

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 10<sup>th</sup> August 2013 at Rowington Village Hall, Rowington, Warwickshire.

Present:

Ivor Caplan

Clive Henderson

Peter Scott

Ray Carter

Roger Holmes

Jim Shead

Les Etheridge (chairman)

Alan Platt

Vaughan Welch

Gordon Harrower

Paul Roper

Ian West

In Attendance: Neil Edwards [Chief Executive], Jerry Sanders [Chairman of Promotions & Communications Committee].

Apologies for absence, Alasdair Lawrance, John Pomfret, Gillian Smith and Paul Strudwick

9698

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.

9699

MINUTES

Trustees approved the minutes of the Board's meeting held on 8<sup>th</sup> June 2013, including the edited version for publication.

9700

NATIONAL CHAIRMAN'S UPDATE

Les Etheridge had prepared a paper, which had been circulated with the agenda, and asked Paul Roper to give an update on the Government's announcement concerning the Environment Agency's navigations. Paul Roper reported that the proposed transfer of the navigations in 2015/2016 had been deferred, and as a consequence IWA had requested meetings with the waterways minister and opposition shadow to express our concern; [detail omitted]. IWA actions had been covered by a press release, in Bulletin and in *Waterways* magazine. IWA branches had been briefed on the situation.

Les Etheridge reported the agreement in Finance Committee, at the request of Navigation Committee, of an additional [amount of] budget to cover engineering advice that might be needed in respect of the proposed HS2 rail line and its potential impact on Wood End Lock on the Trent & Mersey Canal.

Trustees:

- a) Noted the actions taken on the transfer of the Environment Agency Navigations and fully supported the planned actions.
- b) Noted the updates on the HS2 rail line and IWA membership recruitment included in the paper circulated to trustees with the agenda.
- c) Agreed to provide the National Chairman with written input on strategy as requested in the paper.

- d) Reaffirmed that they still wished to develop a policy on communication with Navigation Authorities in order to assist IWA deal with the authorities in a more professional and co-ordinated fashion.

9701

#### OBJECTIVES FOR 2014

Neil Edwards had circulated a paper with the agenda, reflecting comments that had been made, primarily by Clive Henderson, subsequent to the discussion at the June meeting, on Objectives for 2014. This was noted.

Clive Henderson suggested that trustees ought to think further about the 'boating' product. He had concerns that the boating trade was having a difficult time, and that there was 'something fundamentally wrong'. He said that hire fleets had large numbers of unsold holidays this year, and there was a need to make the waterways more accessible to a wider population. [Detailed discussion omitted]. Clive Henderson said that Canal & River Trust had reported a 1.4% fall, to 33,227 registrations, in its Annual Review. Trustees asked Les Etheridge to write to British Marine Federation to seek its views.

9702

#### HEALTH AND SAFETY REVIEW

A paper reviewing Health & Safety incidents during the past twelve months had been prepared by Jenny Black, Volunteers Coordinator at Head Office, and circulated with the agenda. Neil Edwards gave an update on an incident with a Bradshaw electric vehicle at the Cassiobury Park National Festival, and reported that WRG intended to undertake a general review of the safety arrangements covering the operation of vehicles adjacent to water. Trustees asked whether all parts of the Association were reporting incidents and near misses; Neil Edwards responded that there was a need for greater awareness throughout the Association, but it was believed that all incidents of significance were known about.

Trustees:

- (a) Agreed to help encourage all parts of the Association to report accidents and near-misses.
- (b) Asked that the layout and information on Health & Safety information on the website be further improved.
- (c) Asked that ways of communication of 'lessons learned' from incidents be further considered
- (d) Asked that Internal Bulletin be used to communicate Health & Safety issues to IWA branches.
- (e) Asked that Toolbox Talks on 'Manual Handling' and 'Slips, Trips and Falls' be written and made available on the website, and that this resource be expanded as and when further needs were identified.
- (f) Asked that procedures and risk assessment for the operation of plant and vehicles near water should be reviewed, with recommendations to the board of Inland Waterways Enterprises Ltd and possibly other parts of the Association.

