

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 16th June 2012 at Rowington Village Hall, Rowington, Warwickshire.

Present:

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

In Attendance: Neil Edwards [Chief Executive – excluding item 9570], Helen Elliott-Adams [Finance Manager – excluding item 9570], Jo Gilbertson [Campaign and Communications Manager – excluding item 9570], Mike Palmer [chairman, Waterways Recovery Group – excluding item 9570] and Nick Parker [Finance Committee – items 9544 to 9549].

Apologies for absence were received from Ray Carter and Clive Henderson. Jim Shead reported apologies for absence also from Jerry Sanders, who would have been in attendance.

9544

DECLARATIONS OF INTEREST

Ivor Caplan and Vaughan Welch recorded their membership of the Canal & River Trust Council. Les Etheridge asked other trustees present for any declarations of interest. There were none.

9545

MINUTES

Trustees approved the minutes of the Board's meeting held on 14th April 2012, including the edited version for publication, as a correct record of the meeting.

9546

STATEMENT OF DISCLOSURE OF INFORMATION TO AUDITORS AND LETTER OF REPRESENTATION

A paper had been circulated with the agenda drawing 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 had also confirmed (via the paper presented to trustees) that all relevant information had been made available to the auditors from Head Office. A draft 'Letter of Representation' to the auditors, which had also been circulated with the agenda, was approved and Les Etheridge was authorised to sign it on behalf of all trustees.

9547

AUDIT FINDINGS REPORT

Nick Parker reported that he had attended the Audit Clearance Meeting on behalf of Finance Committee, as the audit partner was unable to attend the usual meetings of trustees and Finance Committee this year. The Audit Clearance Meeting was held at Head Office on 10th May, and was also attended by Karen Bartlett (audit partner), Andrew Watkinson (audit manager) for Saffery Champness, Clive Henderson, Les Etheridge, Helen Elliott-Adams and Neil Edwards for IWA.

Nick Parker introduced the auditors' report to trustees and explained that an unqualified report was being given on the Annual Report and Financial Statements. The audit had gone well. There had been a session at the Audit Clearance Meeting 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 significance had emerged. There were no management recommendations made by the audit findings report, and this had been queried with the auditors who had replied that as a result of not finding any issues they had spent extra time looking, but had not come up with any points. Previous observations had all been addressed. Trustees endorsed the congratulations of Finance Committee to Helen Elliott-Adams and her team.

9548

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.

9549

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, which had been circulated to members prior to the meeting. Members of Finance Committee had welcomed the conciseness of the report at the meeting earlier in the day, and this was endorsed.

9550

PER CAPITA AND LOCAL COMMUNICATIONS WITH MEMBERS

Neil Edwards introduced a paper that had been circulated with the agenda, explaining the background for the desire to maintain and improve local communications with members, whilst at the same time trying to save on costs. Gordon Harrower reported that the paper had been discussed at the morning's meeting of Finance Committee, where all the recommendations had been supported. [A trustee] recommended the need to rapidly disburse information on an on-going basis through electronic communications, rather than saving it all up for an occasional newsletter; although some members were resistant to anything other than printed communication, their number was declining and most people now expected a greater immediacy of news. [Another trustee] supported the recommendations but felt there was a need for incentives for members to change old habits. [Another trustee] also supported the recommendations, but recommended carefully selling the message to branches an area in which Region Chairman had an important role to play. Other trustees supported this approach, asked that mailings be undertaken as timely as possible and that assistance be given to branch editors to help raise standards and ease of reading material on line. Trustees agreed that:

- (a) From 1st July 2012, the cost of mailings (postage and envelope) should be netted off from Per Capita payments to eliminate invoices needing to be sent out for mailing costs.
- (b) Branches and regions should be consulted (via the Internal Bulletin) about the need to (i) reduce costs, (ii) improve standards and (iii) encourage electronic communication, and consequently the points (c) and (d) below.
- (c) Subject to (b) there should continue to be made available up to a maximum of four Per Capita payments per annum.
- (d) The rate of Per Capita, or budget for region publications, memberships should reduce by 10% from 1st January 2013 and thereafter automatically on 1st January of each subsequent year (unless otherwise decided by trustees). [Note: this excludes electronic membership – see minute 9551]
- (e) To qualify for the Per Capita payment, the electronic edition of the publication must be provided and circulated (to newsletters@waterways.org.uk) in the correct reading order. This to be drawn to immediate attention of editors, with six months grace to become effective from 1st January 2013, and presented as an opportunity to help improve presentation and readability.

