

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 8<sup>th</sup> June 2013 at Rowington Village Hall, Rowington, Warwickshire.

Present:

Ivor Caplan	Alasdair Lawrance	Jim Shead
Ray Carter	Alan Platt	Gillian Smith
Les Etheridge (chairman)	John Pomfret	Paul Strudwick
Gordon Harrower	Paul Roper	Vaughan Welch
Clive Henderson	Peter Scott	Ian West

In Attendance: Karen Bartlett [Partner, Saffery Champness, to and including item 9679] and Neil Edwards [Chief Executive].

Apologies for absence Roger Holmes, Helen Elliott-Adams [Company Secretary] and Jerry Sanders [Chairman of Promotions & Communications Committee]

9673

DECLARATIONS OF INTEREST

Ivor Caplan, Clive Henderson and Vaughan Welch recorded their membership of Canal & River Trust's Council. Ivor Caplan, Alan Platt, Peter Scott and Vaughan Welch recorded their positions as members of Canal & River Trust partnerships and other advisory committees. Clive Henderson is a member of Canal & River Trust's appointments panel.

Les Etheridge asked trustees present for any other declarations of interest. There were none.

9674

MINUTES

Trustees approved the minutes of the Board's meeting held on 13<sup>th</sup> April 2013, including the edited version for publication, as a correct record of the meeting.

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LOAN AGREEMENT LETTER

The chief executive had prepared a paper, circulated with the agenda, seeking trustees' approval of a letter to the board of Inland Waterways Enterprises Ltd undertaking not to seek repayment of the loan to the subsidiary company within the next 12 months, since repayment of the loan would require realisation of the company's assets and frustrate its ability to trade profitably. In answer to a question from Paul Strudwick, Karen Bartlett explained that such a letter should be limited to 12 months, and renewed annually if appropriate, so as to minimise the Association's commitment. Trustees agreed to the provision of a letter undertaking not to seek repayment of the long-term loan in the form attached to the agenda and authorised Ray Carter and Alan Platt (neither of whom were directors of the subsidiary company) to sign the letter on behalf of the board of trustees.

9676

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 the 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.

9677

#### AUDIT FINDINGS REPORT

The auditors' report to trustees had been circulated in advance with the agenda. Karen Bartlett took trustees through the report, particularly noting materiality and independence considerations during the audit. There had been just one misstatement in the prepared accounts. The absence of management letter points was noted again this year, and Karen Bartlett said this should give comfort to trustees that the Association's finances and procedures were well-managed at Head Office. Karen Bartlett drew trustees' attention to a series of new guidance notes from the Charities Commission, which were listed in the Audit Findings Report, and recommended that trustees carefully consider the revised guidance from the Commission.

Gordon Harrower said that the report had also been considered by Finance Committee at its meeting earlier in the day. The prevention of fraud and trustees' responsibilities were noted. Clive Henderson asked if there was any guidance as to the ideal frequency with which trustees should meet; Karen Bartlett responded that it was a matter for trustees of each charity to consider what best suited their circumstances, but that IWA's trustees met more frequently than most charities in similar circumstances. Ian West asked if there were sufficient controls for cash received at fund-raising events; Karen Bartlett responded that the Association's controls for counting cash were good, but it was accepted that it was almost impossible to entirely prevent cash from being misappropriated prior to receipt by Association officials at events. There was probably little more that could practicably be done than at present.

Trustees thanked Karen Bartlett for the report.

9678

#### 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.

9679

#### ANNUAL REVIEW AND SUMMARY FINANCIAL STATEMENTS

Trustees approved the draft text for the Annual Review (subject to further amendments and design) and the Summary of Consolidated Financial Statements, which had been circulated to members prior to the meeting. The revised design of the Annual Review was favourably received.

9680

#### STRATEGY

Les Etheridge reported that since the April meeting, he had been busy with organising the National Trail Boat Festival at Bodiam Castle, and this had diverted attention from other matters. He had, however, followed up dialogue with directors at Canal & River Trust and obtained firm confirmation that the Trust did not subsidise Crick Boat Show nor intended to subsidise the planned show at Waltham Abbey over the August Bank Holiday. Canal & River Trust did, however, have some marketing budget for organising its own presence at such events.

