

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 11th June 2011 at Rowington Village Hall, Rowington, Warwickshire.

Present:

Alastair Chambers	Alan Platt	Peter Scott
Les Etheridge	John Pomfret	Jim Shead
Clive Henderson (chairman)	Paul Roper	Vaughan Welch
Alasdair Lawrance	Jerry Sanders	Ian West

In Attendance: Neil Edwards [Chief Executive], Helen Elliott-Adams [Finance Manager], Jo Gilbertson [Campaign and Communications Manager] and Leah Sowden to item 9445 [Partner, Saffery Champness],

Apologies for absence were received from Chris Birks, Ivor Caplan and Ray Carter. Doug Beard was absent.

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

9440

MINUTES

Trustees approved the minutes of the Board's meeting held on 9th April 2011, including the edited version for publication, and the electronic meeting held between 21st May and 3rd June 2011.

9441

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, which 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.

9442

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. 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 and Les Etheridge were following up the management recommendations made by the audit findings report, through Finance Committee.

9443

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.

9444

ANNUAL REVIEW AND SUMMARY FINANCIAL STATEMENTS

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

9445

TRUSTEES DUTIES AND RESPONSIBILITIES

Leah Sowden gave trustees a summary presentation on trustees' duties and responsibilities, highlighting the further detailed information that was available on the Charity Commission's web site. As well as *what was expected of trustees*, detail and examples were given on *corporate good governance* and *strategic good governance*, and summary notes were included with agenda papers. Leah Sowden also gave some guidance on trustees' self assessment, and offered to forward a possible example checklist that could be adapted for a future meeting to review.

9446

STRATEGY AND MEMBERSHIP RECRUITMENT

Neil Edwards and Jim Shead had prepared papers, which had been circulated with the agenda. These papers considered the difficulties experienced in effective membership recruitment and looked at some of the issues. [Confidential discussion omitted]

Trustees agreed that:

- (a) The Association should continue to strive to increase membership levels, but without setting any particular targets;
- (b) Region chairmen and chairmen of national committees should discuss the challenge of declining membership with their branches / committee, and review their activities and priorities in the light of the need to be doing things that prospective members would genuinely regard as being of benefit to the waterways;
- (c) Les Etheridge would discuss the same concerns with the chairman of Waterway Recovery Group, with a view to agreeing that all future WRG literature and corporate image should include that WRG is part of IWA and incorporate IWA's logo. Budget would be provided for rebranding where required.
- (d) Activities over the coming months should focus on activities that would enable IWA to be seen as a 'doing' organisation, and that what is done should be better promoted.

9447

NATIONAL AWARDS

(Note this item is confidential until the awards are announced)

9448

REGION ANNUAL GENERAL MEETINGS

Neil Edwards had circulated a paper with the agenda proposing a loosening of requirements for Region AGMs. After a short discussion, trustees agreed that:

- (a) The requirement for regions to hold AGMs should be deleted;
- (b) Where region AGMs are not held, committee members and officers of the region other than the region chairman should be appointed by the branches within the region, with any disputes that

cannot be amicably settled by the branches, or by majority view, being decided upon by the region chairman;

(c) Where regions continue to hold AGMs, the costs of doing so should be met by the branches within the region;

(d) Proposals should be brought to the next meeting to make amendments to the region byelaws.

9449

BRANCH ANNUAL GENERAL MEETINGS

Following a request from a region for its branch to hold their 2012 AGMs at a later date than usual, Neil Edwards had circulated a paper with recommendations. After a short discussion, trustees agreed that:

(a) The Branch byelaws (item 1.3) be amended to change '*31 March*' to read '*31 May*' in respect of the time of year by which branch AGMs are required to have taken place;

(b) The Branch byelaws (item 1.3) be amended to add '*or notice on the branch pages of the Association's web site*' after '*e-mail*' to permit AGM notices to be given on the web site;

(c) All forms of notice for region AGMs become optional, with no notice being required by the byelaws.

9450

MEMBERSHIP SUBSCRIPTIONS 2012

A paper had been circulated to trustees prior to the meeting with proposed membership rates for 2012 to be put to the 2011 Annual General Meeting for consideration by members. The proposed rates reflected the net rise in the Retail Price Index between April 2010 and April 2011 and the move to bring discounted rates towards the agreed 80% of standard rates over a five year period. The paper had been reviewed by Finance Committee during its meeting held earlier that day and had been endorsed there. Trustees considered whether the Retail Price Index was still the most appropriate index, but agreed not to change it for the present. The revised formula for calculating monthly subscriptions (annual rate divided by ten, and rounded up to the nearest 25 pence) was agreed. Trustees also endorsed the proposed rates for recommending to the AGM.

9451

OBJECTIVES FOR 2012

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. Prior to 2010, 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 would likely wish to review and fine-tune the objectives at the final meeting of 2011. Trustees agreed the following objectives for 2012, and agreed the following a rough order of priority whilst recognising the inter-dependence of some of the objectives and consequent activities:

1. 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.
2. 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 encouraging circumstances and arrangements, including funding, for the proposed New Waterway Charity to be a success.