9551

ELECTRONIC OR GREEN MEMBERSHIP

Neil Edwards introduced a paper that had been circulated with the agenda following up a discussion at the April meeting, when trustees had approved in principle the introduction of a green or electronic membership rate. This paper set out firm proposals, and had been discussed at the meeting of Finance Committee earlier in the day. Gordon Harrower reported that Finance Committee supported the proposals but had had some reservations as to whether the rate of discount offered should be 20% or 15%, before eventually settling on the proposed 20% discount rate. [A trustee] wondered whether it was still appropriate to send out printed copies of *Waterways* magazine, whatever the consequences of that might be. [Another trustee] supported the concepts proposed in the paper, but was concerned as to whether there was sufficient incentive for members to take up electronic membership. [Another trustee] supported the need for a 20% discount in order to motivate members to make the change. [Another trustee] urged for the retention of a printed copy of *Waterways* for all members. The term 'electronic' was much preferred to 'green' as the title of the new membership. There was a brief discussion on whether those already benefitting from the senior citizen discount should be offered any further discount, but it was agreed this should not be the case though there was a need to carefully explain the situation to senior citizens to try to minimise any disquiet that they might be missing a perceived entitlement. Trustees agreed (11 votes in favour and 2 against,) that:

- (a) A new category of 'electronic membership' should be introduced with effect from 1st July 2012.
- (b) The 'electronic membership' option be made available, at least to begin with, to just ordinary and joint memberships (those paying both annually and monthly). This would be to keep the options simple and manageable.
- (c) The rate of discount for electronic memberships should be set at 20% of the standard rates (for both annual and monthly payments). This would be the same concession as that offered for senior citizen members, and was again designed to make for simplicity in promoting the range of memberships available.
- (d) The rate of 'Per Capita' for 'electronic members (from 1st July 2012) would be set at 20 pence per membership. This would be entirely profit for branches, and was intended solely to offset any implications of increased print costs per newsletter still printed following any fall in print runs.

9552

MEMBERSHIP RATES

A paper proposing membership subscription rates for 2013, to be put to the national AGM in September for approval had been circulated to trustees and to Finance Committee. Gordon Harrower reported that Finance Committee had supported the recommendations, but wished the full annual rate of inflation (3.5%) rounded up to the nearest 50p or £1, to be applied, rather than allowing any adjustment downwards for previous years rounding ups, as had been suggested in the paper's recommendations. Trustees endorsed Finance Committee's approach and felt that the message of 'increase by inflation' was an easier message to sell. Trustees agreed, subject to final approval at the 2012 AGM, to:

- (a) Reaffirm trustees' previous decisions that (i) life membership rates are calculated as 20 times the standard rates, (ii) monthly rates are calculated as one tenth of the annual rates, (iii) the under-18 rate should remain at £1 and not be changed by annual inflationary increases and (iv) the concessionary rate for senior citizens would be 80% of the standard rates (the final adjustment being made in 2013).
- (b) The 2013 standard membership rates should be adjusted by the annual inflation rate over the past year (Retail Price Index to 30th April = 3.5%), giving rates of
Single £31.50

Joint	£39.00
Corporate – Non-profit-making	£54.00
Corporate – Under 20 employees	£59.00
Corporate – Over 20 employees	£119.00

9553

OBJECTIVES FOR 2013

Neil Edwards had circulated a paper with the agenda proposing Objectives for 2013, subject to finalisation by trustees at the last meeting of the year. [text omitted]. Trustees noted that there was ample time to fine tune the wording before the year-end, but the general feeling was that IWA should not worry about upsetting people if criticism was justified and diplomatically done. Trustees agreed that the objectives should initially be set as:

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 Canal & River Trust to be a success.
3. To work to ensure that Canal & River Trust makes a significant and positive contribution to the wellbeing of the inland waterways; publicly supporting Canal & River Trust to achieve this, but constructively criticising it when necessary. In particular, IWA should act to ensure that the Trust's navigation role has appropriate prominence and that the partnerships play a useful and constructive role in the management of the waterways they cover.
4. To maintain good communications with members and other supporters, particularly potential new members, through further developing electronic communications. This should focus on demonstrating charitable work that the Association is undertaking, particularly at a local level, so as to encourage a sense of IWA having a real and on-going purpose, and to continue being a valued and worthwhile organisation that people will be keen to support.
5. To continue the change of focus of IWA's activities towards charitable work that demonstrably brings benefit to the waterways, waterway users and the wider public; reducing resources previously spent on any marginal activities that appear to the wider public and supporters as an indulgence and also from those activities that do not have clear public benefit.
6. 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).
7. To continue to manage risk in a diligent manner, and to comply with charitable law and other appropriate and relevant regulation.
8. 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) continuing to closely control costs in all areas.