Les Etheridge reported signs that the proposed transfer of the Environment Agency's navigations to Canal & River Trust in 2015 was becoming more doubtful. IWA's parliamentary advisor had been asked to try to gain meetings with relevant officials to help understand the position better. The impact on the Department for Environment, Food and Rural Affairs of the Government's latest Comprehensive Spending Review was felt almost certain to be more severe than had previously been thought likely, and this was bound to impact on the Environment Agency, as it took such a substantial part of the Department's budget. Trustees agreed that the situation could be mentioned in Bulletin and that IWA was working on it to pursue Aickman's vision. The situation would become clearer once the Comprehensive Spending Review outcome was

published, as the level of hit on the Environment Agency's budget would become more visible. Paul Roper suggested it was very likely that there would be pressures on the Environment Agency to increase licence fees well beyond inflation. Ray Carter asked for a simple position statement on the subject, which Paul Roper agreed to produce. Paul Roper would also check on the confidentiality of the Agency's internal briefing to its staff on the Future of Navigation.

Les Etheridge reported that membership recruitment levels were still a concern. The first-year-free membership scheme, which was being offered to further waterside businesses by some trustees and national committee members, was now being followed up by Bethlee Jones, the new membership recruitment assistant at Head Office, who would be in touch with relevant trustees and committee members shortly.

Les Etheridge reported that he had circulated a Board Evaluation questionnaire earlier in the week and asked for its return by the end of June. He thanked the two trustees who had already responded.

9681

### IWA ACTIONS AND RESPONSE TO HS2 RAIL PROPOSALS

Les Etheridge reported that following the April trustees meeting he had approached [a member] who had declined to lead the group approved at the last meeting. Subsequently he had asked Gren Messham who had agreed to take on the role, and Les noted Gren's infrastructure projects experience in the water industry. Les Etheridge said that Navigation and Restoration Committees would continue with technical work for our responses to HS2, and this would not be duplicated. Les Etheridge also noted the very useful working group put together by Vaughan Welch across affected IWA corporate members and Canal & River Trust representatives. This group was largely looking at technical matters too but, as a cross-organisation group facilitated by IWA, it could not absolutely formulate IWA's campaign and responses to consultations on the subject. The group headed by Gren Messham was, however more wide ranging and would have particular responsibility for communications, formulating and promoting the Association's position and campaign, and would put together draft consultation responses for the national chairman to sign off, and consolidate the work of Navigation and Restoration committees.

A document setting out proposed IWA policy and draft terms of reference for the group headed by Gren Messham had been circulated to trustees in advance of the meeting. Trustees approved the policy as:

- i. IWA recognises that the proposed High Speed railway infrastructure is a legitimate development for the UK government to justify and implement, similar in its way to the original network of canals we have benefited from economically in the past and continue to enjoy and support today.
- ii. As with any similar project of this scale it adversely impacts the existing environment, infrastructure and quality of life of many people on its route, both transiently during its construction and continuously as it goes into operation.
- iii. IWA believes the project needs to be planned and implemented in a transparent caring and sympathetic way, which will allow an objective citizen to conclude that on balance its contribution is positive. In addition wherever possible opportunities must be sought to enhance the locality and improve people's environment and quality of life to mitigate the inevitable losses elsewhere.
- iv. IWA will therefore engage constructively with those planning and implementing the project to achieve this balance with particular reference to the waterways (whether currently used for commercial and leisure or still to be restored) affected by the project. IWA will use the expertise of its members and stakeholders in this engagement, and not hesitate to exploit all avenues to highlight incidences where the project is falling short on achieving this balance.

Terms of Reference for the group were approved subject to adding the words '*trustees via*' before '*the National Chairman*' in the first bullet point, as follows:

- (a) The group will be a 'Task and Finish' small virtual group reporting to trustees via the National Chairman.

