

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 14th March 2009 at Lapworth Village Hall, Lapworth, Warwickshire.

Present:

| | | |
|---------------|-----------------|----------------|
| John Baylis | Clive Henderson | Gillian Smith |
| Doug Beard | Bill Joyce | Roger Squires |
| Derek Bradley | Peter Kelly | Paul Strudwick |
| Ray Carter | Mike Palmer | Vaughan Welch |
| Les Etheridge | John Pomfret | Ian West |
| John Fletcher | John Reeve | |
| Tony Harrison | Paul Roper | |

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

Apologies for absence were received from Alison Smedley and Frank Wallder

Clive Henderson welcomed Paul Roper, recently elected as chairman of Central Southern Region, to the meeting.

9242

MINUTES

Trustees approved the minutes of the Board's meeting held on 17th January, including the edited version for publication.

9243

PUBLICATION OF MINUTES - CONFIDENTIALITY

The chief executive had circulated a paper with the agenda. This reminded trustees that in the interests of openness and accountability, in 2004, they had decided to publish edited minutes of the meetings of trustees and its then three main committees, and over the past five years, such minutes had been made available on the Association's web site. Members had suggested that the range of items made public could be widened; as this would further assist IWA's aims of openness and accountability, and also help people better understand the Association and its work. After a short discussion, trustees approved that:

- (a) There should be a general presumption of making documents available in the public domain unless there was a good reason not to.
- (b) The Association should continue to publish edited minutes of the meetings of trustees, Finance Committee, Navigation Committee and Restoration Committee, as at present and using the following criteria for editing:
 - Text that needs to be kept confidential in the best interests of the Association to be removed;
 - Items of commercial confidentiality to be removed;
 - Views expressed at meetings should be anonymous;
 - Action points should be removed;
 - Items that were critical of individuals or specific parts of the Association should be removed;
 - Minutes should be understandable and accessible (e.g. complete sentences and no abbreviations).
- (c) Edited minutes of Promotions & Communications Committee and Waterway Recovery Group meetings should be published in the same manner as other national committees. Both committees had indicated that they would support such publication, but WRG has requested that any personal detail concerning volunteers should be removed; this was agreed.

- (d) The boards of Inland Waterways Enterprises Ltd and Essex Waterways Ltd would be asked to consider publication of edited minutes of their meetings (including committees thereof, such as IWA Festivals), on the same basis as above.
- (e) Agenda papers for meetings would not usually be published.
- (f) Documents and guidance currently in the officers' area of the web site would mostly be transferred to the main public area of the web site (probably the library section) other than where there was a real need and benefit for confidentiality to IWA officers' only and where personal contact details might be disclosed without an officer's consent.
- (g) All the papers and minutes (other than meeting agenda papers and the full unedited minutes where edited minutes are published) that currently appeared in the trustees-only section of the web site, including all the minutes of branch and region committee meetings, would be transferred to the officers' area of the web site, so as to allow access to all officers of national committees, and to branch and region officers, unless there was a good reason not to do so, in which case such documents would continue to just appear in the trustee only section.
- (h) Once approved by trustees or the relevant committee, the need for confidentiality and / or editing, or otherwise, should be decided by the chief executive, subject to any trustee having the right to object to the publication of any document, or part thereof, which if necessary (in the unlikely event of unresolved disagreement) would be brought to a trustees meeting for final decision.

9244

REGION BYELAWS

The chief executive had circulated a set of proposed revisions to the Region Byelaws that were consequent to the revised arrangements for regions and the election of region chairmen that had been previously approved by trustees. Trustees approved these revisions and asked the chief executive to arrange for their publication.

9245

PROCEDURES FOR THE ELECTION OF REGION CHAIRMEN

The chief executive had circulated a set of draft procedures to set out the arrangements to be followed for the election of region chairmen. These cross-referred to the byelaws and tied-in to the Articles of Association. After a short discussion, trustees approved the procedures as circulated but asked that an additional section be added to provide for a procedure whereby trustees would have the power to remove an unsuitable region chairman. The new procedures would be published and put in place in time for an announcement to recruit candidates to stand for elections to coincide with the September AGM to appear in the May edition of *Waterways* magazine.

