

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 3rd December 2011 at Lapworth Village Hall, Lapworth, Warwickshire.

Present:

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

In Attendance: Neil Edwards [Chief Executive], Helen Elliott-Adams [Finance Manager], and Jo Gilbertson [Campaign and Communications Manager].

Apologies for absence were received from Ray Carter

9490

DECLARATIONS OF INTEREST

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.

9491

MINUTES

Trustees approved the minutes of the Board's meeting held on 8th October 2011, including the edited version for publication.

9492

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. Clive Henderson went through each matter in turn and the following points were noted:

- (a) Minute 9279 and 9421 – The updated Environment draft was still being worked on by Navigation and Restoration Committees.
- (b) Discussion on potential arrangements for IWA membership recruitment at national festivals had been raised with IWA Festivals Committee, but as the future of the event itself was under discussion by the board of Inland Waterways Enterprises Ltd, and in the absence of a national festival in 2012, any initiatives would be held in abeyance, and the point could be dropped from future trustee agenda papers.
- (c) Minute 9389 - A contract for IWA Festivals to manage BW moorings in the Olympics area had yet to be finalised; it was with British Waterways' contracts department.
- (d) Minute 9417 - The loan agreement for Financing Essex Waterways Ltd's fixed assets had been signed at the morning's meeting of Finance Committee and was due to be counter-signed at the meeting of the board of Essex Waterways Ltd on 6th December.

- (e) Minute 9422 - Paul Roper and Clive Henderson had visited Welches Dam with IWA Peterborough Branch committee members, and Paul Roper had held a meeting with Stuart Taylor of the Environment Agency to press proposals for a volunteer-led restoration of the lock. There were some internal Environment Agency requirements to be satisfied, but this was now looking a realistic prospect. Alastair Chambers confirmed that if this was permitted it would be welcomed and supported by the local branch members.
- (f) Minute 9446 - Jo Gilbertson had put together a guidance note for branches concerning press releases, and this would be available on the web site and advertised to branches shortly.
- (g) Minute 9456 - The upgrade of the Broadband line at Head Office was noted. Vaughan Welch reported that he had had difficulty in receipt of e-mails as his Internet Service Provider did not appear to regularly update domain records to connect to the revision in the Head Office electronic address. David Forrester had organised a resolution with Vaughan's Internet Service Provider, but Vaughan wished other trustees to be aware as the issue might affect others with some less well-known Internet Service Providers.
- (h) Minute 9458 - Les Etheridge reported that following the 14th November board meeting of Inland Waterways Enterprises Ltd (where it had concluded that the current model was not viable in the current economic climate to meet the Key Performance Indicators set), Jerry Sanders was putting together an alternative format for the event, and this was under discussion.
- (i) Minute 9477 - The shorter version of the Reserves Policy would appear with draft Annual Review, and the topic need not appear on future Matters Arising papers.
- (j) Minute 9478(c) – Jo Gilbertson had made some preliminary investigations into media training.
- (k) Minute 9478(d) – Advertisements for the proposed branch project worker had been placed, candidates short-listed and interviewed, but an appointment had yet to be made.
- (l) Minute 9478(e) – Advertisements had been placed for a volunteer to provide public relations support at Head Office, but there had been no applicants so far.
- (m)[Confidential item].
- (n) Minute 9487(e) – Clive Henderson had written to British Waterways about planned closures on some London waterways during the Olympics period, and had discussed the situation at a meeting with BW at Hatton when the Olympics moorings contract was under discussion. Paul Roper reported that the situation had been discussed by Navigation Committee, and the concern of members in the London area was noted. Jo Gilbertson would write to British Waterways pointing out the risks of forcing boaters travelling to the Lee Navigation to use the tidal Thames, rather than the Regent's Canal. In particular, it was noted that boaters travelling to the special moorings on the Lee would need to use the tidal Thames unless they got on the Lee well before the closures. Paul Strudwick reported that BW's public use of the term 'BW/IWA blockade' was particularly unhelpful and inflammatory. The lack of consultation by BW was regrettable.

