

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 11th July 2009 at Rowington Village Hall, Rowington, Warwickshire.

Present:

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

In Attendance: Neil Edwards, Helen Elliott-Adams and Jerry Sanders

Apologies for absence were received from Doug Beard, Tony Harrison, Peter Kelly, John Reeve and Ian West.

Trustees congratulated John Fletcher on his OBE appointment in the Queen's Birthday Honours.

9281

MINUTES

Trustees approved the minutes of the Board's meeting held on 16th May, including the edited version for publication.

[The following item was chaired by Roger Squires]

9282

NATIONAL CHAIRMAN

A nomination had been received that Clive Henderson be elected for a further year as national chairman, with effect from the November meeting of trustees, and subject to ratification at that meeting. There were no other nominations, and trustees approved the appointment.

9283

DEPUTY NATIONAL CHAIRMEN

Trustees agreed that there should be three deputy national chairmen for the forthcoming year, and trustees were asked to submit nominations prior to the next meeting to the chief executive (as the company secretary would be out of the country). Clive Henderson said that, in an ideal world, it would be of assistance to him if the appointed deputy national chairmen had a good geographical spread.

9284

VISION STATEMENT

The chief executive had prepared a paper, circulated with the agenda, which, following previous discussion by trustees, proposed a slight modification to the Association's vision statement. Trustees agreed that the vision statement should be amended to "*A widely-appreciated and well-maintained network of inland waterways available for the benefit of all.*"

Clive Henderson drew trustees' attention to the recently published joint position statement by waterway user groups, which had been circulated on the news mailing list, and which had been the subject of a Parliamentary Early Day Motion by Charlotte Atkins MP.

Trustees felt that there needed to be a strategy document setting out how IWA would deliver this vision, and felt there ought to be time allocated at a future trustees' meeting (possibly November or January) to progress this.

9285

UPDATED ROLES FOR NATIONAL COMMITTEES

Finance Committee and Waterway Recovery Group had recently updated their role and specification papers, and these had been circulated along with the other recently approved role and specification papers, with updates where appropriate for recently approved changes of terminology and structure, for final approval by trustees.

Trustees now felt, however, that the role and specification papers for each committee ought to be combined into single documents, except in the case of Region Chairmen, where the existing paper should be combined with papers that Clive Henderson was due to circulate to branches and regions for their comments about their role and specification, including the duties of branch and region chairmen.

Trustees also asked (a) for consequential amendments to reflect that the company secretary role was no longer to necessarily be undertaken by the chief executive, and (b) the balance of the region chairmen role be reconsidered to put greater weight on what regions should be doing and less on administrative matters.

Neil Edwards was asked to arrange for the two sets of papers to be integrated, and Clive Henderson was asked to update the region and branch papers and arrange consultation with branches and regions, with a view to the papers being brought back to trustees as a single paper as soon as possible, preferably for the September meeting.

9286

DRAFT GUIDELINES FOR POTENTIAL NEW TRUSTEES

At the request of trustees (minute 9200d), the chief executive had circulated a document to describe the role of the Association's Board of Trustees, the role of a trustee of the Association and a person specification which set out the sort of individuals who the Association hopes would put themselves forward for election as a trustee, whether to be elected by national vote, or as a region chairman.

After some discussion on the person specification, trustees agreed that the additional qualities sought should be 'desirable', rather than 'highly desirable' and to delete 'wide' from 'experience of organisations'. Experience at 'board' level would be change to experience at 'strategic' level. An additional quality would be added: 'Dynamic and creative abilities to drive issues forward'. With these amendments the guidelines were approved.

Clive Henderson drew attention to the inclusion of the Code of Conduct in the guidelines and reminded all trustees that this code needed to be adhered to. In particular, where a trustee had an issue with a particular aspect of the Association's management, the correct procedure was to deal with the matter on a one-to-one basis, and not to circulate critical comments to the trustees' mailing list.

