

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 14<sup>th</sup> April 2012 at Rowington Village Hall, Rowington, Warwickshire.

Present:

Ivor Caplan	Clive Henderson (chairman)	Jim Shead
Ray Carter	Alan Platt	Paul Strudwick
Alastair Chambers	John Pomfret	Vaughan Welch
Les Etheridge	Paul Roper	
Gordon Harrower	Peter Scott	

In Attendance: Neil Edwards [Chief Executive] and Helen Elliott-Adams [Finance Manager].  
Apologies for absence were received from Chris Birks, Alasdair Lawrance and Ian West

9521

ANNOUNCEMENTS

Clive Henderson reminded members of his observer position on the British Waterways Board and his chairmanship of British Waterways Advisory Forum. Clive Henderson, Ivor Caplan and Vaughan Welch recorded their membership of the Canal & River Trust Council. Clive Henderson asked other trustees present for any declarations of interest. There were none.

Clive Henderson announced that Chris Birks intended to emigrate to France on retiring from his employment at the end of June, and consequently would not be standing as a trustee again when his current term ended in September. A new chairman for South West Region would be needed.

9522

MINUTES

Trustees approved the minutes of the Board's meeting held on 4<sup>th</sup> February 2012 including the edited version for publication

9523

MATTERS ARISING

Clive Henderson ran through the matters arising paper that had been circulated with the agenda. The following points were of noted:

- (a) The recent appointment of the Branch Campaign Officer.
- (b) The reconvening of the Awards Panel.
- (c) There was no news yet from IWA Festivals as to the likely location of a 2013 National Festival.
- (d) [Confidential item omitted].

9524

INLAND WATERWAYS ENTERPRISES LTD – LETTER OF COMFORT

The chief executive had circulated a paper to trustees recommending the issue of a letter of comfort to the directors of Inland Waterways Enterprises Ltd. Trustees of the Inland Waterways Association had provided a Letter of Comfort to the directors of Inland Waterways Enterprises Ltd on various occasions in recent years, and the auditors had advised that they believed the Company was still reliant upon the Association not to demand immediate repayment of loans to the company and had recommended that the directors of Inland Waterways Enterprises Ltd should seek a Letter of Comfort that the Association would continue to

support the business in order to avoid any suggestion that the Company was unable to carry on trading. The form of words proposed was similar to that approved in 2011. The Company's draft accounts had been circulated to trustees for their information, and trustees were aware of the interest in this matter of the chief executive and the two trustees who were also directors of Inland Waterways Enterprises Ltd. Trustees agreed to the provision of a letter of comfort, in the form recommended, and authorised Ray Carter and Alan Platt to sign the letter on trustees' behalf. The Company Secretary would arrange for the letter to be finalised.

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#### IWA POLICY ON FREIGHT ON INLAND WATERWAYS

A draft policy for the Association on Freight on Inland Waterways had been considered by Navigation Committee and recommended to trustees by that Committee. A copy had been circulated to trustees with the agenda. Trustees approved the proposed policy without alternation. Clive Henderson asked that it be widely circulated to potentially interested parties. John Pomfret would talk to Jo Gilbertson about circulation. The policy would be placed on the website and drawn to attention in the May edition of the Bulletin.

9526

#### PROPOSED MEMORANDUM OF UNDERSTANDING WITH CANAL & RIVER TRUST

Clive Henderson briefed trustees that an updated draft of the proposed Memorandum of Understanding with Canal & River Trust was under consideration by the Trust. Clive Henderson would circulate the latest draft to trustees. There was no intention to propose similar agreements with other navigation authorities at the moment.

9527

#### REVIEW OF THE PURPOSES OF NATIONAL FESTIVAL

A paper proposing the setting up of a working group to review the purposes of the National Festival had been circulated with the agenda. Trustees agreed to set up the working group with Alan Platt, Gordon Harrower, Jim Shead and Paul Strudwick as members, with approval to co-opt additional people if needed. Chris Birks would be a corresponding member. The Group would aim to give an update at each future meeting, with a final report towards the end of the year.

9528

#### NORTHAMPTON BRANCH

A detailed paper proposing that Northampton Branch move from East Midlands Region to Eastern Region had been prepared by John Pomfret and members of Northampton Branch, which had been circulated to trustees with the agenda. Other branches in adjacent regions had been consulted and supported the move. Alastair Chambers spoke in support from an Eastern Region perspective. Paul Roper said that he was content. Trustees asked that Northampton Branch continue to try to give a focus on waterway issues in the Braunston area to avoid any potential public misperception that the Association was not active in that area. Trustees recognised and agreed that to date the branch had been very active in that area, and no criticism was intended. The change of region would have immediate effect, and various references on the website would be updated in due course.