9703

#### EQUAL OPPORTUNITIES POLICY

Neil Edwards had circulated a paper with the agenda to formalise the Association's equal opportunities policy. Trustees approved the Association's Equal Opportunities policy as:

*IWA aims to ensure that all staff, volunteers, partners, clients, contractors, members and the general public are treated fairly. This will be regardless of sex, sexual orientation, gender re-assignment, marital or civil partnership status, race (including colour, nationality, ethnicity,*

*or national origin), disability, medical status, age, religion or belief, political opinion, social or economic status, or ex-offender status. Where there is a conflict between this policy and the Association's policy for children and vulnerable people, the latter policy shall prevail.*

9704

#### IWA POLICY ON CHILDREN AND VULNERABLE ADULTS

Jenny Black had circulated a paper with the agenda proposing a detailed policy for the Association's arrangements in respect of children and vulnerable adults. In introducing the paper, Les Etheridge explained that the policy document had been the subject of extensive discussion with WRG, IWA Festivals, Gillian Bolt in respect of WoW activities, and Gillian Smith who had provided guidance consistent with her professional role as a school headmistress. Trustees noted [two points]. Trustees were asked to submit any comments on the documents to Jenny Black within 14 days, with a view to an update policy document being brought back to the next meeting for approval.

9705

#### BOARD EVALUATION REPORT

Les Etheridge had prepared and circulated a paper with the agenda, giving a summary of points and recommendations that had emerged from the board evaluation questionnaires. After a short discussion, trustees agreed that:

- All trustees needed to be seen to be working together as a team. That did not prevent robust discussion and disagreement within trustees meetings, but afterwards the agreed position should be supported publicly by all trustees. The concept of collective responsibility should apply. Most trustees felt strongly about this, though [one trustee] pointed out that trustees should not feel obliged to resign from the trustee board if they felt decisions were made that they could not subscribe to personally.
- Any further suggestions for improving how trustees work together as a team should be made to the National Chairman.
- At the end of each agenda item at trustee meetings the chairman of the meeting should summarise any decision made.
- All trustees should be encouraged to have some other national role and there should be a limit to the number of positions any trustee holds within or for IWA. The national chairman should discuss position with relevant trustees to ensure that they don't have too many or too few roles. The position of region chairman was considered to be a national role for this purpose.
- The National Chairman should review progress on strategic matters and bring a detailed paper to trustees at the December meeting. Campaigning, IWA's profile to the public and differentiating ourselves from Canal & River Trust should be key issues.
- Email exchanges should become more professional.
- The Chief Executive was asked to arrange a session on IWA structure and also investigate possible sessions on charity and company law.

9706

#### APPOINTMENTS

Neil Edwards had prepared and circulated a paper with the agenda covering proposed committee appointments. Trustees:

- (a) Approved the appointment of Neil Downes to Navigation Committee for a term of three years.
- (b) Approved the appointment of David Dawson to Restoration Committee for a term of three years subject to the appointment of a new minutes secretary to the committee.
- (c) Confirmed the appointment of Roger Holmes to Navigation Committee as representative of South West Region, in succession to Peter Kelly.

Ian West reported that Jude Palmer had retired from IWA Festivals committee earlier in the year.

9707

RISK REGISTER

A paper setting out the finalised Risk Register, following discussions at previous meetings, had been prepared by Gren Messham and circulated with the agenda. Trustees:

- (a) Noted the Risk Register draft generic format for future IWA use, in line with Charities Commission advice.
- (b) Agreed to email any comments on specific Risk Register entries to Gren Messham, or to Gordon Harrower (as chairman of Finance Committee), by 31 August 2013.
- (c) Noted that unless otherwise agreed, Finance Committee would use this Risk Register in the 2013 Risk Management Reviews.

9708

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	8 <sup>th</sup> June
Navigation Committee	8 <sup>th</sup> June
Restoration Committee	11 <sup>th</sup> May
Promotions and Communications	1 <sup>st</sup> June
Waterway Recovery Group	(none)
Inland Waterways Enterprises Ltd	(none)
IWA Festivals	(none)
Essex Waterways Ltd	(none)

9709

DECEMBER 2014 MEETING DATE

As Rowington Hall was unavailable for the proposed meeting 6<sup>th</sup> December 2014, trustees agreed to change the date of this meeting to 13<sup>th</sup> December 2014.

