council of Management and senior managers
- To advise the board and council of management on a model for business plans and the management and financial data required for decisions e.g. active costing
- Review proposals for changes to timetabled services, together with any new projects or other proposals affecting the finances of the railway.

- Review the capital expenditure programme and advise on funding availability, options and cash flow implications
- Review budget construction and assumptions.
- To advise on how new technology could enhance the efficiency of the finance function.
- Regularly review accounting systems so as to be confident that they are fit for purpose.
- Review the accuracy of financial records and reporting.
- Regularly review systems and procedures with the objective of reducing the risk of fraud.
- Review any changes in legislation which may affect the work of the Finance Department
- Advise the Board of Directors and the COM of the Trust of the likely impact of staffing levels.
- Succession planning for key personnel within the Finance Department will be considered and reviewed.
- Consider requests from Departmental Managers for changes to routine reports produced by the Department.
- Periodically review the Financial Authorisation Procedures.
- Review purchasing practices to improve operational efficiencies
- Review the capitalisation of the SRC and the lack of “true working capital”
- Review large unfunded projects e.g. water tower, turntable and third Southern mogul locomotive

Version 4 - April 2015