9493

OBJECTIVES FOR 2012

Trustees reaffirmed the eight objectives for 2012, as approved at the 11th June 2011 meeting and as set out in minute 9451, with the addition of one further objective:

9. To bring the Inglesham Appeal to a successful conclusion.

9494

INVESTMENT POLICY FOR 2012

Les Etheridge introduced a paper from the Investment Working Group, which had reviewed the Association's Investment Strategy and Policy and had proposed that the existing 2011 policy be adopted again for 2012 with some minor changes to cover dates. Finance Committee had endorsed this approach, and the full strategy and policy had been circulated to trustees with the agenda papers. Trustees agreed to adopt the proposed 2012 policy. Les Etheridge also reported on a recent meeting with the Investment Managers.

9495

CONFIRMATION OF REVISION OF REGION BYELAWS

At the 13th August 2011 meeting of trustees, a revision of the region byelaws had been agreed subject to consultation by region chairmen with their regions. There had been no suggestions for any change to the revision. Trustees therefore confirmed the changes that had been agreed in August and approved that these new byelaws should become effective on 1st January 2012.

9496

RISK MANAGEMENT

Les Etheridge introduced a paper that had been produced as a result of work carried out by Finance Committee from its annual review of risk management, which had considered the subject at its August and October meetings. The review had looked at the Association's risks, and the mitigations in hand to address those risks. [A trustee] was concerned as to whether there was enough information for trustees to be satisfied that risks were being properly addressed, but [another trustee] was sceptical as to whether risk management was just an exercise of box ticking that had little real point. However, there was a general view that risk management was important and something that trustees needed to take time to address properly. Trustees:

- (a) Noted the importance of risk management to the Association;
- (b) Noted the revised schedule of top risks and agreed that no significant risks had been overlooked;
- (c) Noted that the introduction of the Cloud Computer system to handle Head Office data had not been considered as part of the review, as it had only just gone live, but that this should reduce risks to which the Association was subject;
- (d) Confirmed that they were happy that for the top risks shown in Appendix One, the controls and mitigants were accurate, appropriate and being applied.

9497

BRANCH ENGAGEMENT AND PUBLIC RELATIONS

Jo Gilbertson had produced a report, circulated with the agenda, to inform trustees on work that had been carried out since the October meeting of trustees. There were five aspects:

- (a) Media Training: Potential suppliers and costs (about [an amount] for six people) had been identified, but the importance of choosing the right people was critical, otherwise the costs would be wasted. People being trained needed to be suitable for media presentation, in the right place and available. Trustees were asked to put forward nominations.
- (b) Branch Project Worker: Advertisements had been placed, about 45 applications had been submitted and five candidates viewed, but an appointment had not yet been made.
- (c) Unpaid Placement to Provide Public Relations Support: Advertisements had been placed in the past week or so, to which there had not yet been any response.

- (d) Meetings with regions and branches: Jo Gilbertson would progress this with individual region chairmen in the New Year.
- (e) Guidance on managing press releases for branches had been prepared and would be placed on the web site and advised to branches shortly.

Trustees noted that an informal project board (national chairman, national treasurer, chief executive) had been set up, which Jo Gilbertson would facilitate. The chairmen of Navigation, Restoration, Promotions & Communications and IWA Festivals committees would be kept informed.

9498

INGLESHAM APPEAL

Les Etheridge had prepared a paper, circulated to trustees prior to the meeting, which outlined progress made since the October meeting in trying to revitalise the Appeal, maintain closer relations with Cotswold Canals Trust over the Appeal, and better understand some of the problems in bringing about a successful conclusion to the work. There had been two meetings with the Trust, one at Chesham and one on site at Inglesham, both of which had proved very helpful. Trustees:

- (a) Noted the progress made since the October meeting;
- (b) Agreed that the balance of money ([an amount] for the purchase of the land (including legal expenses) could now be paid to Cotswold Canals Trust;
- (c) Agreed that publicly the Appeal should be brought to a close in April 2012, although the fund would remain open for donations, grant income and expenditure, etc;
- (d) Noted the planned future fundraising work, and hoped that this would provide the essential final push to enhance IWA's reputation through a successful conclusion to the Appeal;
- (e) Noted that any balance of funds required (after April 2012) would be sought through grants;
- (f) Noted that, at this stage, it was not envisaged the Association's general funds would be used to provide a loan to the appeal, although revised costings were required;
- (g) Noted that it was not now intended to appoint a professional fundraiser;
- (h) [confidential item];
- (i) Noted that Finance Committee had approved the transfer of the balance of the Elsie May Watson restricted fund to the Appeal;
- (j) Noted that the unspent balance of Restoration Committee's grant budget as at 31st December would be transferred to the Appeal;
- (k) Agreed that all trustees needed to be active in their support of the appeal;
- (l) Placed on record their thanks to Gareth Jones for his work on progressing fundraising opportunities, and to Les Etheridge for revitalising management of the Appeal.