9710

NATIONAL FESTIVAL

Gordon Harrower briefed trustees on the financial outcome of the National Festival at Cassiobury Park, [amounts omitted] and the impact on the likely end-of-year position for Inland Waterways Enterprises Ltd, , though this might be improved by the sale of some assets. Gordon Harrower asked trustees to approve funding the company to cover the deficit position until assets could be realised or profits earned in future years. Trustees were reminded that all the figures quoted were best-estimates though unlikely to significantly change, and should be kept confidential for the present.

Ian West apologised to trustees for the loss, and said that it had not been foreseen. He felt that the festivals team had done little wrong, and had been disappointed by the lack of visitors. Income was down in all areas, and was likely to be exacerbated by [some] bad debts. Ian West said that there had been successes

from a campaign perspective, and all the other London events had gone well had enjoyed good weather. The major differences between the other events and the National Festival had been free admittance and other events always at the same time and place each year. Paul Roper noted that there was likely to be adverse publicity when the financial result became publicly known, but that it was important to recognise the work of the volunteers along with positive outcomes of their work. Les Etheridge explained that the Enterprises board needed to thoroughly review its position at its meeting planned for 14<sup>th</sup> August.

[Discussion omitted]

Clive Henderson suggested that planning for an event at Stratford-upon-Avon should continue on the basis that there was no firm commitment and no expense was to be incurred. Les Etheridge summed up that conditions for a National Festival had fundamentally changed, so future events could not be similar to that held at Cassiobury Park, and therefore any event at Stratford-upon-Avon would need to be a very different event. Trustees agreed that investigations for a 2014 event could continue, but no more. A full and honest briefing would be given to members at the AGM, which could appear the following week in Head Office Bulletin. Trustees agreed that Inland Waterways Enterprises Ltd could continue to be funded for the present.

Gordon Harrower had prepared and circulated a paper with the agenda covering the reporting structure for IWA Festivals committee following advice from the auditors and discussion at Finance Committee. Trustees noted the professional advice given by Saffery Champness that:

- Trustees should set and communicate Strategy and risk / Key Performance Indicator measures to Inland Waterways Enterprises Ltd directors for each festival;
- Inland Waterways Enterprises Ltd directors should set and monitor commercial direction and measures to implement strategy within risk criteria;
- IWA Festivals Committee should manage the event itself to achieve commercial and strategic targets set.

9711

#### ARRANGEMENTS FOR THE ASSOCIATION'S NATIONAL AGM

Ivor Caplan gave a briefing on plans for the Annual General Meeting day. The morning would consist of a members' workshop with an interactive session, to give members an opportunity to discuss a range of topics. Although there would be no charge for lunch or morning activities, people would be asked to register their intent to attend in the morning so that there was an idea of numbers. Jim Shead confirmed that arrangements for the award presentations were all in hand. Les Etheridge asked Ivor Caplan to provide a written summary of the days' activities.

9712

#### TRUSTEE APPOINTMENTS AND TERMS OF OFFICE

Neil Edwards and Peter Scott had prepared two papers covering possible amendments to the Articles of Association with a view to resolving some inconsistencies and improving procedures. There were differing views amongst trustees concerning possible options, and in view of the lateness of the hour, Les Etheridge said he would devise a short questionnaire and circulate to trustees to gauge views. There would be a three-week period for responses. Trustees agreed that this was the best way forward.

9713

#### RETIREMENT FROM BOARD OF TRUSTEES

Ian West announced that this was his last meeting as a trustee. Ian West said that his term of office as a member and chairman of IWA Festivals committee was also due to conclude in October, and that he did not intend to stand again. Trustees thanked Ian for his work during his terms of office both as a trustee and with IWA Festivals committee.

Les Etheridge would also write to Alasdair Lawrance and John Pomfret as this would have been their last meetings too.

9714

COMMITTEE REPORTS

Owing to the lateness of the meeting, trustees agreed not to invite reports from individual committee chairmen at this meeting.

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MATTERS ARISING

Trustees noted reports circulated with the agenda covering (a) matters arising from previous meetings and (b) a report covering IWA membership trends prepared by Gren Messham.

9716

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 12<sup>th</sup> October at Rowington Village Hall.

The final meeting for 2013 was due to be held on 7<sup>th</sup> December at Tanworth in Arden hall.

There being no further business, the meeting concluded at 4.35 p.m.