9287

MEETING DATES FOR 2010

The chief executive had circulated a paper with the agenda suggesting meeting dates for 2010. These differed slightly from the past customary pattern to allow additional time for preparation of accounts and budget papers, and to reposition the fifth meeting of the year after the AGM, rather than before it, so that the formal election of officers and other related-appointments would take place shortly after the AGM. Trustees endorsed these proposals and:

- (a) Agreed that the meeting dates in 2010 would be 30th January, 27th March, 5th June, 31st July, 9th October and 4th December.
- (b) Noted that the Annual General Meeting had previously been agreed for 25th September 2010.

- (c) Asked that the meetings be held at Rowington subject to availability of the hall.

Mike Palmer advised that Rowington hall was definitely available on the proposed dates, other than possibly on 4th December. He would confirm the bookings. Clive Henderson would check the availability of Lapworth hall in case Rowington was not possible for the December booking.

9288

COMMITTEE APPOINTMENTS

The chief executive had circulated a paper with the agenda. Les Etheridge reported that John Fletcher was due to retire as a director of Inland Waterways Enterprises Ltd in November and that the board had, at its meeting that morning, recommended the appointment of Clive Henderson. Trustees:

- (a) Approved the re-appointment of directors of Essex Waterways Ltd for the following terms of office: Neil Edwards to serve to July 2010; Roy Chandler and Colin Davis to serve to July 2011, and Jim Jenkins and John Pomfret to serve to July 2012;
- (b) Approved the appointment of Helen Elliott-Adams as company secretary of The Inland Waterways Association in succession to Neil Edwards;
- (c) Noted that IWA Festivals was in the process of putting forward recommendations for appointments of fixed terms;
- (d) Reminded Mike Palmer of the request for Waterway Recovery Group to bring forward recommendations for reappointment of its committee members for fixed terms, ranging initially for periods between 1 to 3 years, so as to spread out retirement dates.
- (e) Noted that Canalway Cavalcade committee had stood down on 1st June and that recommendations for reappointments were expected prior to the next meeting.
- (f) Approved the appointment of Clive Henderson as a director of Inland Waterways Enterprises Ltd for a period of three years, to July 2012.

9289

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	16 th May (including edited minutes, for publication)
Navigation Committee	16 th May (including edited minutes, for publication)
Restoration Committee	25 th April (including edited minutes, for publication)
Promotions and Communications	4 th April (including edited minutes, for publication)
Waterway Recovery Group	none
Inland Waterways Enterprises Ltd	16 th May (including edited minutes, for publication)
IWA Festivals	28 th March
Essex Waterways Ltd	13 th March and 16 th May (including edited minutes for publication)

9290

MATTERS ARISING FROM PREVIOUS MEETINGS

- (a) Confidential Item.
- (b) John Baylis would liaise with Peter Bolt over the formal presentation at the National Festival of a cheque to Chesterfield Canal Trust in respect of the 2009 Campaign Festival. The funds had already been paid to the Trust.

- (c) Clive Henderson reported a concern from the branch chairmen in West Midlands Region that the new procedures for appointing region chairmen did not allow a region committee to make an appointment in the event that there were no nominations for a particular region. Trustees noted, however, that there were arrangements within the procedures for a further ballot to take place in the absence of nominations, and agreed that these procedures should be followed.
- (d) Clive Henderson reported that he had met with British Waterways and raised trustees' concerns set out in minute 9272. Simon Salem, British Waterways' marketing director, had offered to visit a trustees meeting and to make a presentation on BW's proposals for moving to the third sector. Trustees agreed to accept the invitation and asked Clive Henderson to see if this could be arranged to take place immediately prior to the September meeting.
- (e) Les Etheridge reported that the working group set up at the May meeting to review and make recommendations for the purposes as to why IWA held a national festival had not met, although there had been some correspondence. Trustees felt this was urgent and asked that it be progressed rapidly, and a paper brought to the September meeting.
- (f) Jerry Sanders issued an invitation to trustees to visit the national festival and to consider helping out with recruitment and talking to visitors, etc.
- (g) Paul Studwick asked if he could have a sign to affix to his boat to notify people that he was a trustee of the Association. Jerry Sanders offered to arrange this.
- (h) Vaughan Welch reported that he had not been able to progress the working group reviewing the Association's environmental policy, owing to a bereavement, but hoped to do so shortly.