9529

#### CAMBRIDGE BRANCH

A paper had been circulated with the agenda, proposing that Cambridge Branch change its name to Great Ouse Branch. The closer relationship between the branch and Great Ouse Boating Association was noted, and it was hoped that the change of name would help the branch to become more active throughout the whole of its area. Trustees approved the change with immediate effect and noted, on a report from Navigation Committee, that the river Cam faced a number of challenges, on which the branch needed to be active.

9530

### INVESTMENT MANAGERS

Les Etheridge briefed trustees on the background to IWA's investment management arrangements and the reasons for a review of arrangements. Expressions of interest had been sought for future management of IWA's investments from Adam & Co (the existing managers) and three other firms. Meetings had been held and presentations received from each firm. The Investment Working Group and Finance Committee recommended the appointment of Cheviot Asset Management [for three reasons – commercially sensitive]. Trustees endorsed Finance Committee's recommendation and noted that some investments would need to be realised with a view to balancing up designated and restricted funds with cash reserves following the recent reduction in the General Fund.

9531

### APPOINTMENTS TO COMMITTEES

Neil Edwards had prepared a paper, circulated with the agenda, outlining various recommendations from committees for appointment and reappointment of members. Trustees:

- (a) Noted the retirement of Helen Bedingfield as a member of Promotions and Communications Committee;
- (b) Approved the appointment of Gillian Bolt as a member of Promotions and Communications Committee to October 2013
- (c) Approved that appointment of the National Chairman and Campaign & Communications Manager as ex-officio appointments to Promotions and Communications Committee
- (d) Approved the revised appointment dates of existing members of Promotions and Communications Committee as follows:

	Current Expiry	Revised Expiry
Jerry Sanders	January 2012	October 2014
Julie Arnold	June 2014	October 2013
John Butler	December 2014	October 2014
Ivor Caplan	November 2012	October 2012
Ray Carter	January 2012	October 2014
Madeline Dean	March 2013	October 2012
Liz Payne	June 2014	October 2013
Jim Shead	January 2012	October 2014
Paul Strudwick	January 2014	October 2013
Vaughan Welch	June 2014	October 2013
Helen Whitehouse	January 2012	October 2014
Corresponding Members		
Tony Dunning	January 2014	October 2013
John Fevyer	January 2014	October 2013
Trevor Honychurch	December 2014	October 2014
Erica Martin	December 2014	October 2014
Audrey Smith	March 2013	October 2012
Gillian Smith	March 2013	October 2012

9532

ROLE AND SPECIFICATION OF FINANCE COMMITTEE

Les Etheridge had circulated a paper proposing some revisions to the role and specification of Finance Committee consequent on recent changes to the procedure for putting together the Association's budget. The paper and revisions to the role and specification had been approved by Finance Committee and were endorsed by trustees.

9533

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	4 <sup>th</sup> February 2012
Navigation Committee	4 <sup>th</sup> February 2012
Restoration Committee	10 <sup>th</sup> December 2011
Promotions and Communications	17 <sup>th</sup> December 2011
Waterway Recovery Group	22 <sup>nd</sup> January 2012
Inland Waterways Enterprises Ltd	4 <sup>th</sup> February 2012 (including edited minutes for publication)
IWA Festivals	28 <sup>th</sup> January 2012
Essex Waterways Ltd	6 <sup>th</sup> December 2011 (including edited minutes for publication)

9534

IWA – WHO WE ARE AND WHAT WE CAMPAIGN FOR

A paper prepared by Jo Gilbertson, of which early drafts had been previously circulated and commented on by a number of trustees, had been circulated with the agenda for the meeting. Neil Edwards explained by way of background to the paper that it was intended not to determine new policy or to change existing policy, but rather to put together a summary of the Association's policies so as to assist those campaigning and promoting the Association, as to what IWA stood for. Trustees welcomed the document as timely, and Clive Henderson, Les Etheridge and others said that as it was evident from recent meetings, including with British Waterways, that IWA's purposes were far from being widely well-understood. [Confidential discussion omitted].

Trustees agreed that the present document, subject to the minor points below, could be released internally throughout the Association for comment and suggested improvement. This could be done via the internal Bulletin. Feedback would be invited in time for finalising the document at the June trustees meeting.

Trustees asked that on page 3, end of paragraph 2, that the wording was improved, to read 'Improved customer standards', and that 'Waterway Recovery Group' be corrected.

Trustees were asked to consider what uses the document could be put to when the document was finalised.

Clive Henderson drew attention to a similar style of document produced by IWA in the 1960s. Trustees agreed that once the wording was finalised a well-presented document with photographs, etc, would be put together for publication.

