

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 17<sup>th</sup> January 2009 at Rowington Village Hall, Rowington, Warwickshire.

Present:

John Baylis	Clive Henderson	Alison Smedley
Doug Beard	Bill Joyce	Gillian Smith
Derek Bradley	Peter Kelly	Roger Squires
Ray Carter	Mike Palmer	Paul Strudwick
Les Etheridge	John Pomfret	Frank Wallder
Tony Harrison	John Reeve	Vaughan Welch

In Attendance: Neil Edwards, Helen Elliott-Adams and Jo Gilbertson

Apologies for absence were received from John Fletcher and Ian West

Clive Henderson noted the resignation of Neil Arlidge during December, and trustees asked that a letter of thanks be sent to him.

9227

#### MINUTES

Trustees approved the minutes of the Board's meeting held on 15<sup>th</sup> November, including the edited version for publication.

Trustees asked that only the terms 'region chairmen' and 'elected trustees' should be used when referring to the two differently appointed sets of trustees, and noted that this tied in to the Articles of Association.

9228

#### REGION REORGANISATION – CONSEQUENTIAL ARRANGEMENTS

A paper from the national chairman had been circulated with the agenda setting out proposed arrangements as a consequence of the decisions made concerning regions at the November 2008 meeting. Following the November meeting, a number of arrangements had been agreed by trustees by e-mail. These were approved to be as follows:

- (i) The change-over date for the new regions is to be 30<sup>th</sup> April, with all the re-alignment of branches happening that day, and the three regions due to close are to close-down on that day. Although the three discontinuing regions might resolve to effectively close down at their AGM, before 30<sup>th</sup> April, they would stay in existence until the end of April so that all the changes could happen on the one day. This would enable branches moving from one region to another not to find themselves outside of any region during a change-over period.
- (ii) All currently arranged region AGMs should continue as planned, and elections to all continuing region committees should take place in the usual way.
- (iii) On 30<sup>th</sup> April, those people that have been elected to a region committee, and are moved from that region as a consequence of their branch's realignment, would automatically become a member of the committee of the region that they have moved to, with the same term of office as they had at the region from which they have moved.
- (iv) Each region committee should meet after 30<sup>th</sup> April, but (preferably) prior to the May meeting of trustees, to elect region officers. Existing region officers should remain in post until that meeting

(other than in the regions that are due to close down on 30<sup>th</sup> April, where the officers of that region should continue in post until that day).

- (v) At the forthcoming region AGMs, existing region chairmen would stay in office until the first committee meeting outlined in (iv), when they may be re-elected by the region committee or be replaced (as determined above), to serve until September 2009 when they (or their successors) are to be elected by the members of their region by direct vote under the new arrangements.

Clive Henderson asked all region chairmen continuing to serve after 30<sup>th</sup> April to ensure that the proposed new regions would all have at least three elected members after any boundary changes at 30<sup>th</sup> April. Trustees noted that all the current regions would hold elections to their region committee at their AGMs in the normal way; such elected members would then transfer to the region of which their branch would be part of after 30<sup>th</sup> April, on that date.

Trustees reaffirmed use of the terms 'region chairmen' and 'elected trustees' and noted that the terms 'directly elected trustees' and 'ex-officio trustees' were used in the Articles of Association.

Trustees reaffirmed the intent that the number of directly elected trustees should reduce at the 2009 AGM by the same reduction in the number of region chairmen at 30<sup>th</sup> April. A resolution would therefore appear on the agenda of the 2009 AGM to change the prescribed maximum number of trustees to 18, to be ordered on the agenda paper before the election of trustees, or announcement of any ballot.

There had been a suggestion that all currently elected trustees should be asked to stand down at the 2009 AGM, whether or not they would have completed their terms of office by then, so as to enable a full election of all trustees at the September 2009 AGM on an equal basis. However, trustees decided that the disbenefits of this outweighed the benefits, and that the suggestion would not be proceeded with.

After some discussion, trustees reaffirmed the decision made in July 2008 that: *'It should become a matter of good practice, but not a strict rule, that the maximum term of office for trustees should be six years (two terms of three years for elected trustees) before taking a break from the role for at least one year'*. Some trustees were in favour of having a firm rule which either required all trustees to have a break of at least one year after six years, or specified the circumstances in which this could be waived. However, trustees decided against this.

9229

#### AWARDS PANEL

A paper by the chief executive had been circulated with the agenda. Vaughan Welch announced that he did not wish to be considered for appointment to the Panel for 2009. Trustees appointed John Reeve, John Baylis and Paul Strudwick to serve on the Awards Panel for 2009, and that John Reeve would be chairman of the Panel. A paper recommending awards for 2009 would be brought to the March meeting of trustees.