9. 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:

- (a) Approved that initial budgetary allocations and deliberations by Finance Committee in drawing up the budget should take full account of these objectives.
- (b) Asked that the draft objectives remain as such until confirmed at trustees' final meeting of 2012.
- (c) Asked the chief executive to draft an additional objective for consideration by e-mail discussion concerning supporting other waterway organisations.

9554

NATIONAL WATERWAYS WEEK

Jim Shead introduced a paper that he had drafted and which had been circulated with the agenda. This had followed up an idea tabled at Promotions and Communications Committee, extending an original idea of a Waterways Day. [Confidential discussion]. In conclusion, trustees decided there was not sufficient information within the paper to make a decision and asked Jim Shead to give the proposal further consideration.

9555

NATIONAL AWARDS

A paper from the Awards Panel had been circulated with the agenda. Les Etheridge reminded trustees that the purpose of setting up the Panel was to allow considered review of nominations and avoid any conflicts of interest and perceptions of favouritism with personalities and trustees. There was some concern that too many Richard Bird medals were being proposed, but it was noted that no guidance had been given to the Awards Panel in this respect. Trustees felt that the presentations at the 2011 AGM had lasted far too long and that this needed to be avoided again. Trustees:

- (a) Agreed that the Cyril Styring Trophy should be awarded to [a recipient].
- (b) Agreed that the Christopher Power Prize should be awarded to [a recipient]
- (c) Agreed that the John Heap Salver should be awarded to [a recipient].
- (d) Agreed that Richard Bird Medals should be awarded to [16 recipients].
- (e) Asked the number of Richard Bird Medals awarded in future years should not usually exceed six unless the Awards Panel considered there to be exceptional circumstances.
- (f) Asked Neil Edwards to convey Trustees decisions and thanks to the Awards Panel.

Note: the award recipients should remain confidential until presentation at the AGM, although recipients and those making the nominations would be informed in advance.

9556

COMMITTEE APPOINTMENTS

Neil Edwards had circulated a paper with the agenda following proposals put forward by Promotions and Communications Committee and IWA Festivals Committee. Trustees:

- (a) Noted the retirement of Trevor Honychurch as a corresponding member of Promotions and Communications Committee.
- (b) Approved the appointment of Ian Fletcher as a corresponding member of Promotions and Communications Committee until October 2014.
- (c) Noted the appointments by the board of Inland Waterways Enterprises Ltd of Mike Moore and David Green to IWA Festivals Committee, each for a term each of three years.

9557

RISK MANAGEMENT

Les Etheridge had prepared a paper on Risk Management outlining Finance Committee's recent consideration of the subject, largely for information of trustees. Trustees endorsed Finance Committee's decisions at its meeting earlier that day and:

- (a) Noted the importance of risk management to IWA,
- (b) Agreed [text deleted] significant new risks to IWA as identified in the paper, and these risks needed to be recognised and dealt with appropriately, and
- (c) Supported the work undertaken by Finance Committee.

9558

FESTIVALS REVIEW GROUP

Alan Platt briefly introduced a paper prepared by the Festivals Review Group updating trustees on the work currently in hand by the Group set up at the April meeting. Trustees noted the report.

9559

MEETING DATES 2013

Neil Edwards had circulated a paper with suggested meeting dates for trustees meetings in 2013. Trustees:

- (a) Agreed that meeting dates for 2013 would be set as: 2nd February, 13th April (one week later than the paper had recommended), 8th June (one week later than the paper had recommended), 10th August, 12th October and 7th December.
- (b) Approved the 2013 AGM be held on 28th September.
- (c) Agreed that meetings should continue to be held at Rowington Village Hall (or Lapworth if Rowington Hall was not available) for 2013.