3. To maintain good communications with members and other supporters, particularly potential new members, through further developing the Association's web site and new electronic communications. This should focus on demonstrating charitable work that the Association is undertaking so as to encourage a sense of IWA being a valued and worthwhile organisation that people will be keen to support.
4. To change the focus of IWA's activities towards charitable work that demonstrably brings benefit to the waterways, waterway users and the wider public; to switch resources from any marginal activities that appear to the wider public and supporters as an indulgence and from those activities that do not clearly have public benefit; to scrutinise current activity to eliminate unnecessary rules and barriers to wider participation in IWA's activities.
5. To better promote what the Association does in all its activities, including better recognition for WRG as part of IWA, and to ensure that resources are only allocated to those parts of the Association that are able to demonstrate good value in having outputs that can be promoted as having clear public benefit (or otherwise produce income or are required by law).
6. To continue to manage risk in a diligent manner, and to comply with charitable law and other appropriate and relevant regulation.
7. 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.
8. 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 2011.

9452

COMMITTEE APPOINTMENTS

Upon recommendations from relevant committee chairmen, trustees:

- (a) Approved the appointment of Mike Palmer and Rick Barnes as corresponding members of Finance Committee for a term of three years;
- (b) Noted the resignation of Steve Connolly from Navigation Committee and appointed him as a corresponding member of that committee;
- (c) Noted the retirement of Roger Squires as London Region's representative to Navigation Committee, and the Region Committee's appointment of Paul Strudwick in his place, and endorsed that appointment;

- (d) Approved the reappointment of Liz Payne, Vaughan Welch and Julie Arnold as members of Promotions and Communications Committee, each for a further term of three years;
- (e) Approved the reappointment of Roy Chandler to the board of Essex Waterways Ltd for a further term of three years; and
- (f) Noted the process currently being undertaken by Finance Committee to recruit new members.

9453

MEETING DATES FOR 2012

Upon recommendations from the chief executive in a paper circulated with the agenda, trustees agreed the following meeting dates for 2012: 4th February, 14th April, 16th June, 18th August, 13th October and 8th December. Meetings would be held at Rowington or Lapworth village halls, subject to availability. The Annual General Meeting would be held on 29th September 2012.

9454

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	9 th April
Navigation Committee	9 th April
Restoration Committee	19 th February
Promotions and Communications	2 nd April
Waterway Recovery Group	6 th March
Inland Waterways Enterprises Ltd	9 th April (including edited minutes, for publication)
IWA Festivals	19 th March
Essex Waterways Ltd	10 th March (including edited minutes, for publication)

9455

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. Trustees agreed:

- (a) To defer further circulation of the branch and region role paper (minute 9218c, etc) in the light of recent discussions indicating the need for change promoting local activities, which suggested that this role paper needed to be reconsidered by trustees again in due course;
- (b) that the matters arising relating to assessment of trustees' performance (minute 9272, etc), website training seminars (minute 9353i), national chairman's attendance at region meetings (minute 9374), restoration committee and WRG (minute 9378), might be ongoing for some time as low priority items, and need not appear on future papers;
- (c) that the community boats proposal (minute 9410) be dropped owing to lack of interest; and
- (d) that the proposal to engage a free consultant (minute 9424) be dropped owing to the inability to find such a suitable consultant willing to undertake the work without payment.

9456

IT ARRANGEMENTS

Les Etheridge drew trustees' attention to a paper proposing outsourcing of the server arrangements currently at Head Office to an outside company, Premier IT, which had been approved at the morning's meeting of Finance Committee. This could result in additional expenditure of up to [an amount] this year.

9457

NEW WATERWAYS CHARITY

Paul Roper informed trustees of a discussion about the Department of Environment Food & Rural Affairs' consultation on the New Waterways Charity, which had taken place at the morning's meeting of Navigation Committee. IWA's response was nearly finalised. There had been a good opportunity to raise concerns on future funding at a meeting of the Parliamentary Waterways Group on 8th June. The topic had also been discussed at a meeting of the British Waterways Advisory Forum on 9th June. Clive Henderson would circulate relevant papers.

9458

IWA NATIONAL FESTIVAL

Ian West informed trustees of a decision taken at the morning's meeting of the board of Inland Waterways Enterprises Ltd, when it had been agreed not to hold a National Festival in 2012, as there was already a busy programme including Canalway Cavalcade, a Trailboat festival on the Cotswold Canals over the extended Spring Bank Holiday for the Queen's Jubilee, and a national campaign festival at Preston over the August Bank Holiday, as well as the Olympics at which it was likely that IWA Festivals team would be organising moorings for visiting boaters. A policy paper was being prepared to consider plans for festivals for 2013 onwards.

9459

WATERWAYS RESTORATION

Vaughan Welch briefed trustees on a discussion held at the most recent meeting of Restoration Committee, where fears had been expressed over the lack of likely funding for future waterway restoration schemes, and arrangements to manage waterways once restored. Vaughan Welch proposed that the Association might give consideration to employing a paid fund-raiser in the future; Clive Henderson asked that this be researched and a paper put forward to a future meeting.

9460

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 13th August at Rowington Village Hall. Subject to the trustees meeting agenda, an additional follow-on meeting for region chairman might also be held. Alastair Chambers offered his apologies for absence.

Future Meeting Dates:

8th October (Lapworth Old School) and 3rd December (Lapworth)

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