9230

#### AMENDMENTS TO BRANCH AND REGION BYELAWS re LOCAL PUBLICATIONS

The national chairman explained to trustees that some unfortunate comments had appeared in the most recent edition of 'Cargoes', the newsletter of Central Southern Region, consequent to which it had come to light that the content of this publication had not been approved by any trustee. The pre-2007 branch and region byelaws had set out in considerable detail the checking procedures required, but this wording had not been included in the much more concise byelaws approved in November 2007. Trustees felt, that for the sake of clarity, the full requirements ought be reinstated in both the region and branch byelaws at the next revision, but that even in the absence of such revision, the requirements, as set out in the internal section of January 2009 Head Office Bulletin should be adhered to.

9231

#### FORMER NORTHUMBRIA BRANCH

A paper from the chief executive had been circulated with the agenda setting out the sequence of events following the closing of Northumbria Branch in April 2008. Members had been written to and reallocated to the branch of their choice. Trustees noted the aspiration of the North East Region Chairman that there may be potential for a new branch based on the North Yorkshire waterways, and agreed that this should be encouraged.

Trustees agreed the recommendation that Head Office should allocate new members of the area covered by the former Northumbria Branch as follows:

Postcode areas DL (Darlington), DH (Durham), SR (Sunderland), TS (Teesside) to West Riding Branch

Postcode areas YO21 and 22 (Whitby and Robin Hood's Bay) to East Yorkshire Branch

Postcode areas NE1 to 17, NE 21 to 42(Tyne & Wear) to West Riding Branch

Postcode areas NE18 to 20, NE43 to 71 (Rural Northumberland) to North Lancs. & Cumbria Branch

Trustees reaffirmed that all members would retain the right to choose which branch they belong to, where they wish to belong to a different branch to that which would usually be allocated to them by virtue of their home postal address.

Trustees noted that the former Northumbria Branch had limited navigation responsibilities, primarily covering the Tees, but also the rivers Tyne, Wear and Wansbeck, and agreed that responsibility for these waterways should transfer to West Riding Branch, for possible eventual transfer to a new branch covering the North Yorkshire Navigations.

9232

#### CLASSES OF IWA MEMBERSHIP

Jo Gilbertson had circulated a paper covering a review of the current classes of IWA membership with the meeting agenda. The same paper had also been considered by Finance Committee at its meeting earlier the same day. The general intent of the paper was to maximise the Association's income and to streamline the number of categories of membership so as to better facilitate recruitment through clarity of membership advertisement, leaflets and other materials, as the current complex 27 categories tended to obscure some of the key messages with too much detail.

Trustees generally welcomed the paper and the overall intent to amalgamate classes of membership that attracted very few members, including withdrawal of the 'under 26' rate, amalgamating overseas rates and categories of life membership, but were less sure of another suggestion.

There was a general discussion as to whether age was the correct way to distinguish members' ability to pay, it being recognised that there were rich pensioners and poor working people just the same as there were poor pensioners and rich working people. Trustees also felt there was a need to better understand the aims of membership recruitment inasmuch as whether it was entirely for financial income, or numbers of people for lobbying and campaigning purposes or to act as a voluntary workforce, or in what combination and weighting of these and other factors. Trustees suggested that the membership structures of other charities ought to be researched, and a separate consideration of membership recruitment issues would also be helpful.

Trustees thanked Jo Gilbertson for the paper, which had precipitated a helpful discussion, and asked that a further paper be prepared for the March meeting.

9233

REMUNERATION COMMITTEE

Les Etheridge had circulated a paper and updated specification for Remuneration Committee with the agenda. The specification contained one extra role to that which had previously been approved by trustees, which was to consider the terms and conditions of employment for all staff and when appropriate make recommendations for changes to the trustee board. Trustees approved the updated specification.

9234

ROLE OF HEAD OFFICE

The chief executive had circulated a paper with the agenda. The paper comprised a paper that had previously been circulated with the September 2008 meeting agenda along with comments received from national committees, all of which had been consulted on the paper. The views of IWA Festivals and Waterway Recovery Group, expressed at the meeting, were taken into account in addition to those committees that had submitted written views in advance.

In answer to a question, the chief executive explained that the administrative work formerly undertaken for the Dutch Barge Association as a commercial undertaking by Inland Waterways Enterprises Ltd had ceased at the end of 2008. The Association continued to act as the registered office for a number of waterway organisations, and forwarded mail on at no charge, but no outside commercial work was currently undertaken (other than the arrangement of insurance for which no income was earned).

There was a discussion as to whether it was likely to be necessary for Head Office to take on additional work in the future owing to falling volunteer activity, as had been suggested in the paper, and some trustees felt the current economic climate might result in greater volunteer availability.

Trustees considered the comments received from national committees and endorsed the work currently undertaken at Head Office and the arrangements as set out in the paper.

Whilst considering whether or not there was likely to be reducing or increasing volunteer time available in the future, trustees felt it was not possible to draw any particular conclusions.