Trustees suggested that the second paragraph of the Association's Mission Statement for consistency be reviewed for the sake of consistency. This could be brought back to a future meeting for ratification.

[Two confidential discussion items omitted]

9535

NAVIGATION COMMITTEE – CANAL & RIVER TRUST

Paul Roper reported that an update on Canal & River Trust had been discussed at the morning's meeting of Navigation Committee, although there had been little to report, other than that the case for moving the

Environment Agency's navigations to the Trust was strengthening, as the Agency's Navigations were becoming increasingly unsustainable on a funding basis as structured at present.

9536

#### MEMBERSHIP CATEGORIES

Les Etheridge reported discussion at Finance Committee covering proposed junior and 'green' / 'electronic' membership categories, and the abolition of the overseas categories.

- (a) Finance Committee recommended the establishment of a junior membership category for those aged under-18, at an annual subscription rate of £1.00 payable only by direct debit, with all communication being electronic. Trustees approved this, with immediate effect.
- (b) Finance Committee recommended the abolition of the existing separate overseas membership categories, with overseas members paying the same rates as UK members, but that overseas mailings would be restricted to Waterways magazine and subscription correspondence. [Region and branch magazines would be available electronically, or by post for a donation to cover costs]. Trustees approved this, with immediate effect.
- (c) Finance Committee had discussed a paper by Neil Edwards proposing consideration be given to introducing a new membership category for which all communication, including newsletters and magazines, would be electronic (so far as was practicable to IWA). This would enable a saving in print and post costs, which were rising faster than inflation, and would provide an additional option for those members content to read on-line rather than from printed copy. As there would be a cost saving for the Association, a modest discount on the standard subscription rates would be offered to such members to encourage take-up. Finance Committee had supported the proposal in principle and asked for a more detailed paper for the June meetings. Trustees endorsed this approach.

9537

#### FUNDRAISING

Les Etheridge reported a discussion on fundraising at the morning's meeting of Finance Committee, which Gareth Jones had led on. Trustees endorsed a proposed approach to Canal & River Trust by Gareth Jones to engage with the Trust's personnel on fundraising matters. Gareth Jones also intended to discuss fund raising implications with chairmen of national committees.

9538

#### CHESTERFIELD CANAL

Les Etheridge briefed trustees on recent correspondence from John Baylis who had been leading negotiations on the Association's behalf to keep the Chesterfield Canal Partnership in place following withdrawal of funding from some local authorities. Trustees noted the planned use of the Ayling Legacy designated fund for retention of the Development Manager post on the Chesterfield Canal Partnership, which was considered of considerable importance to keep the momentum going for funding applications under preparation. Les Etheridge also briefed trustees on correspondence with Chesterfield Borough Council. Trustees approved use of as much of the Ayling Legacy designated fund as was needed for this purpose.

9539

#### INGLESHAM APPEAL

Trustees recorded, with sorrow, the death of Tony Robinson, chairman of Cotswold Canals Trust, on 13<sup>th</sup> April.

[Confidential discussion omitted]

9540

RESTORATION COMMITTEE

Vaughan Welch briefed trustees that:

- (a) guidelines for grant applications had been revised;
- (b) Tony Harrison was unwell and wished to retire as an honorary consultant engineer; he would help write a brief to recruit his successor;
- (c) a successor to Chris Birks, who is emigrating to France, is to be advertised for;
- (d) chapters on the Restoration Handbooks are being updated and were available on the web site;
- (e) information on restoration projects on the website was being improved;
- (f) publicity for restoration grants is to be improved and help was sought from region chairman;
- (g) consideration is being given to producing authoritative reports on waterway restoration matters following IWAC's demise.

9541

ANNUAL GENERAL MEETING 2012

Paul Strudwick briefed trustees on arrangements for the 2012 Annual General Meeting, which is due to take place on Saturday 29<sup>th</sup> September at Chelmsford. A vintage coach and barge trip on the Chelmer & Blackwater Navigation had been arranged for the Sunday. The formal notice of announcement of the meeting date and location, including trustees election would be in the May edition of *Waterways* magazine.

9542

ADDITIONAL MEETING IN NOVEMBER

Paul Strudwick proposed holding an additional meeting to consider strategy, but other trustees felt that this (April) meeting had spent most of its time on strategic issues, and that with some forward planning the existing October meeting could be used for a discussion on strategic issues.

9543

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 16<sup>th</sup> June at Rowington Village Hall. Les Etheridge would chair the meeting, as Clive Henderson offered his apologies for absence for the meeting owing to a clash of engagements.

Other 2012 Meeting Dates:

18<sup>th</sup> August, 13<sup>th</sup> October, 8<sup>th</sup> December 2012 (all at Rowington)

There being no further business, the meeting concluded at 3.20 p.m.