

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 4th December 2010 at Lapworth Village Hall, Lapworth, Warwickshire.

Present:

Chris Birks	Clive Henderson (chairman)	Jerry Sanders
Ivor Caplan	Alasdair Lawrance	Peter Scott
Ray Carter	Alan Platt	Jim Shead
Alastair Chambers	John Pomfret	Vaughan Welch
Les Etheridge	Paul Roper	

In Attendance: Neil Edwards [Chief Executive] and Jo Gilbertson [Campaign and Communications Manager].

Apologies for absence were received from Doug Beard, Helen Elliott-Adams (Finance Manager, who would have been in attendance) and Ian West.

The resignation of James Kennerley as a trustee, owing to ill health, was noted.

Clive Henderson reminded members of his observer position on the British Waterways Board and asked other trustees present for any declarations of interest. There were none.

9401

MINUTES

Trustees approved the minutes of the Board's meeting held on 9th October, including the edited version for publication.

9402

ARRANGEMENTS FOR ELECTION OF NATIONAL CHAIRMAN

Following a request by trustees at the previous meeting, Neil Edwards had circulated a paper proposing amendments to the 'Procedures Adopted at Trustees Meetings and other Formalities' covering the election of the national chairman. The existing procedures required amendment owing to retiming of trustee meetings. Peter Scott questioned the need for there to be election of the national chairman until the first meeting after the Annual General Meeting, and felt that only the trustees in position consequent to an Annual General Meeting should be involved in the process. Other trustees disagreed, and felt that an element of handover was needed. After discussion, trustees approved, by a vote of 11 in favour, nil abstentions and 3 against, the revised procedure, as follows:

The national chairman, deputy national chairman and national treasurer are usually appointed at the first meeting following each national annual general meeting, the appointment being until the first meeting of the trustees after the annual general meeting. In order to allow for appropriate preparation and commitments, the national chairman is elected, subject to ratification at the meeting after the AGM, at the last trustees meeting due to be held before the annual general meeting. At the same meeting, the number of deputy national chairmen for the following year is decided, with the appointments taking place at the first meeting after the annual general meeting. Unless otherwise agreed by all trustees attending a meeting, these appointments and any elections should be undertaken by secret ballot, even where there is only one candidate. This ballot is arranged by the company secretary.

Peter Scott asked that it be recorded in the minutes that he had voted against this resolution. The updated procedures would be made available on the website.

9403

OBJECTIVES FOR 2011

Trustees reaffirmed the Association's objectives for 2011 as agreed at the June meeting and set out in minute 9373.

9404

IWA NORTH RIDING BRANCH

Peter Scott had prepared a paper, which had been circulated with the agenda, proposing the formation of a North Riding Branch, to take on part of the area and responsibilities of the current West Riding Branch. The proposed new branch had an established committee that had been operating as a section within West Riding Branch, originally formed six years previous as the Ouse/Ure Section of that branch. Formation of the new branch had the full support of North East & Yorkshire Region and its three existing branches. Trustees agreed the new branch would come into being on 1st January 2012.

The initial membership of the new branch would comprise existing members of West Riding Branch living in YO and HG postcode areas, other than any members who wished to stay in West Riding Branch. Members of East Yorkshire currently living in YO postcode areas would remain in East Yorkshire Branch, unless they wished to move. Existing members of West Riding Branch living TS, NE, SR, DH and DL postcode areas would remain with that branch unless they expressed an interest to move, but new members living in these areas would be allocated to the new North Riding Branch.

North Riding Branch would take on waterway responsibilities for the Ouse/Ure corridor above Goole, Ripon Canal, the rivers Foss, Wharfe, Swale and the tidal Aire below Chapel Haddlesey, which is only accessible from the Ouse. Rivers flowing into the North Sea above this corridor, including the Tyne, Tees and Wear would also be part of the new branches responsibilities.

Neil Edwards would arrange for changes to the membership records and website.

9405

IWA CHELMSFORD BRANCH

During October, the national chairman had circulated a proposal from Chelmsford Branch, requesting that it move from Eastern Region to London Region. This proposal had been discussed at meetings of the committees of both regions, who had agreed to the change, and it had been endorsed by James Kennerley prior to his resignation as London Region chairman. Trustees approved the change, to be effective on 1st January 2012. Neil Edwards would arrange for changes to the membership records and website.

9406

RESERVES POLICY

A paper, from Finance Committee's Investment Working Group, setting out the Association's proposed reserves policy for 2011 had been circulated with the agenda. This was little changed from the policy adopted for 2010. Les Etheridge advised trustees that Finance Committee had agreed that a more thorough review of the Policy should take place during the coming year, so that it was thoroughly examined and considered in time for recommendations for 2012.