9499

PUBLICATION OF MINUTES

Vaughan Welch had circulated a paper following a request from members of West Midlands Region committee to reconsider the publication of edited minutes of national committees. The practice had previously been discontinued because the work involved did not justify the modest interest shown by the very few people who had logged on to the relevant web pages to read them. There had not been any

comment from any other members, and most region chairmen thought there was little interest in reading such edited minutes. Peter Scott felt there was a point of principle of transparency regardless of whether anyone read the minutes and felt that the time taken for minutes of committees to become available was far too long. Other trustees felt there was great merit in ensuring that branch and region committees and other interested members knew what was happening in the Association, but that edited minutes of meetings were not the right way to achieve this. Most region chairmen said that they did their best to keep committee members in their area as well informed as they could. In summarising, Clive Henderson felt the majority view was that arrangements for minutes should remain unchanged, and asked committee chairmen to ensure that important decisions were given appropriate publicity and that region chairmen continued to pass on relevant information to their branches.

9500

APPOINTMENTS TO COMMITTEES

Neil Edwards had circulated a paper with the agenda, which outlined appointments proposed by committees. Trustees:

- (a) Approved the reappointment of Mike Dyer and Nick Parker to Finance Committee, each for a further term of three years;
- (b) Approved the appointment of Gren Messham to Finance Committee for a term of three years;
- (c) Approved the appointment of Gareth Jones and Alan Wiffen as corresponding members of Finance Committee, each for a term of three years;
- (d) Approved the reappointment of Mike Dyer and Nick Parker to the Investment Working Group, each for a term of three years;
- (e) Approved the reappointment of Navigation Committee's existing corresponding members for a further one year term, with the exception of Bill Joyce, Peter Bolt, Sue Day and Howard Anguish, who were retiring;
- (f) Approved the reappointment of Chris Birks, Geraint Coles, Paul Roper and Keith Noble to Restoration Committee each for a further term of three years;
- (g) Approved the reappointment of the eight members of Restoration Committee's Advisory Panel for a further one year; and
- (h) Approved the appointment of Erica Martin as a corresponding member of Promotions and Communications Committee for a term of three years.

9501

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	8 th October
Navigation Committee	8 th October
Restoration Committee	20 th August
Promotions and Communications	6 th August
Waterway Recovery Group	15 th May
Inland Waterways Enterprises Ltd	8 th October (including edited minutes for publication) 14 th November (including edition minutes for publication)
IWA Festivals	16 th to 23 rd May (electronic meeting) and 1 st October

9502

BUDGET 2012

Les Etheridge introduced the Budget 2012 paper and briefed trustees on the discussion that had taken place at the morning's meeting of Finance Committee. Trustees had discussed the need to bring expenditure and income into line at the October meeting, and the difficult economic situation and volatility of investment values had been discussed in some depth at the Finance Committee meeting. In view of the stock market volatility and the significant impact this could have on the Association's reserves, Finance Committee recommended that whilst the net deficit budget target had been met, and it had therefore recommended acceptance of the budget, it would be wise to minimise expenditure until this volatility had reduced. Areas that had been asked to make savings on their budgets had generally managed to meet the targets set, and WRG had made a contribution from restricted funds rather than relying entirely on the General Fund for 2012. The savings from Head Office were shown as a round amount, as to achieve this level of savings it had been necessary to begin procedures to reduce staff costs, and necessary consultation was ongoing with relevant employees so it was not possible to give further details at the moment. Trustees noted that this process had an impact on the proposed Branch Project Worker post for which no appointment had yet been made. Les Etheridge reported that Finance Committee was concerned to increase income, as well as to reduce expenditure, and that Gareth Jones was to be invited to attend its next meeting to discuss this; he had already made a good start in looking at possible grants for the Inglesham Appeal. Les Etheridge drew attention to comments from some committee chairmen concerning budget reductions, and their wish that they might be able to revert to previous levels of expenditure for 2013, when in reality there was likely to be a need for even greater cut backs in future years unless there were some very substantial improvements to income. Trustees:

- (a) Approved the Association's budget for 2012 as attached to the agenda (subject to some reallocation of figures once the implications of the savings at Head Office were worked through, including adjustment for actual staff salaries in 2012), and noted that it was intended to bring income and expenditure into line over a three-year period;
- (b) Noted the board of Inland Waterways Enterprises Ltd had approved a budget for the company at its board meeting earlier in the day;
- (c) Noted that Essex Waterways Ltd intends to continue its break-even budget policy;
- (d) Noted the impact of current stock market volatility on IWA's free reserves and recognised the significant impact this could have on future budget planning if capital values did not recover; and
- (e) Recognised that if income could not be significantly increased, then further significant cuts in expenditure would be required in 2013 and 2014.