- (b) The group will comprise a Chair appointed (and if necessary dismissed and replaced) by the National Chairman, and a selection of virtual members some directly proposed and some nominated by branches again confirmed by the National Chairman. Virtual members will be chosen based on their knowledge and interest in HS2 and its impact, and expertise in those areas useful in achieving IWA's policy objectives for HS2. The Chair will be an ex- officio member of IWA's other HS2 groups where deemed appropriate to ensure seamless liaison.
- (c) The group will in addition have access to experts not on the group, for specific pieces of work.
- (d) The group will liaise closely with IWA's technical groups on HS2, and not duplicate technical work or standards or links on the technical issues to outside stakeholders. The group will be supported by IWA's technical groups and provided with briefings and data by them to facilitate communication and replies to consultations.
- (e) The group will pull together input from individual members, branches, IWA national committees, and other waterways stakeholders such as canal societies, C&RT, and the Environment Agency. This to enable it to properly consider HS2's proposals for existing & proposed navigable and restorable waterways both in detail and at an overall level.
- (f) The group will, on behalf of IWA, make representations to HS2 and provide a formal response to the announced consultation and any others yet to be confirmed. Formal responses will be prepared for signing off by the National Chairman. The group will also represent IWA to the media where appropriate on this issue, or provide the National Chairman with a brief to enable him to do so.
- (g) The group will communicate widely with members to ensure strong awareness of the work IWA is doing, and whether satisfactory progress is being made on getting agreement on mitigation measures. This will also enable members to support any response IWA has to make if progress is not adequate.
- (h) The group will also promote communication with other stakeholders, the general public and the media at appropriate times and by appropriate means, to raise awareness, inform them of the issues at stake, and progress being made.
- (i) IWA recognises the benefit of working closely together with others working with the same or similar aims and objectives, and the group will be expected to establish close links and working arrangements with such organisations to maximise overall impact and effectiveness, without unnecessary duplication.

9682

#### MEMBERSHIP RATES 2014

Gordon Harrower report that the paper circulated with the agenda setting out proposals for recommending an increase in subscription rates to the Association's Annual General Meeting had been considered at the meeting of Finance Committee earlier in the day. The proposed increases were based on the Consumer Price Index of 2.4%, with rates rounded up to the nearest 50p. In previous years the Retail Price Index, which was usually higher (2.9% this year), had been used, but some trustees had previously commented that the lower Consumer Price Index should be used, as that was the basis on which many pensions were set, and had expressed concern about the cumulative effect of rounding up to the nearest 50p over the years. The outcome of using the lower rate and rounding up was an overall increase between the two rates, and trustees agreed with Finance Committee that this was the right approach. Trustees:

- (a) Noted previous decisions that (i) life membership rates are calculated at 20 times the standard rates, (ii) monthly rates are calculated at one tenth of the annual rates, (iii) the under-18 rate remains at £1 and is not changed by annual inflationary increases, (iv) the concessionary rate for senior citizens is set at 80% of the standard rates, and (v) the electronic rates are set at 80% of the standard rates.
- (b) Agreed that the Consumer Price Index should be used in future calculations for subscription rate increases, rather than the Retail Price Index.
- (c) Agreed to recommend to the 2013 AGM that the standard membership rates should be adjusted so as to allow for inflation rate over the past year, giving rates of

Single	£32.50
Joint	£40.00
Corporate – Non-profit-making	£55.50
Corporate – Under 20 employees	£60.50
Corporate – Over 20 employees	£122.00

9683

#### OBJECTIVES 2014

Neil Edwards had circulated a paper with the agenda proposing Objectives for 2014, subject to finalisation by trustees at the last meeting of the year. Les Etheridge introduced the paper and reminded trustees that the purpose of this first draft of the objectives was to inform the budget. Having agreed to take out first two references to Canal & River Trust in point 3 in the agenda version, and to change '*partnerships*' to '*new governance arrangements*', 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. There should be a particular emphasis in being seen to be an active organisation by boaters.
3. To work to ensure that navigation authorities make a significant and positive contribution to the wellbeing of the inland waterways; publicly supporting navigation authorities to achieve this, but constructively criticising when necessary. In particular, IWA should act to ensure that Canal & River Trust's new governance arrangements play a useful and constructive role in the management of the waterways they cover.
4. To support, assist and encourage all non-profit making organisations whose objectives are similar to those of the Association's. To lead by example providing inspiration and guidance whilst promoting excellence in responsible and sustainable management, restoration and conservation of the inland waterways. Also, to encourage all other relevant corporate and private organisations to act in the best interests of the waterways.
5. 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.
6. 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.
7. 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).
8. To continue to manage risk in a diligent manner, and to comply with charitable law and other appropriate and relevant regulation.