9246

ARRANGEMENTS FOR BRANCH AND REGION PUBLICATIONS

The chief executive had circulated a set of draft procedures for the arrangements for branch and region publications following the revision of regions on 30th April. Trustees approved the procedures and asked for them to be circulated to branches and regions.

9247

ARRANGEMENTS FOR REGION FINANCES

The chief executive had circulated a paper setting out proposals for region finances following the reorganisation of regions on 30th April. Trustees noted that regions had followed a variety of different arrangements in respect of their finances, some maintaining bank accounts, and some of those that did using them infrequently. Trustees agreed that, from 30th April, each of the new regions be given the choice and asked to adopt one of the following two financial regimes. Either:

(A) Regions would have their own funds

Regions adopting this option would maintain their own bank account, would make their own arrangements for funding their activities, receive Per Capita where the Region publishes a newsletter or magazine, and be responsible for paying all expenses incurred by members of the region committee (other than those of the region chairman in performing their duties as a trustee, rather than as chairman of the region).

or

(B) Regions would be funded from Head Office, in the same way as national committees

Regions adopting this option would not have a bank account or any other local funds; all expenses would be paid by Head Office, including costs of publishing regions newsletters and magazines. Per Capita would not be paid to the region, but all expenses incurred by the region and its officers would be paid by Head Office on submission of invoices and expense claims forms in exactly the same way as currently happens for national committees. Such regions would not appoint a treasurer.

Trustees reaffirmed that all members of region committees and other officers undertaking work on behalf of regions were entitled to claim expenses under the same rules as currently apply to trustees and members of national committees. Where regions adopted the financial regime (A), such expenses should be submitted to region treasurer and be paid from region funds via the region bank account. Where regions adopted the financial regime (B), such expenses should be submitted to the region chairmen for approval, who should then forward them to the finance manager at Head Office for payment, from national funds.

9248

NATIONAL AWARDS 2009 - CONFIDENTIAL

John Reeve, chairman of the Awards Panel for 2009 had circulated a paper covering the Panel's recommendations for national awards in 2009. Trustees agreed that the following awards should be made:

Cyril Styring Trophy: [a nominee].

Vivian Bulkeley John Salt: [a nominee].

Richard Bird Medals: [5 nominees].

There had been no nominations for the John Heap Salver, or for the Christopher Power Prize Restoration Award. John Reeve would inform award winners and proposers, and make arrangements for presentation at the Annual General Meeting. Until then, the identity of the award winners for 2009 would be kept confidential.

9249

CLASSES OF IWA MEMBERSHIP

Further to the discussion at trustee's January meeting (minute 9232), Jo Gilbertson had circulated an updated paper and proposals prior to the meeting. This paper had also been discussed at a meeting of Finance Committee earlier in the day. Les Etheridge reported that Finance Committee had been generally supportive of the intent of the proposals, but had not endorsed suggestions to introduce a discount for unwaged people and asked that the 'Under 26' be stopped as it was little used. After a short discussion, trustees agreed that, subject to approval at the 2009 Annual General Meeting:

- (a) A discount for people aged over 65 should be maintained, to be available where requested, and should be set as a 20% reduction on the standard rates. Where this might represent a significant rise on the present rate, the increase could be phased in over up to five years.

- (b) The Under 26 rate membership category would be withdrawn.
- (c) The current range of life membership rates would be consolidated to three new rates: Single UK, Joint UK and Overseas; these rates would be set at a multiplier of twenty times the single year rate.
- (d) All the existing annual overseas membership rates would be consolidated into one category based on the current overseas family membership and true servicing costs (currently equivalent to £59) with an annual review of the additional administration and servicing fee based to cover additional postage, etc, to be applied annually as part of the inflation adjustment. The overseas life membership rate would be worked on a multiplier of twenty, using this adjusted rate.
- (e) The four existing categories of corporate membership would be merged into three new categories covering those (a) with an annual turnover of less than £1,000, (b) those with up to twenty paid-employees and (c) those with more than twenty paid-employees.