9503

PER CAPITA

Finance Committee had considered arrangements for Per Capita as part of the budget discussions. A consultation on reducing the frequency of Per Capita payments and a proposal to abolish Per Capita had, in general, not been well received. Finance Committee proposed maintaining the frequency of Per Capita payments to four times per annum, and to increase the rate by 5% with effect from 1st January 2012, allied with an approach to try to encourage members to receive newsletters in electronic form and a year-on-year reduction of the level of Per Capita payments after 2012. Branches that encouraged members to receive communications electronically would still receive the same level of Per Capita as those that did not, and would financially benefit from such encouragement. Ipswich Branch had shown what was possible, where a substantial proportion of members already received the branch's magazine electronically. Trustees endorsed this approach, and a further paper would be brought to trustees in due course to set out the exact arrangements for encouragement of members and reductions in levels from 2013 onwards.

9504

RESTRICTED FUNDS

Les Etheridge briefed trustees on a forthcoming review of restricted funds, with the aim of ensuring that such funds were properly spent within reasonable periods. With other expenditure likely to be cut back, the spending of such funds would help the Association maintain an active profile.

9505

PURCHASE ORDERS AND EXPENDITURE AUTHORISATION

Les Etheridge drew trustees' attention to a paper approved by Finance Committee in the morning that day on purchase order requirements and authorisation of expenditure, which would apply across the Association and subsidiary companies from 1st January 2012, and which had resulted from extensive consultation with budget holders. Trustees noted and endorsed the new arrangements, and thanked Gordon Harrower for his work on this.

9506

ANNUAL GENERAL MEETING

Jerry Sanders outlined a proposal to hold the 2012 Annual General Meeting in Chelmsford, with the benefit of encouraging members to visit the Chelmer & Blackwater Navigation and to make a full weekend visit to the area. A possible venue had been identified, albeit the cost was substantially more than was usually spent on the Association's AGM and in excess of budget (albeit not significant to the Association's overall budget deficit). There had been some concerns that members in the North West, North East and South West might feel the venue too distant for a day trip and therefore feel disenfranchised, but trustees felt that, if successful, a similar weekend could be held in other non-central areas in future years, and that the proposals should be progressed. Arrangements for the whole event would be managed by Promotions & Communications Committee.

9507

NAVIGATION COMMITTEE

Paul Roper drew trustees' attention to three topics that had been discussed in some detail at the morning's meeting of Navigation Committee:

- (a) The preparation of a new policy for the Association on carriage of freight by water.
- (b) Lobbying on funding for Canal & River Trust. There was some indication that Government was willing to provide additional funding for the Trust, but the exact amount remained unclear and would be a long way short of what was ideal. IWA's campaigning in this area was understood to have been significantly helpful in gaining extra funds.
- (c) Nominations for elections to four places for boat owners on the Canal & River Trust's Council would be invited over a four-week period in December 2011/January 2012. Prominent IWA members would be encouraged to stand, and once nominations were known, IWA would select and widely advertise its choice of recommended candidates.

9508

RESTORATION COMMITTEES

Vaughan Welch drew trustees' attention to three topics that had been discussed in some detail at the October meeting of Restoration Committee.

- (a) The Committee was concerned at the lack of representation on Canal & River Trust's Council for restoration interests, other than WRG;
- (b) The Committee had compiled submissions to Government on recent consultations on Planning Policy and the proposed abolition of The Inland Waterways Advisory Council;

(c) A workshop was being jointly held with British Waterways at a Birmingham venue on 18th February, so which targeted invitations were being sent.

9509

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 4th February 2012 at Rowington Village Hall, which would feature a trustees self appraisal session, postponed from after this (3rd December) meeting.

Other 2012 Meeting Dates were 14th April, 16th June, 18th August, 13th October, 8th December 2012 (all at Rowington).

There being no further business, the meeting concluded at 4.30 p.m.