9. 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.
10. 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 were asked to consider improvement to wording in the near future rather than leaving to the end of the year.

9684

#### LEAVE OF ABSENCE POLICY

A paper proposing a Leave of Absence Policy was withdrawn prior to the meeting as trustees had indicated by correspondence that this should be delegated to the chief executive, or the national chairman in the case of absence by the chief executive. John Pomfret suggested that a simple table of legal requirements could be compiled and compared to contracts of employment. A number of trustees were against leave of absence being granted for military services training. Alasdair Lawrance asked for a copy of the standard terms and conditions of employment.

9685

#### NATIONAL AWARDS

A paper had been prepared and circulated with the agenda by the chief executive setting out recommendations from the Awards Panel and other matters relating to national awards. Trustees approved the following recommendations for awards from the Awards Panel:

[Confidential until announced at the AGM]

Trustees also considered a proposal from the Awards Panel to consider a new award to be made to a corporate body and agreed to this in principle, asking that further details be worked up between the Awards Panel and the National Awards Officer.

Trustees were reminded that these awards should remain confidential until formal announcements were made.

The position of National Awards Officer had been widely advertised, but there had been only one expression of interest, from Jim Shead. Trustees confirmed the appointment of Jim Shead to this role with immediate effect.

9686

#### APPOINTMENTS

The chief executive had prepared and circulated a paper with the agenda with recommendations for various appointments from committees and subsidiary companies. Trustees:

- (a) Noted the resignations of Alastair Chambers and Peter Scott from Navigation Committee, and of Tony Hinsley from Restoration Committee
- (b) Noted the appointment of John Reeve as representative to Navigation Committee from North East Region.
- (c) Approved the appointment of David Struckett to Navigation Committee for a term of three years.

- (d) Approved the appointments of Jane Elwell and Gren Messham as directors of Inland Waterways Enterprises Ltd, each for a term of three years.
- (e) Noted the forthcoming retirement of Clive Henderson as a director of Inland Waterways Enterprises Ltd on 18<sup>th</sup> August 2013.
- (f) Approved the reappointment of Neil Edwards as a director of Essex Waterways Ltd for a further term of three years from July 2013.
- (g) Approved the appointments of David Carrington and Peter Martin as directors of Essex Waterways Ltd, each for a term of three years.

9687

MEETING DATES 2014

The chief executive had prepared and circulated a paper with the agenda with recommendations for meeting dates for trustees in 2014. Trustees

- (a) Approved the following dates for their meetings in 2014:

8<sup>th</sup> February  
 12<sup>th</sup> April  
 7<sup>th</sup> June  
 9<sup>th</sup> August  
 11<sup>th</sup> October  
 6<sup>th</sup> December

- (b) Approved that the 2014 Annual General Meeting should be held on 27<sup>th</sup> September.
- (c) Agreed that meetings continue to be held at Rowington (or other nearby) village hall(s) for 2014.

9688

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	13 <sup>th</sup> April
Navigation Committee	13 <sup>th</sup> April
Restoration Committee	26 <sup>th</sup> March to 2 <sup>nd</sup> April (electronic meeting)
Promotions and Communications	6 <sup>th</sup> April
Waterway Recovery Group	10 <sup>th</sup> March
Inland Waterways Enterprises Ltd	13 <sup>th</sup> April (including edited minutes for publication)
IWA Festivals	23 <sup>rd</sup> March
Essex Waterways Ltd	1 <sup>st</sup> March (including edited minutes for publication)

9689

NAVIGATION COMMITTEE

Paul Roper reported that the morning's meeting had included discussions covering:

- (a) Moorings, including Canal & River Trust's south east region consultation and the situation on the pontoon mooring at Upton-on-Severn. There had been some concern about IWA's response to these issues, and the need to constructively engage with Waterways Partnerships, for example over plans for the Severn.
- (b) Consultation, [confidential discussion].

