

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 16th May 2009 at Rowington Village Hall, Rowington, Warwickshire.

Present:

John Baylis	Clive Henderson	John Reeve
Ray Carter	Peter Kelly	Paul Roper
Les Etheridge	Mike Palmer	Roger Squires
John Fletcher	Alan Platt	Paul Strudwick
Tony Harrison	John Pomfret	Vaughan Welch

In Attendance: Neil Edwards, Helen Elliott-Adams, Jo Gilbertson. Jerry Sanders and Leah Sowden (items 9260 to 9264 only)

Apologies for absence were received from Doug Beard and Ian West

Clive Henderson welcomed Alan Platt, recently elected as chairman of North West Region, Jerry Sanders, in attendance as chairman of Promotions & Communications Committee, and Leah Sowden, partner of the auditors Saffery Champness, to the meeting.

9260

MINUTES

Trustees approved the minutes of the Board's meeting held on 14th March, including the edited version for publication.

9261

STATEMENT OF DISCLOSURE OF INFORMATION TO AUDITORS

Clive Henderson drew trustees' attention to the paragraph in the Annual Report concerning disclosure of information to the auditors, and reminded trustees that this applied to all those in office at date of approval of the Annual Report and Financial Statements. Trustees confirmed the statement. Neil Edwards and Helen Elliott-Adams also confirmed that all relevant information had been made available to the auditors from Head Office.

9262

AUDIT FINDINGS REPORT

Leah Sowden introduced the auditors' report to trustees and explained that an unqualified report was being given on the report and financial statements. The audit had gone well. Trustees noted the report and approved the letter of representation to be provided to the auditors; Clive Henderson was authorised to sign it.

9263

ANNUAL REPORT AND FINANCIAL STATEMENTS

Trustees approved the Annual Report and Financial Statements, which had been circulated to members prior to the meeting, and authorised them to be signed.

9264

ANNUAL REVIEW AND SUMMARY FINANCIAL STATEMENTS

Trustees approved the text for the Annual Review and the Summary Financial Statements, which had been circulated to members prior to the meeting, subject to any minor tidying.

9265

MEMBERSHIP SUBSCRIPTIONS 2010

A paper had been circulated to trustees prior to the meeting with proposed membership rates for 2010 to be put to the 2009 Annual General Meeting for consideration by members. The proposed rates reflected the reduced number of membership categories previously approved by trustees and increases towards bringing life and discounted rates to the ratios previously agreed, but otherwise proposed no increase in the basic rates reflecting the negative rise in the Retail Price Index during April 2009. The paper had been reviewed by Finance Committee during its meeting held earlier that day and had been endorsed there. Trustees also endorsed the proposed rates for recommending to the AGM. Finance Committee recommended that when rates are reviewed in 2010 it would be appropriate to take account of the movement of the Retail Price Index over two years.

9266

THE ASSOCIATION'S VISION STATEMENT

A paper had been circulated to trustees recommending endorsement of the current working group reviewing this statement and extending the group's remit to look at other statements. However, at the meeting, John Reeve and Tony Harrison said they felt unable to continue with this work over the summer owing to other commitments and that they would both be retiring as trustees in September and not seeking re-election. Neil Edwards suggested that the existing Vision Statement remained appropriate subject to a possible change of one word, and other trustees felt that resources should be directed towards devising a formal strategy for the Association's work, rather than other statements. Trustees agreed to discontinue the working group and asked Neil Edwards to circulate a paper for the next meeting with the slightly revised statement for trustees' consideration.

9267

BRANCH BYELAWS

The chief executive had circulated a set of proposed revisions to the Branch Byelaws that were consequent to the recent revisions to the Region Byelaws. Trustees approved these revisions and asked the chief executive to arrange for their publication.

9268

REGISTER OF INTERESTS (MISSING ENTRIES)

A paper had been circulated with the agenda listing those members of national committees who had not yet completed the 2009 Register of Interests. Trustees asked Neil Edwards to confirm with Jenny Black that these were still outstanding during the following week, and for committee chairmen to be advised. Committee chairmen were asked to then ensure the outstanding entries were completed.