9560

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	14 th April 2012
Navigation Committee	14 th April 2012
Restoration Committee	31 st March 2012
Promotions and Communications	11 th February 2012
Waterway Recovery Group	11 th March 2012

Inland Waterways Enterprises Ltd	2 nd April 2012 (including edited minutes for publication)
IWA Festivals	31 st March 2012
Essex Waterways Ltd	9 th March 2012 (including edited minutes for publication)

9561

NAVIGATION COMMITTEE

Paul Roper reported that at its morning meeting, Navigation Committee had discussed:

- The recent British Waterways continuous mooring ruling,
- BW's management of the recent drought situation, which was considered good. Paul would write on behalf of the Association to congratulate BW,
- A recent meeting with senior Environment Agency management, and
- A Guidance note covering the recent planning legislation.

9562

BUDGET PROCESS 2013

Gordon Harrower reported that at its morning meeting Finance Committee had discussed the budget process for 2013 along the lines of papers circulated with the Finance Committee agenda, and which had been available to trustees. Finance Committee had concluded that there was a need for further budget reductions of about 5% of 2012 levels from each budget holder. Otherwise the process for setting the 2013 budget would be the same as for 2012. Les Etheridge would write to budget holders to set out the position.

9563

RESTORATION COMMITTEE

Vaughan Welch reported that its meeting held on 26th May, Restoration Committee had discussed:

- A guidance note covering the recent planning legislation (as also discussed by Navigation Committee),
- Concerns at the level of expenses claimed from some IWA representatives on waterway groups. The Committee had decided to refuse some expenses,
- A request to extend the draw-down deadline for a grant to Stafford Riverway Link CLC by one year, which had been agreed.

9564

RECENT EVENTS

The success of the recently held Stroud-on-Water and Canalway Cavalcade events was noted and Les Etheridge was asked to convey trustees' congratulations and thanks to those involved.

9565

MATTERS ARISING

Neil Edwards had circulated a paper updating trustees on Matters Arising from previous trustees meetings. Trustees noted the paper and in particular further reports that:

- (a) The draft of the proposed Memorandum of Understanding with Canal & River Trust had been rewritten, and that there were plans to set up a meeting with trustees of Canal & River Trust. [text omitted].
- (b) The '*What IWA Stands for*' draft document was being updated to reflect comments received from branch officers. John Pomfret asked that wording on IWA proposals for unification of navigation management be clarified.
- (c) The Inglesham Appeal had formally closed with just over £100,000 having been raised. Following a meeting with Cotswold Canals Trust, IWA and WRG would determine how best to use the money

raised and it was considered very important that donors would be able to see that their donations had been worthwhile and well used.

9566

HONOURS

The Queen's Birthday Honours announced overnight were noted, including recognition for:

Fred Blampied MBE – founder IWA South West Region chairman

John Baylis BEM – former IWA deputy national chairman

Roger Squired BEM – former IWA deputy national chairman

Beryl Windsor BEM - organiser of the annual Angel Canal Festival in North London,

Di Skilbeck MBE - President of the Boat Museum Society at Ellesmere Port,

Norma Hornby MBE - Chairman, Canal Boat Adventure Project in Warrington,

Shirley Beckwith OBE - chairman and co-owner of City Cruises plc, London Docklands

Sir Tony Baldry - MP for Banbury, co-chairman Parliamentary Waterways Group, former waterways minister and long-standing IWA member.

9567

WATERWAYS WORLD EVENT AT LEA VALLEY

The announcement of an event planned for 2013 at Lea Valley, to be organised by Waterways World Ltd, was noted. [text omitted]. Canal & River Trust was understood to be supporting the event, but not financially.

9568

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 18th August at Rowington Village Hall. Alastair Chambers offered apologies for absence.

Other 2012 Meeting Dates: 13th October, 8th December 2012 (all at Rowington)

9569

FAREWELL

Les Etheridge noted that this was Chris Birks' last meeting, as he planned to emigrate to France at the end of the month and would retire as a trustee at that time. Les recorded his thanks for Chris's wise counsel as a trustee, and this was endorsed by other trustees who wished Chris well in his new life.

9570

SUCCESSION PLANNING FOR NATIONAL CHAIRMAN

Following the departure of non-trustees from the meeting, a confidential discussion was held to consider succession planning for the post of national chairman.

There being no further business, the meeting concluded at 4:00 p.m.