9690

IWA FESTIVALS

Ian West reported that:

- (a) Canalway Cavalcade had been successful with sunny weather, and had likely made about £9,000 surplus. The indemnity issue with Westminster City Council had been successfully resolved.
- (b) The National Trail Boat Festival at Bodiam Castle had also been successful, again with sunny weather.
- (c) Publicity and marketing for the National Festival at Cassiobury Park was being stepped up. The Ware Festival, with a boat rally hosted by IWA's Lee & Stort Branch, was also due to take place in early July.
- (d) Discussions were in hand with local authorities in Stratford-upon-Avon with a view to having a free-entry National Festival there over the first weekend of 4<sup>th</sup> to 6<sup>th</sup> July 2014. There had been a resolution by Stratford District Council to support the event and provide land free reported in the Council's recent meeting minutes. A written agreement with the Council was not signed yet, but the proposal was in the public domain due to the Council's minutes.

9691

RESTORATION COMMITTEE

Vaughan Welch reported that:

- (a) Canal & River Trust now appeared more inclined to support waterways restoration.
- (b) New European Union funding, managed by local development partnerships, had been announced, and this might have some potential for waterways restoration.
- (c) The two new consultant engineers had attended a Restoration Committee meeting
- (d) Lapal Canal Trust was still fighting the planning application at Selly Oak. There had been a good letter of objection submitted by Canal & River Trust, and IWA's initiative had been welcomed by Tony Hales, Canal & River Trust chairman.

Les Etheridge drew attention to the recent announcement of Waterways Renaissance Awards and the commended work of Lichfield and Milton Keynes IWA branches. Both branches had declined to attend the awards ceremony owing to the cost; and concern that this was a difficult issue for small community-based groups had been raised with Canal & River Trust. Subsequently some funding had been found and two representatives of Lichfield Branch had been able to attend.

9692

PROMOTIONS AND COMMUNICATIONS COMMITTEE

Ivor Caplan, on behalf of Jerry Sanders, reported Promotions and Communications Committee's concern about membership recruitment and falling membership numbers, mostly due to lack of recruitment other than via the first-year-free membership scheme[ Confidential discussion]

9693

FINANCE COMMITTEE

Gordon Harrower reported that the morning's meeting of Finance Committee had included discussions covering:

- (a) The 2014 budget process; he would be writing to committee chairmen and budget holders shortly;
- (b) Discussions with the auditors about IWA Festivals Committee structure, which had revealed a need to maintain management fully through Inland Waterways Enterprises Ltd. There would be a paper covering this for the August trustees meeting;
- (c) Possible new Key Performance Indicators for the National Festival. There would be a paper for trustees on this too in due course.
- (d) The Risk Register for the Association – there would be a paper on this from Gren Messham, possibly for the August meeting.

9694

MATTERS ARISING

Neil Edwards had circulated a paper updating trustees on matters arising from previous trustee meetings. The following issues were raised:

- (a) Ian West reported he was in discussion with region chairmen concerning possible sites for future National Festivals.
- (b) A report from Alison Smedley covering IWA branch work parties, which had been circulated with the agenda, was considered and the significant variation by region noted. Les Etheridge asked all Region Chairman to promote this work.
- (c) A report on membership levels and recruitment, which had been circulated prior to the meeting by Tracy Higgin, was noted.
- (d) Clive Henderson reported the successful outcome of a joint seminar with Canal & River Trust; for which the total cost to IWA was [an amount]. There had been an attendance of about 80 people.
- (e) Vaughan Welch reported that he had asked Gren Messham to review the Association's Environment Policy, which had been stalled in its review by Restoration and Navigation committees for more than two years.

9695

NATIONAL CHAIRMAN'S AT HOME

Les Etheridge reported that he would be holding an 'At Home' reception at the National Festival at 11.00 am on 19<sup>th</sup> July, and asked trustees available on site to act as hosts for the event.

9696

CANAL & RIVER TRUST CHIEF EXECUTIVE

Les Etheridge reported that he had been invited to meet Richard Parry, the new Canal & River Trust chief executive on 11<sup>th</sup> July, along with other members of the Trust's board.

9697

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 10<sup>th</sup> August at Rowington Village Hall.

Dates for other meetings to be held during 2013 were: 12<sup>th</sup> October 2013, (Rowington Village Hall) and 7<sup>th</sup> December (Tanworth in Arden).

There being no further business, the meeting concluded at 3.35 p.m.