9269

PROCEDURE FOR REMOVAL OF A REGION CHAIRMAN

At the March 2009 meeting, trustees had asked for an additional section to be added to the Procedures for the Election of Region Chairmen, "*to provide for a procedure whereby trustees would have the power to remove an unsuitable region chairman*". Trustees agreed to add the following additional clause (as No 16):

If at any time, in the opinion of the trustees, a Region Chairman, once elected, proves unsuitable to hold office, then, subject to a resolution approved by not less than 75% of the Trustees (both elected and region chairmen) holding office at that time, and having appeared on the agenda of a meeting of the Board of Trustees, and the person concerned having had the opportunity of speaking to defend themselves, that Region Chairman shall cease to hold office with effect from the date of such vote, and shall not be eligible to stand for election for a period of twelve months from the date of that vote. In such circumstances, the arrangements as set out in clause 15 shall apply.

Existing clauses 16 and 17 were renumbered 17 and 18 respectively. Trustees asked the chief executive to arrange for publication of the amended Procedure.

9270

PERIODS OF OFFICE FOR REGION CHAIRMEN ELECTED IN SEPTEMBER 2009

Trustees had previously agreed that the term of office of Region Chairmen, once elected by the members of their region, should be three years, and that retiring Region Chairmen may stand for re-election but should not usually serve in office for a consecutive period of more than six years. Save with the exception of the newly appointed chairmen of the new South East (formerly Central Southern) and North West regions, all the other existing region chairmen had indicated that they intended to stand down at the September 2009 AGM and did not intend to stand for re-election. Trustees had also previously indicated a preference that the election of elected trustees and region chairmen should be spread out, with a near equal number of each set of serving trustees coming to the end of their current term of office each year. In order to achieve a spread of dates for future elections, following a ballot trustees agreed that the initial terms of office for region chairmen due to be elected at the September 2009 AGM should be as follows:

North East Region	1 year
East Midlands Region	1 year
London Region	2 years
South East Region	2 years
Eastern Region	2 years
West Midlands Region	3 years
South West Region	3 years
North West Region	3 years

Trustees noted and accepted that this arrangement might lead to some region chairmen serving total periods of office different to six years.

9271

RECENT BRITISH WATERWAYS ANNOUNCEMENTS

Clive Henderson briefed the meeting on British Waterways' recent announced intention to reposition itself in the third sector following his attendance at a meeting of the British Waterways Advisory Forum the previous day. He advised that he had been provided with a copy of an internal BW document that was intended as a briefing for BW staff, and that he had permission and would circulate this to all trustees shortly, but asked that it not be forwarded any further. Trustees noted that one of the potential options for BW was to become a Community Interest Company, but that so far this was an untried option for national organisations, being used until now for local operations only. It had been reported that BW had approached the Charity Commission about 10 years ago, but suggestions for conversion to a charity then had been rejected by the Commission owing to the high level of commercial activity within BW.

Trustees expressed general concern that there would never be enough funding coming out of central government, whatever the structure, and that a movement to the third sector was unlikely to change this; any expectations of gaining greater funding from local authorities also appeared to be illusory. There was also concern at apparent surrender to HM Treasury wishes to reduce Grant-in-Aid. Trustees asked the national chairman to question BW on how IWA's policy for closer integration between navigation authorities could be achieved. The likely need for primary legislation and the keen competition to secure this was also noted; it was felt unlikely to be a priority for any government.

9272

ASSESSMENT OF TRUSTEES PERFORMANCE

Trustees had previously indicated a wish for some sort of performance assessment for themselves and had asked the chief executive to look at possible ways of undertaking this. A paper with various options had been circulated to trustees with the agenda. There was general favour for some form of self-assessment, rather than assessment from any single individual or outsider, with the particular aim of identifying weaknesses and areas where more training was needed. Three trustees favoured individual self-assessment only, five favoured group self-assessment and seven favoured both being undertaken. Trustees also agreed that each trustee's skills and experience needed to be documented as a starting point, and for this to be

routine for new trustees otherwise, it was felt, ongoing assessment would be less effective. The national chairman would consider criteria for assessment.