9407

INVESTMENT STRATEGY AND POLICY

A paper, from Finance Committees' Investment Working Group, setting out the Association's proposed investment strategy and policy for 2011 had been circulated with the agenda. This was little changed from the strategy and policy adopted for 2010. Trustees approved the strategy and policy.

9408

BUDGET 2011

Les Etheridge introduced a paper covering the 2011 budget and detailed schedules, which had been circulated with the agenda. He explained that the budget been prepared under a more rigorous process this year, albeit that Finance Committee had identified the need for further improvements in the process that required the full commitment of all budget holders. Les Etheridge drew to trustees' attention the volatility of the stock market on investments, which was outside the Association's control, but which had a significant impact on General Fund reserves. Trustees noted that restricted fund movements, including Club 500 had not been included in the budget papers presented, and Les Etheridge advised that the boards of Essex Waterways Ltd and Inland Waterways Enterprises Ltd had yet to approved their respective budgets, and that there were some minor adjustments to be made, but which did not effect the final General Fund forecast balances. A final budget with these adjustments would be circulated in due course.

[A trustee] felt that more emphasis needed to be placed on the fact that the economic climate was very difficult, and that the Association was not immune from this. [Another trustee] felt that Finance Committee needed to plan for a 'worst-case scenario' and work on a break-even budget for 2012. Whilst agreeing in principle with this suggestion, Clive Henderson asked that this issue be deferred to a strategy discussion to be held by trustees the following day. Subject to this, trustees:

- (a) Approved the budget for 2011 for the Association.
- (b) Agreed that the proceeds of [a] legacy should be placed in a Designated Fund with the likely intent of being spent to support [a project];
- (c) Noted the actions being taken by the board of Inland Waterways Enterprises Ltd in respect of its budget;
- (d) Noted that Essex Waterways Ltd plans to continue its break-even budget policy;
- (e) Noted that even on the most optimistic figures in the paper, the free reserves were projected to fall within the target range and if there were no profit from Inland Waterways Enterprises in 2011, and there was no movement in the capital value of IWA's investments from 30th June, that free reserves would be at the bottom end of IWA's free reserves requirement;
- (f) Resolved to take urgent action to promote membership recruitment with the aim of ensuring an increasing income from this source in future years;
- (g) Recognised that if income could not be significantly increased, then significant cuts in expenditure would be required in 2012.

9409

MEMBERSHIP RECRUITMENT AND MARKETING

Jo Gilbertson had prepared a paper, circulated with the agenda, providing an update on the membership recruitment initiatives that had first been discussed at the March strategy meeting, and other initiatives. Les Etheridge noted that take-up of membership renewals from other WRG volunteers who had been given a year's free membership was very low so far, although there was still some time to go before there would be a clear picture. He suggested that every effort needed to be taken to encourage the renewals to be taken up. Trustees discussed the recommendations to extend the provision of free membership and further encourage branches to help with recruitment. Trustees agreed:

- (a) To offer a year's free introductory membership through selected commercial corporate agents to persons not having been a member of the Association during the past five years,

- (b) To offer a year's free introductory membership to boat owners with moorings on the Chelmer & Blackwater Navigation who had not been members in the past five years, and
- (c) The award of a £20 bounty to IWA branches for each member recruited as a direct consequence of their local initiatives

Les Etheridge reminded trustees that Kerry White of Finance Committee had obtained written guidance from HM Revenue & Customs as to the way that benefits from third party organisations could be made available to members. It was acceptable for benefits offered by third parties to be drawn to the attention of members, but it was important that the Association did not negotiate such benefits itself, or commit the Association to the provision of such benefits to members. All such benefits had to be at the discretion of the provider, and this made clear to members, so that there could be no claim against the Association for the non-provision of any benefit. It was important that anyone encouraging the provision of benefits was aware of these restrictions in order to avoid any adverse financial implications for the Association if they were not observed. Jo Gilbertson advised that it was intended to gradually draw members' attention to benefits as they became available, and that a plan to do this was in hand. Trustees recorded their thanks to Kerry White for her work.

[Confidential item omitted].

9410

IWA GRANT FUNDED CAMPAIGN STRATEGY

Jo Gilbertson had prepared a paper, circulated with the agenda, suggesting that the Association should engage in new projects to encourage active participation in the Association's work and aimed at a younger, more active, level of membership. One or more IWA-owned community boats was considered a way to achieve this. Trustees supported the ideas in general, but queried the suggestion of trailable community boats, and noted that there were a significant number of poorly-used community boats in existence, and that making greater use of these might be an alternative option. After further discussion, trustees:

- (a) Noted and approved the general principles of the paper to work towards setting up a network of IWA-owned and run community boats aimed at sectors of society that do not currently have access to enjoy boating;
- (b) Authorised Head Office to set up a small steering group to work with an interested branch to scope and initiate fund-raising for a pilot project.
- (c) Authorised the steering group to progress fundraising applications, subject to liaison with the national treasurer on financial aspects and adherence to charity requirements.