A further paper would be presented to the May meeting of trustees to recommend rates to come into effect on 1st January 2010 in line with the usual inflation adjustment.

9250

INLAND WATERWAYS ENTERPRISES LTD – LETTER OF COMFORT

The chief executive had circulated a paper to trustees recommending the issue of a letter of comfort to the directors of Inland Waterways Enterprises Ltd, as its accounts at the end of 2008 showed that it was apparently reliant upon the Association not to demand immediate repayment of loans to the company. This position was caused by the trading loss in 2008 of £23,728, primarily owing to the loss incurred at the National Festival of just over £35,000. Trustees agreed to the provision of a letter of comfort, in the form recommended, and authorised Clive Henderson and Mike Palmer to sign the letter on trustees' behalf. Neil Edwards would arrange for the letter to be cleared with the auditors and finalised.

9251

ANNUAL REPORT & FINANCIAL STATEMENTS AND AUDIT ARRANGEMENTS

The chief executive had circulated a paper to trustees explaining that an audit planning meeting was held at Head Office with the auditors, and at which the national chairman was present, on 24th February. Following from this meeting, the auditors had prepared an Audit Strategy document, which has been circulated to all trustees and all members of Finance Committee. This set out the auditors planned programme. Trustees noted and accepted this document.

Trustees noted that the senior audit partner had been invited to, and planned to attend, the latter part of the meeting of Finance Committee, and the meeting of trustees, both due to take place on 16th May. This would provide an opportunity for trustees to raise any questions direct to the auditors on any matters relating to the Annual Report and Financial Statements, and the auditors work. Draft finalised financial statements, the draft Annual Report and Annual Review were all planned to be available to trustees at least 7 days prior to these meetings. Jo Gilbertson had drafted the formal Annual Report and the Annual Review (which is due to be circulated to members with the August edition of *Waterways*). An initial draft of these documents would be circulated to trustees shortly. Trustees noted and approved these arrangements.

9252

ARRANGEMENTS FOR 2009 ANNUAL GENERAL MEETING

The chief executive had circulated a paper reminding trustees that the Association's 2009 Annual General Meeting is due to take place on Saturday 26th September in the Milton Keynes area, and is to be hosted by IWA's Milton Keynes Branch. At its meeting on 28th February, Promotions & Communications Committee discussed the National AGM, and in particular the morning meeting - currently known as the Branch and Region Officers' Meeting. The Committee took on responsibility for arranging and conducting the morning meeting in 2008 at Daventry, and wished to continue to do so. The Committee also wished to

make this meeting more open to all members of the Association, and possibly to change the name of the meeting – (e.g. delete ‘Branch and Region Officers’ and just call it a ‘members meeting’ or ‘open meeting’ or similar). The Committee would seek views from likely participants about the topics to be covered at the meeting, and would be responsible for setting the structure, conducting and organising the meeting. Trustees noted and approved these arrangements.

9253

COMMITTEE APPOINTMENTS

The chief executive had circulated a paper with the agenda. Les Etheridge briefed trustees on the process for determining the periods of appointment for new members of Finance Committee. Trustees:

- (a) Approved the lengths of term of appointment of David Carrington (November 2009), Mike Dyer (November 2011), Gordon Harrower (November 2009), Nick Parker (November 2011) and Kerry Williamson (November 2010) to Finance Committee.
- (b) Noted the election of Jerry Sanders as chairman of Promotions and Communications Committee from 1st April until November 2009.
- (c) Approved the appointments of John Bedingfield and Helen Bedingfield to Promotions & Communications Committee each for a term of three years, to March 2012.
- (d) Agreed that the appointment of Phil Sharpe to Restoration Committee’s advisory panel was cancelled, as it had been unintended by both parties.