9273

A TRAINING PROGRAMME FOR TRUSTEES

At its September 2008 meeting, trustees had identified the need for greater training, and an amount had been set aside for this in the 2009 budget. A list of documents that should be made available to trustees, via the trustees area of the web site, had subsequently been devised and circulated to trustees, as an appendix to a paper on this subject, with the agenda. The documents would also be made available on a CD for those members who found Internet access inconvenient, but printed copies of the documents would only be produced as a matter of exception and on request.

A programme of visits for trustees was also suggested:

- Visit to Head Office at an annual (or twice yearly) induction day, which would also be open to new members of Finance Committee, and be attended by the national treasurer and / or national chairman. Head Office to arrange.
- Visit to the next IWA national festival (if not previously attended). IWA Festivals to arrange.
- Attend as a visitor to at least two meetings of national committees (out of Finance, Restoration, Navigation, Promotions & Communications, WRG). Chairmen of national committees to extend personal invitations and make arrangements.

Whilst noting that trustees had a duty themselves to find and undertake appropriate training, rather than just wait for it to be provided for them, trustees had asked for the possible provision of a single-day training course to outline trustees duties and responsibilities, both as a trustee of a charity and as a company director, to be investigated. The Association's auditors had suggested that this would probably require a bespoke course for which there would be a significant cost (exact amount not yet identified). Such a course could be held in autumn 2009, open to all trustees. Provided that such a course was a success, it might then be held on an annual basis, and a limited number of places might be made available to members of national and region committees who had an interest in standing to become a trustee.

Trustees:

- (a) Noted the list of documents for inclusion in the proposed induction pack;
- (b) Approved the proposed list of induction visits, as set out above;
- (c) Approved that a single-day course for trustees, run by the auditors, be investigated further;
- (d) Approved that a review between the national chairman and each new trustee be held between six and nine months after their appointment;
- (e) Asked that a written record of training be included as part of the annual declaration of interests from 2010 onwards.

Peter Kelly said that he was aware of a potentially suitable course run by a firm of solicitors and would obtain details.

9274

IWA FESTIVALS OBJECTIVES

IWA Festivals had further considered the aims and objectives that should underpin each of the events under IWA Festivals' responsibility (i.e. the National Festival, the National Trailboat Festival, the National Campaign Festival, and Canalway Cavalcade), and has refined the list. Trustees confirmed that these should be:

- To promote the aims and objectives of The Inland Waterways Association;
- To reflect and promote the policies and campaigns of IWA's Promotions & Communications, Navigation and Restoration committees, of the Inland Waterways Freight Group, and of Waterway Recovery Group;
- To focus the attention of national, regional and local government on the value of inland waterways, and encourage their understanding of the social, community and economic benefits of investing in the improvement, restoration and proper maintenance of both canals and river navigations;
- To promote education about the inland waterways through initiatives such as Wild Over Waterways and waterway related workshops;
- To engage the wider community in IWA's work, and to encourage a care and understanding of the inland waterway network;
- To provide an opportunity for volunteers from all over the country – IWA members and non-members – to come together and work in support of the Association;
- To provide an opportunity for the wider inland waterway business community to be represented as part of a celebration of the inland waterways;
- To encourage support for waterway organisations and to provide a platform for the promotion of local waterway restoration work defined each year in relation to the festival location;
- To generate funds to be used for the charitable purposes of The Inland Waterways Association;
- To invite and encourage greater use of the inland waterway corridors by providing a reason to visit parts of the system that may not otherwise receive large visitor numbers. In doing so, to encourage navigation authorities to lavish some attention on parts of the system that may not otherwise receive such attention.

Trustees also asked IWA Festivals to review how these aims objectives are to be applied to each festival on an annual basis, and to report to trustees accordingly.

