

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 12th June 2010 at Rowington Village Hall, Rowington, Warwickshire.

Present:

Alastair Chambers

Alan Platt

Paul Strudwick

Les Etheridge

John Pomfret

Vaughan Welch

Clive Henderson (chairman)

Paul Roper

Ian West

James Kennerley

Peter Scott

In Attendance: David Carrington [Finance Committee], Neil Edwards [Chief Executive], Helen Elliott-Adams [Finance Manager], Jo Gilbertson [Campaign and Communications Manager], Gordon Harrower to item 9374 [Finance Committee], Jerry Sanders [Chairman, Promotions & Communications Manager], Leah Sowden to item 9368 [Partner, Saffery Champness], Roger Squires [Chairman, Navigation Committee] and Kerry White to item 9374 [Finance Committee].

Apologies for absence were received from Ray Carter. Doug Beard was absent without apologies.

9364

MINUTES

Trustees approved the minutes of the Board's meeting held on 27th March, including the edited version for publication.

9365

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.

9366

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. Les Etheridge reported that there had been a session in the Finance Committee earlier that day during which the chief executive and finance manager had absented themselves to ensure there was an opportunity for full and frank discussion with the auditors, but no points of particular significance had emerged. Clive Henderson explained that he intended to follow up an initiative for trustee training with the auditors in the autumn, and he was looking further to develop trustee board assessment.

9367

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 by the national chairman and treasurer.

9368

ANNUAL REVIEW AND SUMMARY FINANCIAL STATEMENTS

Trustees approved the draft text for the Annual Review (subject to further minor amendments) and the Summary Financial Statements, which had been circulated to members prior to the meeting. Leah Sowden

pointed out that the summary financial statements should be titled Summary of Consolidated Financial Statements to ensure it was clear that they incorporated figures from the subsidiary companies.

9369

SPECIAL INTEREST GROUP - BOATERS

Paul Strudwick gave a brief PowerPoint presentation of a paper which had been circulated with the agenda, prepared by himself and Peter Scott. This was consequent to the Strategy Meeting, where it had been agreed to consider the potential for a boaters' special interest group. A discussion followed, in which trustees considered potential benefits and practical aspects of forming such a group. Trustees noted:

- (a) New members to the Association were likely to be attracted by potential benefits for them via a Boaters' Special Interest Group, but care would be needed to ensure the Association's charitable resources were not used to provide benefits for private individuals;
- (b) About 64% of IWA members are boaters (from a recent survey), but this represented less than 15% of all inland boaters, so there was great potential for recruitment if there was better publicity to promote IWA's achievements and reasons for joining the Association;
- (c) Funding for a Boaters' Special Interest Group could be raised by an additional charge to belong to that Group, or membership of it could just be made available free of charge to those who were interested;
- (d) There was little benefit in forming a separate organisation to IWA for boaters, as there was already a crowded marketplace of other boaters' groups, both national and regional, some of which we could not expect to compete with in their home area;
- (e) IWA corporate members could be asked to support a Boater's Special Interest Group, either with discounts on merchandise or knowledge, so long as any constraints on providing benefits could be resolved;
- (f) There might be opportunities for closer ties with existing organisations for boaters, and this could lead to a more united representation to navigation authorities and government.

Trustees agreed that the idea of Special Interest Group for boaters should be considered further taking the above points into account, but the main priority was to improve external communications and publicity that better presented what the Association is already doing that benefits waterway users, including boaters.