9254

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

| | |
|----------------------------------|---|
| Finance Committee | 17 th January (including edited minutes, for publication) |
| Navigation Committee | 17 th January (including edited minutes, for publication) |
| Restoration Committee | 13 th December (including edited minutes, for publication) |
| Promotions and Communications | 6 th December |
| Waterway Recovery Group | 1 st November and 18 th January |
| Inland Waterways Enterprises Ltd | 17 th January |
| IWA Festivals | 13 th December and 14 th January |
| Essex Waterways Ltd | 10 th December |

9255

MATTERS ARISING FROM PREVIOUS MEETINGS

- (a) Trustees noted a written report of matters arising from previous meetings, which had been circulated with the agenda.
- (b) Clive Henderson reported that he had held a discussion with Harry Arnold concerning the future of the Rolt awards. He also planned to visit Sonia Rolt to discuss the centenary of Tom Rolt’s birth in 2010.
- (c) Clive Henderson said that he intended to include trustees’ training, guidance and assessment on the agenda of the May meeting of trustees.

9256

IWA NATIONAL FESTIVAL – OBJECTIVES FOR 2009

Ian West had circulated a paper to trustees setting out proposed objectives for the Festival for 2009; this paper had also been considered at the board meeting of Inland Waterways Enterprises Ltd held earlier in the

day. Trustees were supportive that the published Aims and Objectives for IWA's National Festival at Redhill 2009 should be along the lines of:

- To interest, enthuse and engage the wider community in the waterways.
- To attract new membership for the Association and promote the aims and objectives of the Inland Waterways Association.
- To focus the attention of national and local government on the value of inland waterway corridors, and remind them of the benefits of investing in improvement, restoration and proper maintenance of canals and river navigations.
- To promote education about the inland waterways.
- To provide an opportunity for the inland waterway business community to contribute to the well-being of the waterways.
- To encourage support for local waterway organisations.
- To provide a platform for the promotion of waterway restoration work with a particular local focus on.
 - The Cromford Canal
 - The Derby Canal
 - The Grantham Canal
 - The Melton Mowbray Navigation
 - The Sleaford Navigation
 - Foxton Inclined Plane (subject to involvement by the Foxton Inclined Plane Trust)
- To raise money for the charitable purposes of The Inland Waterways Association, to whom all profits are given.

There were requests to add in an objective relating to the promotion of water freight opportunities and its environmental credentials, and also that Waterway Recovery Group be mentioned. Ian West would take the document back to the Festivals committee and submit a final version for approval at the May meeting of trustees.

9257

ROLE OF REGIONS AND BRANCHES

The national chairman had distributed a paper earlier in the day outlining updated roles of branches, regions, their chairmen and committees. Trustees were asked to consider the paper and suggest any revisions to the national chairman so that the paper could be circulated to region and branch committees for their views before it was brought back to trustees for approval. Doug Beard and Paul Strudwick offered to assist the national chairman in finalising the paper.

9258

PARLIAMENTARY CAMPAIGN

The national chairmen briefed trustees on recent meetings he had with British Waterways and others, particularly in respect of HM Treasury's review of British Waterways' assets. IWA's annual *Parliamentarian of the Year* dinner was due to take place at the House of Commons on 31st March.

9259

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 16th May at Rowington Village Hall. Subsequent meetings are due to take place at:

- 11th July (at Rowington)
- 12th September (at Rowington)
- 14th November (at Rowington)

In view of his future appointment as chairman of Promotions & Communications Committee, trustees asked that Jerry Sanders be invited to be in attendance at future meetings. Gerallt Hughes, secretary of the Committee for Wales, would also be invited to be in attendance at a meeting in the near future.

The national chairman noted that this was the last meeting that Bill Joyce, Gillian Smith and Derek Bradley would be attending before retiring as region chairmen. All three were thanked for their service as trustees. Bill Joyce expressed thanks to colleagues and Head Office staff for support during his term of office.

Thanks were extended to Jude Palmer for catering at the day's meetings.

There being no further business, the meeting concluded at 3.45 p.m.