9291

PARLIAMENTARY RECEPTION

Roger Squires reported that a reception was due to take place on 14th July for MPs from the East Midlands covering the Trent corridor and waterways restoration in the area. There was some concern as to whether sufficient MPs would attend to make the event worthwhile.

9292

BRANCH BYELAWS

Les Etheridge reported that Finance Committee wished to ensure that trustees were aware that six branches (Avon & Wilts, Guildford & Reading, Hertfordshire, Nottinghamshire & Derby, Oxfordshire, and Shrewsbury District & North Wales) were outside the current byelaws through not having either a chairman or secretary or both. Alan Platt advised that Shrewsbury District & North Wales had thought there was no longer a requirement to have a secretary, but would advise the branch of the requirements.

9293

IWA WEB SITES

Les Etheridge reported that Finance Committee had considered and approved proposals that would provide for a new web site for the Association that would eventually replace the existing sites for the Association, iwashop.com and WRG, and would revise the Association's server arrangements. Whilst this would reduce maintenance costs and show a saving in ongoing costs, there was an initial development cost, and the committee had approved an additional budget of [an amount] for 2009.

9294

INVESTMENTS

Les Etheridge reported that Finance Committee had reviewed the Association's likely cash flow position for the next six months, and the balance of funds held in cash and equities, and had decided to withdraw

£100,000 from the investment managers over the next month, and a further £300,000 before the end of the year.

9295

NATIONAL FESTIVAL

Les Etheridge reported that the board of Inland Waterways Enterprises Ltd had reviewed the likely financial outcome of the National Festival and that the current forecast was a for a loss of about [an amount] although there were a great many uncertain factors, such as the weather, that could make a significant difference either way. IWA Festivals committee had been asked to constrain expenditure, but the board of Inland Waterways Enterprises Ltd felt that the company could not sustain a further loss and therefore requested that the Association should underwrite any loss that the 2009 festival might make as a contribution towards the benefits of the festivals that were within the Association's charitable remit. As a number of trustees had involvement with the Festival, relevant declarations of interest were made. Trustees agreed to underwrite any loss on the same basis that the Association had the World Canals Conference in 2007.

9296

SONIA ROLT

Clive Henderson reported that Sonia Rolt had presided over the formal opening of Head Office at Chesham on 27th May, and that a range of events were under preparation to celebrate the centenary of Tom Rolt's birth in 2010.

9297

TRUSTEE ELECTIONS 2009

Clive Henderson noted that there were no nominations for region chairmen for London and South West Regions, and that from the November 2009 trustees meeting there would be only six region chairmen and six nationally elected trustees, leaving vacancies for two region chairmen and three nationally-elected trustees. He commented that, as well as following the agreed procedures for region chairmen vacancies, trustees might then wish to co-opt one or more further trustees (who would have to stand for election at the following AGM if they wished to continue to serve).

9298

JOHN FLETCHER

Clive Henderson noted that John Fletcher had tendered apologies for the September meeting, and that this would therefore be his last meeting as a trustee. Clive was joined by other trustees in recording the Association's gratitude for John's nine years service as a trustee, including six years as national chairman.

9299

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 12th September at Rowington Village Hall. Subsequent meetings are due to take place at:

12 th September	(at Rowington)
14 th November	(at Rowington)
30 th January 2010	(at Rowington)
27 th March 2010	(at Rowington)
5 th June 2010	(at Rowington)
31 st July 2010	(at Rowington)
9 th October	(at Rowington)
4 th December	(to be confirmed)

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

There being no further business, the meeting concluded at 3.30 p.m.