9411

APPOINTMENTS

Neil Edwards had prepared a paper, circulated with the agenda, listing proposed appointments and those that completed terms of office. Trustees:

- (a) Approved the reappointment of existing corresponding members of Navigation Committee, other than Candy Atherton, for a further term of one year.
- (b) Approved the reappointment of Clive Henderson, Les Etheridge, Paul Roper and Gillian Smith as members of Remuneration Committee for a further term of one year.
- (c) Noted the retirement of Tony Harrison from Restoration Committee.

- (d) Approved the reappointment of Edward Gittins, Martin Ludgate, Mike Valiant and Vaughan Welch to Restoration Committee, each for a further term of three years.
- (e) Noted the retirement of John Baylis, Mick Beattie, Spencer Collins and Chris Davey from the board of Waterway Recovery Group.
- (f) Noted and approved the ad hoc arrangements for membership of the Committee for Wales.
- (g) Noted the appointment of Jerry Sanders as chairman of the Canalway Cavalcade committee.
- (h) Noted that although it had been recommended practice for trustees not to stand for more than two three-year terms of office, this was a matter for individual trustees to consider, and that where trustees had taken on senior national officer roles, the recommendation might not be appropriate.
- (i) Noted the need to encourage younger candidates to stand as trustees and for national committees, and the desirability of having elections and more applicants than committee places.

9412

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	9 th October (including edited minutes, for publication)
Navigation Committee	9 th October (including edited minutes, for publication)
Restoration Committee	21 st August
Promotions and Communications	7 th August (including edited minutes, for publication)
Waterway Recovery Group	19 th September (including edited minutes, for publication)
Inland Waterways Enterprises Ltd	9 th October (including edited minutes, for publication)
IWA Festivals	(none)
Essex Waterways Ltd	(none)

The edited minutes for publication of the 21st August meeting of Restoration Committee had yet to be considered by that committee. Trustees noted that dates of future meetings were now available on the Association’s web site, and that that the Stoke-on-Trent seminar on 22nd January be added to this list. Jerry Sanders encouraged trustees to attend.

9413

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) – Clive Henderson said he would circulate a further revision of the branch and region role paper shortly.

Minute 9273 – The auditors had yet to be asked if they would attend the February meeting of trustees for an update on corporate governance.

Minute 9273 – Clive Henderson said he was not now inclined to undertake performance assessments of individual trustees, as had been previously agreed, but would prefer that trustees undertook an assessment of their overall performance from time to time. He would prepare a paper to progress this for the agenda for the April meeting.

Minute 9317 – Trustees agreed that Ian West’s letter to the Charity Commission need not be pursued further.

Minute 9328 – Trustees agreed that the item concerning data protection legislation would be considered as completed.

Minute 9374 – Clive Henderson asked region chairman, who had not yet done so, to speak to their committees to arrange a date for him to attend one of their meetings.

Minute 9379 – Trustees noted that the National Restoration Appeal, for funds for Inglesham Lock, had raised about £23,000 so far.

Minute 9385 – Trustees noted that if no branch offered to host the 2011 AGM, then it would need to be organised by Head Office and held at Rowington or Lapworth or another nearby hall.

Minute 9392(i) – Les Etheridge advised that Finance Committee was looking at an alternative to the previously proposed Key Performance Indicator on branch reserves. There was currently about £180,000 in such funds, some of which had been there for a considerable period of time. Trustees noted that they had a duty to ensure that charitable funds were spent within a reasonable period of time, unless such funds were specifically held for a restricted purpose.

Minute 9398 – Paul Roper reported that Navigation Committee did not have a budget available to cover the legal costs for obtaining an opinion concerning Welches Dam Lock, which had been discussed at the October meeting.

9414

REVIEW OF POLICIES

Paul Roper reported that Navigation Committee had made a start on a review of the Association's policies that it was responsible for. Recommendations would be brought to trustees in due course.

9415

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 12th February at Lapworth Village Hall. Trustees agreed that John Edmond should be invited to give a presentation on the Inland Waterways Advisory Council's recent report on waterways funding to precede that meeting, and that Robin Evans should be invited to give a presentation on British Waterways' current plans for the transfer of its waterways to a new waterways charity.

Future Meeting Dates:

9th April (Lapworth)

11th June (Rowington)

13th August (Rowington)

8th October (Lapworth)

3rd December

There being no further business, the meeting concluded at 4.05 p.m.