9370

SPECIAL INTEREST GROUP – TOWPATH USERS

Ian West briefed trustees on consideration that he, Clive Henderson and Les Etheridge had given to the formation of a Special Interest Group for towpath users, including walkers and cyclists in particular. A brief discussion followed, in which trustees considered the following points:

- (a) The vast majority of waterway users were towpath users, and there was very considerable demand for knowledge of facilities available and means of developing recreational enjoyment along the waterway towpaths. If IWA could tap into this demand, there was great potential for future membership recruitment and engagement;
- (b) Many existing organisations, publishers and individuals already produced a range of guides and walking notes, both in printed and electronic format. There could be potential to join with existing providers and badge publications in an IWA style at relatively low cost;
- (c) At the moment, IWA provided little information for such users, although there was great potential for this on the new IWA web site. The Essex Waterways website had recently been updated and now had a good range of links and information for all types of users of the Navigation;
- (d) There was a particular dearth of useful information for families using the waterways to find recreational resources to keep children amused and entertained. Possibly IWA should seek to exploit this gap in the market, not least as it was just the type of membership that IWA wished to attract.

Trustees felt that this idea should be explored further, and felt that it was an area where Promotions and Communications Committee should be particularly active.

9371

MEMBERSHIP BENEFITS

A working group from Finance Committee had prepared a paper looking at the constraints and opportunities for providing benefits to IWA members as a means of attracting membership. Kerry White was in attendance, accompanied by David Carrington and Gordon Harrower to present the paper. Kerry White introduced the paper, noted the benefits for members provided by many other organisations, and pointed out the complex regulation, particularly from H M Revenue & Customs, and that it was difficult to give general guidance on what was and was not permissible beyond those generalities explained in the paper. However, once firm proposals for any particular prospective benefit were put forward, a case could be made to H M Revenue & Customs to seek firm assurance that it was legally acceptable without incurring taxation penalties.

Finance Committee had already agreed to prepare a summary of the paper for the benefit of IWA national committees, regions and branches, and trustees felt this would help explain the issues to those who favoured membership benefits, but who did not understand the constraints.

Kerry White agreed to approach some of organisations already identified to seek their experience in the provision of benefits, and Jerry Sanders would approach some IWA corporate members, where he had good contacts, to find out their appetite for supporting such an initiative.

9372

MEMBERSHIP ON THE CHELMER & BLACKWATER NAVIGATION

At the March meeting of trustees, there had been suggestion to offer free membership of the Association to all those paying for moorings on the Chelmer & Blackwater Navigation, and trustees agreed to progress this by consulting the views of the board of Essex Waterways Ltd. The board had been consulted and supported the suggestion. Neil Edwards had prepared a paper to explain the potential process for this and to explore extending the idea further to other relevant areas of activity. After a short discussion, trustees:

- (a) Agreed to the principle of funding the first year's membership of boat owners on the Chelmer & Blackwater Navigation, from IWA funds, subject to advice from the auditors;
- (b) Noted the potential offer from Essex Waterways Ltd to consider funding the cost of subsequent year's membership through an increase to mooring fees;
- (c) Encouraged IWA Festivals to review the potential for similar arrangements for non IWA members who attend events on their boats, or with caravans and tents, or as exhibitors. Ian West would discuss with IWA Festivals committee;
- (d) Agreed that approval should be sought from members at the 2010 AGM for trustees to be able to offer free memberships for up to one year for potential new members (who have not recently been IWA members previously) as part of marketing initiatives;
- (e) Agreed, subject to auditors' advice or AGM approval, to pursue further options for offering an introductory free year's membership to other groups of potential new members.
- (f) Agreed that the current initiative of offering '15-months membership for the price of 12 months' for those first joining the Association and paying by direct debit from the outset should continue, and that this arrangement should be made known to those recruiting at events, etc. The possibility of extending the '15 months' period to 18 would be investigated as possible future option.

OBJECTIVES FOR 2011

Trustees noted that one of the requirements of the Charity Commission's Statement of Recommended Practice 2005 for charity accounts was that trustees formally adopt objectives for the charity at the start of each year, and report on the attainment or otherwise of these objectives in its annual report.