9275

COMMITTEE APPOINTMENTS

The chief executive had circulated a paper with the agenda. Trustees:

- (a) Approved the re-appointment of directors of Inland Waterways Enterprises Ltd for the following terms of office: John Fletcher to serve to November 2009; Neil Edwards (iwashop.com nominee) to serve to November 2010; Ian West (IWA Festivals nominee) to serve to November 2010, and Les Etheridge (most recent appointee) to serve to November 2011;
- (b) Approved the appointment of Helen Elliott-Adams as company secretary of Inland Waterways Enterprises Ltd in succession to Neil Edwards;
- (c) Noted the appointment by Eastern Region of Paul Strudwick as its representative to Navigation Committee.
- (d) Approved the appointment of Howard Anguish, Peter Bolt and Bill Joyce as corresponding members of Navigation Committee;
- (e) Approved the appointment of Martin Jiggins as an Honorary Planning Officer to the Association for a term of three years;
- (f) Noted the resignation of Stuart Burt as a member of Restoration Committee;

- (g) Noted that the board of Inland Waterways Enterprises Ltd was to ask IWA Festivals for its committee members to be put forward for appointments of fixed terms;
- (h) Noted that the board of Essex Waterways Limited was to consider recommendations for reappointment of directors for fixed terms, to be brought to the July meeting of trustees;
- (i) Asked that Waterway Recovery Group bring forward recommendations for reappointment of its committee members (known within WRG as 'directors of WRG') for fixed terms.
- (j) Noted that following the region's AGM on 7th May, there was now no chairman of Eastern Region, and that this situation could persist until the ballot in September.

9276

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	14 th March (including edited minutes, for publication)
Navigation Committee	14 th March (including edited minutes, for publication)
Restoration Committee	21 st February (including edited minutes, for publication)
Promotions and Communications	28 th February (including edited minutes, for publication)
Waterway Recovery Group	1 st March (including edited minutes, for publication)
Inland Waterways Enterprises Ltd	14 th March
IWA Festivals	7 th February
Essex Waterways Ltd	(none)

9277

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) Mike Palmer confirmed that a role and objectives paper for Waterway Recovery Group would be brought to the July meeting for consideration. There would also be some updated pages for some other committees, already to hand.
- (c) Clive Henderson said that he intended to circulate updated role papers for branches and regions for consultation shortly.
- (d) [Confidential item]

9278

IWA FESTIVALS

Les Etheridge reported on two items that had arisen in the morning's board meeting of Inland Waterways Enterprises Ltd:

- (a) Exhibitor bookings for the 2009 National Festival were down by just over [an amount] compared to the same point in time as for 2008, and this was a matter of concern for the board, although Jerry Sanders had advised the board that he was confident that he would meet his budget figure. At Finance Committee, it was also considered to be a "matter of major concern". Les Etheridge asked that trustees be fully aware of the position.
- (b) Ian West had asked that a small working group be set up, comprising himself, Jerry Sanders and Jo Gilbertson, to take forward a review as to why IWA runs national festivals, what it wants to achieve

from them and what this means in practical terms for 2010 onwards, with a view to a paper coming before trustees. Trustees agreed.

- (c) Jerry Sanders said that he felt IWA Festivals' role was to provide a platform for the Association to promote its objectives, but that it was up to the Association's national committees and branches to make use of the Festival. He invited trustees to attend meetings of IWA Festivals, and also those of Promotions & Communications Committee.

9279

ENVIRONMENT POLICY

Roger Squires reported that a proposal to bring a policy paper to trustees for approval at this meeting had been dropped in favour of setting up a small working group of members drawn from Navigation and Restoration committees, and chaired by Vaughan Welch, to undertake a further review. This was noted.

9280

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 11th July at Rowington Village Hall. Subsequent meetings are due to take place at:

12th September (at Rowington)
14th November (at Rowington)

Proposals for dates of 2010 meetings would be circulated with the agenda for the July meeting.

Trustees were reminded of the 3rd July deadline for trustee and region chairmen nominations. An item would refer to this in the June edition of Head Office Bulletin.

John Reeve and Peter Kelly offered apologies for absence for the next meeting.

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

There being no further business, the meeting concluded at 4.40 p.m.