Trustees agreed that the level of authority that Head Office should have in terms of campaigning and public relations activities was that necessary to undertake the job, but saw no reason to be more specific.

9235

Confidential Item

9236

COMMITTEE APPOINTMENTS

The chief executive had circulated a paper with the agenda. Les Etheridge briefed trustees on the process for making recommendations for new members of Finance Committee, and that a number of prospective members of that committee had attended meetings earlier that day and in November as guests. Trustees:

- (a) Approved the appointment of David Carrington, Mike Dyer, Gordon Harrower, Nick Parker and Kerry Williamson to Finance Committee for terms of up to three years, the exact length of term to be arranged by Les Etheridge with the new members.
- (b) Approved the reappointments to Promotions & Communications Committee of Jerry Sanders, Ray Carter, Jim Shead and Helen Whitehouse be appointed for a further term of three years.
- (c) Noted the retirement of Adrian Fry from the Waterway Recovery Group board, and asked that appropriate thanks be expressed via WRG.

- (d) Noted the appointment of David Pullen to the committee of IWA Festivals division of Inland Waterways Enterprises Ltd by the board of that company at its meeting earlier in the day.
- (e) Noted and endorsed the view of the board of Essex Waterways Ltd that any future appointments to that board should be based on a skills audit, followed by candidates with appropriate skills then being sought and advertised for, with a planned recruitment and selection process.

9237

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	15 <sup>th</sup> November (including edited minutes, for publication)
Navigation Committee	15 <sup>th</sup> November (including edited minutes, for publication)
Restoration Committee	25 <sup>th</sup> October (including edited minutes, for publication)
Promotions and Communications	11 <sup>th</sup> October
Waterway Recovery Group	(none)
Inland Waterways Enterprises Ltd	15 <sup>th</sup> November
IWA Festivals	15 <sup>th</sup> October
Essex Waterways Ltd	18 <sup>th</sup> September

9238

MATTERS ARISING

Trustees noted a written report of matters arising from previous meetings, which had been circulated with the agenda.

9239

INLAND WATERWAYS ENTERPRISES LTD

Les Etheridge briefed trustees and summed up the general concern expressed by the board of Inland Waterways Enterprises Ltd at its meeting held earlier that day concerning the potential impacts of the recession and economic downturn on the business of the Company, and reported that directors had asked that a ‘profits warning’ be given to IWA trustees, covering:

- (a) The likely loss of around £25,000 for 2008;
- (b) The reduced profit forecast and budget for 2009 (now £7,694 against £17,942);
- (c) General concern at the trading prospects for 2009; and
- (d) The question of the purpose of IWA Festivals and sustainability as a fund-raising activity

In response to the question of clarity on the purpose of IWA Festivals, Mike Palmer suggested that a small team should form to undertake some ‘blue sky’ thinking. Other trustees agreed. The national chairman would discuss this with Ian West.

9240

CENTRAL SOUTHERN REGION

The national chairman tabled an additional paper concerning Central Southern Region Committee. Trustees had previously been advised that a meeting of the ‘region committee’ had met on 4<sup>th</sup> January and had appointed Tony Clark as chairman of the region. It had transpired that the region had not adhered to the Region Byelaws for some time, likely many years, although this situation had been allowed to continue owing to the review of the Association’s structure and proposal that the region layer might be disbanded. The question of the validity of the appointment had arisen, and there were differing views on this. Trustees all agreed, however, that the situation was not satisfactory, but welcomed that the branch chairmen of the region appeared to be making moves to regularise the position. In the circumstances, the national chairman had withdrawn the invitation to Tony Clark to attend this meeting, which trustees endorsed. Trustees resolved that the current committee of Central Southern Region be dissolved with immediate effect and asked that an Extraordinary General Meeting of the Region be held, if convenient to coincide with its

Annual General Meeting, at which a new region committee should be elected. Clive Henderson, Doug Beard and Frank Wallder would endeavour to attend and lend support. Clive Henderson would convey this to the branch chairmen.

Trustees asked that, now that the reorganisation of the Association's structure had been settled, all branch and region byelaws should be firmly adhered to, and that region chairmen should ensure this, with any exceptions being brought to trustees to for their consideration.

9241

#### NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 14<sup>th</sup> March at Lapworth Village Hall, Old Warwick Road, Lapworth, Solihull, West Midlands, B94 6HH. Subsequent meetings are due to take place at:

16 <sup>th</sup> May	(at Rowington)
11 <sup>th</sup> July	(at Rowington)
12 <sup>th</sup> September	(at Rowington)
14 <sup>th</sup> November	(at Rowington)

The national chairman noted that Alison Smedley would be unable to attend the next meeting, and that this was therefore her last meeting as a trustee. It was also the last meeting that Frank Wallder would be attending before retiring as trustee. Both were thanked for their service as trustees.

There being no further business, the meeting concluded at 5.00 p.m.