In previous recent years, the setting of such objectives has been considered in the autumn. However, in discussing revised procedures for setting the Association's budget, which had been reported to and endorsed by trustees, Finance Committee had asked that the following year's objectives were considered before budgets were set, so that budgetary expenditure reflected trustees' views on priorities and objectives for the following year – albeit that trustees might wish to review and fine-tune the objectives at the final meeting of 2010. Trustees agreed the following objectives for 2011, and agreed the following a rough order of priority whilst recognising the inter-dependence of some of the objectives and consequent activities:

- (a) To maintain the Association's exemplary Health & Safety record by ensuring that the safety of all employees, volunteers and other supporters is given the highest priority.
- (b) To continue IWA's existing activities to campaign for the conservation, restoration and appropriate use and development of the inland waterways, actively encouraging and inspiring the widest possible audience to support the Association's objectives, and maintaining the current enthusiasm for waterways issues amongst parliamentarians. There should be a particular emphasis in showing inclusive leadership of the voluntary inland waterways sector, and promoting the Association's long-stated aim of a National Conservancy for the inland waterways.
- (c) To improve the Association's communications with members and other supporters, particularly potential new members, through developing the Association's web site and new electronic communications. This should enable IWA to better deliver the Association's campaigning message, as well as news of the Association's activities, to a wider audience in a timelier manner, which should bring greater support for the Association as well as achieving campaign objectives.
- (d) To encourage and facilitate greater engagement in the Association's activities through an increasing number of active members and supporters, through (a) looking at new ways of attracting people to IWA, including broadening the membership to a wider range of users and geographical area, (b) enabling greater engagement and participation in IWA activities for all ages, (c) maintaining the high level of public interest and new volunteers drawn to Waterway Recovery Group and (d) implementing new activities aimed at a younger audience.
- (e) To continue to manage risk in a diligent manner, and to comply with charitable law and other appropriate and relevant regulation.
- (f) To maintain the Association's long-term financial position by (a) further addressing new income-generating opportunities, notwithstanding the continuing difficult economic situation, (b) better promoting membership recruitment, (c) ensuring the financial viability of activities and events where campaigning objectives are not the main remit, and (d) better controlling costs in all areas.
- (g) To continue the orderly and responsible management of the Chelmer & Blackwater Navigation by Essex Waterways Limited, and bring further improvements to the waterway for the widest community benefit.

Trustees also asked that:

- (i) Initial budgetary allocations and deliberations by Finance Committee in drawing up the budget should take full account of these objectives.

(ii) The draft objectives should remain as such until confirmed at trustees' final meeting of 2010.

9374

ENGAGING AND COMMUNICATING WITH BRANCHES AND REGIONS

Clive Henderson noted that there had occasionally been some difficulty in gaining appropriate responses from branch officers in response to requests for action and information, and he invited views from trustees, and in particular from region chairmen, as how to ensure the best approach was made to branch officers to ensure timely responses. After a short discussion, trustees agreed:

- (a) There was a need for clarity and the use of simple terms that everyone could understand;
- (b) Branch officers should be encouraged to communicate by e-mail, and not to wait until committee meetings before dealing with correspondence;
- (c) When information was needed, the reason for its need should be carefully explained;
- (d) The timescale for replies, and the reason for such, should be clearly explained;
- (e) If any chasing up was needed, this should be directed to region chairmen, who should then make appropriate approaches to the branches concerned to ensure deadlines were met and to resolve any issues that might be causing absence of replies.

Trustees noted that Clive Henderson had recently sent out draft roles papers for regions and branches seeking comments from officers. Region chairmen were encouraged to draw this to attention of officers in their regions.

Clive Henderson reported that he had received invitations to attend committee meetings in some regions, but awaited invitations from other region chairmen.

9375

MEMBERSHIP SUBSCRIPTIONS 2011

A paper had been circulated to trustees prior to the meeting with proposed membership rates for 2011 to be put to the 2010 Annual General Meeting for consideration by members. The proposed rates reflected the net rise in the Retail Price Index between April 2008 and April 2010 and the move to bring discounted rates towards the agreed 80% of standard rates over a five year period. There had been no general rise put forward at the 2009 AGM as the Retail Price Index for the 12 months to end April 2009 had reduced. 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.

9376

COMMITTEE APPOINTMENTS

Upon recommendations from the chairmen of Waterway Recovery Group and Essex Waterways Ltd respectively, trustees:

- (a) Appointed Helen Gardner to the WRG Board for a term of three years;
- (b) Re-appointed Neil Edwards to the board of Essex Waterways Ltd for a further term of three years.

9377

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	27 th March (including edited minutes, for publication)
Navigation Committee	27 th March (including edited minutes, for publication)
Restoration Committee	20 th February (including edited minutes, for publication)
Promotions and Communications	13 th February (including edited minutes, for publication)
Waterway Recovery Group	21 st March (including edited minutes, for publication)

Inland Waterways Enterprises Ltd	27 th March (including edited minutes, for publication)
IWA Festivals	23 rd January and 20 th March
Essex Waterways Ltd	11 th March (including edited minutes, for publication)

9378

MATTERS ARISING FROM PREVIOUS MEETINGS

Neil Edwards had prepared, and circulated with the agenda, a paper covering matters arising from previous meetings. This was noted, and Clive Henderson gave updates on the following minutes:

Minute 9218(c) – The branch and region role paper had been circulated to branch and region officers for consultation.

Minute 9279 – Consideration of the Environment Policy had been delayed by absence of notes from the first meeting of the working group. This would be resolved shortly.

Minute 9317 – Ian West would chase the Charity Commission for a response.

Minute 9328 – Region chairmen were asked to ensure that all branches in the region were aware of their obligations in connection with data protection.

Minute 9353(g) – Clive Henderson had attended a Waterway Recovery Group meeting and had learned the resource issues that prevented WRG from increasing the number of Canal Camps and engaging younger volunteers. Trustees asked that Restoration Committee engage with WRG for forward planning on potential restoration sites and assisting future activity. Trustees noted that engagement with youth groups would need to be made other than through WRG, and welcomed the planned initiative with the British Canoe Union at Beale Park.

9379

COTSWOLD CANALS APPEAL

Clive Henderson reported on a discussion at the meeting of Finance Committee earlier that day, where that committee, whilst wishing to see such an appeal succeed, had expressed reservations about proceeding with a proposed appeal to raise funds for the purchase of land and restoration of the Thames & Severn Canal at Inglesham, at the moment. Finance Committee had been concerned at the absence of a budget for costs and a clear idea of who would undertake the work envisaged in running and promoting the appeal. Clive Henderson reported that Jo Gilbertson had spoken to John Bedingfield, a member of Promotions & Communications Committee, the previous day and that he had agreed to lead the appeal and undertake the necessary work. This had not been advised to Finance Committee. The only work that would fall to staff at Head Office would be for bookkeeping of receipts from the appeal.

On this basis, trustees agreed that the appeal could proceed, that expenditure of up to [an amount] could be incurred on appeal literature (costs to be taken from appeal proceeds) and that the appeal could be announced at the forthcoming Tom Rolt Centenary Rally, to be held by IWA Chester & District Branch, on 26th June. Trustees asked that IWA branches, and in particular Chester & District Branch, were briefed in advance of the announcement. Further to the earlier discussion on communication with branches, a carefully explanation of any fund-raising work expected of branches would need to be given.

Trustees noted that Finance Committee had set procedures and requirements for running appeals, in accordance with Charity Commission guidance, and agreed that all costs of running the appeal should be taken from the restricted fund into which proceeds were placed.

9380

BUDGET FOR 2011

Les Etheridge reported a discussion that had taken place at the meeting of Finance Committee earlier that day, and on a recommendation from Finance Committee, trustees endorsed the budget should be set so that General Funds at the end of 2011 were forecast to be no lower than £450,000 after making no allowance for any increase or decrease in the market value of investments. Trustees noted that this would likely mean a reduction in expenditure for 2011 and it would therefore be particularly important that forecasts for expenditure by the end of 2010 were carefully considered and accurately assembled. Budget holders were

