

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 12th October 2013 at Rowington Village Hall, Rowington, Warwickshire.

Present:

Ivor Caplan	Roger Holmes	Jim Shead
Ray Carter	Gren Messham	Gillian Smith
Les Etheridge (chairman)	Alan Platt	Paul Strudwick
Gordon Harrower	Paul Roper	Vaughan Welch
Clive Henderson	Peter Scott	

In Attendance: Neil Edwards [Chief Executive], Kevin Woods [Chairman of IWA Festivals].

Apologies for absence: Jerry Sanders, chairman of Promotions and Communications Committee, who would have been in attendance. The chairman welcomed Gren Messham and Kevin Woods to their first meetings as a trustee and chairman of IWA Festivals committee respectively.

9717

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.

9718

ELECTION OF OFFICERS

Nominations had been sought and circulated for the three officer posts prior to the meeting. There were no further nominations at the meeting. No secret ballot was demanded. Posts were appointed as follows:
National Chairman: One nomination for Les Etheridge. Elected without dissent.
Deputy National Chairman: Two nominations, for Paul Roper and Alan Platt. Elected without dissent.
National Treasurer: One nomination received for Gordon Harrower. Elected without dissent.

9719

MINUTES

Trustees approved the minutes of the Board's meeting held on 10th August 2013, including the edited version for publication.

9720

UPDATE FROM NATIONAL CHAIRMAN

Les Etheridge reported the change of waterways minister following Richard Benyon's resignation as a minister. The new waterways minister was likely to be Dan Rogerson, MP for North Cornwall, and a former councillor in Bedford at about the time of the formation of Bedford & Milton Keynes Waterways Trust. Les Etheridge had written to Richard Benyon to thank him for his achievements whilst in office. A meeting scheduled with the Waterways Minister had been cancelled by Defra, but one scheduled with Barry Gardiner MP, the shadow waterways minister, was still expected to take place.

Gren Messham reported on discussions he had held with George Ballinger, who was leading on HS2 matters for Canal & River Trust, and with prospective engineering firms who might undertake investigations into alternative routes near Woodend Lock on the Trent & Mersey Canal. Approaches had

been made to three companies, but none responded with a compliant tender. CRT had subsequently agreed to work jointly with IWA to use CRT's retained consultant (Hyder Consulting) utilising a portion (up to [an amount]) of the previously agreed funding [an amount] from IWA, with the balance to be paid by CRT. There was the potential to produce a report that both IWA and CRT could advocate as a preferred solution. Gren Messham outlined the risks and benefits of this solution. Trustees endorsed this action.

Clive Henderson reported on the formation and launch of the Association of Continuous Cruisers. He noted that the new organisation had spelt out some of the difficulties of living on a boat continually cruising the inland waterways, such as medical treatments. Ivor Caplan said that Residential Boat Owners Association was aware and had previously made available advice on many of these issues, but that such information perhaps needed to be communicated more. Paul Roper agreed that IWA needed to improve its communications and make more comprehensive advice available.

Trustees:

- (a) Noted the updates on HS2, membership and the campaign to transfer the Environment Agency's navigations to Canal & River Trust and to encourage branches to be more active on membership recruitment.
- (b) Agreed that the national chairman should make an approach to the Association of Continuous Cruisers to establish a relationship and reinforce IWA's position to support genuine continuous cruising boaters.
- (c) Undertook to advise the national chairman of any topics they wishes to be raised with the chairman and chief executive of Canal & River Trust.
- (d) Undertook to provide the national chairman with written input for the planned strategy review before the end of October.

9721

NATIONAL FESTIVAL 2014

Les Etheridge reported that the board of Inland Waterways Enterprises Ltd had met on 10th October and had considered a detailed paper from Kevin Woods and had heard an update from Clive Henderson following a meeting that he had attended with Stratford the previous day. Gordon Harrower briefed the meeting on the discussions that had taken place at the Enterprises meeting and highlighted the financial and reputational risks of holding a National Festival at Stratford-on-Avon in place of the usual annual river festival. The Enterprises board had, however, recognised the importance of there being a good IWA presence at Stratford in 2014 because of the significant anniversaries that year and the expectation of IWA involvement that earlier announcements had given rise to. Kevin Woods endorsed these points and noted the need to review and revise the Festivals operation.

Kevin Woods reported that at the conclusion of the Cassiobury Park Festival there had been an evening meeting to consult with the wide range of volunteers present. There had been a clear wish to move back to the August Bank Holiday weekend, and it was proposed to hold a rally on the lines of Canalway Cavalcade at a location yet to be determined over the August Bank Holiday 2014. Clive Henderson supported Kevin Woods' observations and agreed there was insufficient income to cover the costs of putting on a National Festival of the scale that had been previously envisaged.

Trustees asked Les Etheridge to look at possible arrangements for IWA's attendance at the 2014 Stratford River Festival and would liaise with relevant IWA committees. Clive Henderson would communicate trustees' decisions to Stratford.

A press release to announce planned arrangements had been drafted in advance of this meeting and would be updated and circulated to trustees.

9722

NATIONAL FESTIVALS STRATEGY 2015

Alan Platt introduced a paper that he had circulated with the agenda. Trustees agreed that there was general recognition that the old format for national festivals was no longer workable. Alan Platt suggested that previously any campaigning elements seemed to have been added on to a festival as an afterthought once a location had been found, and that this was inconsistent with campaign issues being the primary purpose of having such events, as trustees had recently concluded should be the case. There was also the question of if campaigns were to be primary, whether this would be based on national or local issues.

[Confidential discussion]

Kevin Woods briefed trustees that preliminary investigations had started for sites in 2015 at various riverside venues, including [some places]. Kevin Woods explained IWA Festivals committee's strengths in organising, but there was a problem in making such events attractive to the wider public as well as to existing waterway supporters. Kevin Woods urged that the 'Festival' title should be dispensed with, as this was adversely regarded by most local authorities. Trustees were content with such a change, but felt the word 'national' was important. There was general agreement that the Association should have a regular national event, provided that it was financially responsible.

Trustees asked Kevin Woods to consult with IWA Festivals Committee to see whether it was possible to assemble proposals that would be cost effective for a major national 2015 event, as well as a smaller event for August 2014, and to report back to the December meeting.

9723

POLICY ON CHILDREN AND VULNERABLE ADULTS

Jenny Black had prepared and circulated an updated policy for children and vulnerable adults following comments made by trustees at the August meeting and subsequently. [Discussion omitted]. Trustees noted, however, that there was currently no formal policy in place and agreed that the proposed policy should be approved as policy as it stood, subject to the addition of paragraph numbers, and asked that it be published with comments sought via the Internal Bulletin. If there were improvements to be made, these could be brought back to trustees to update the policy. Les Etheridge thanked Gillian Smith on behalf of trustees for her professional guidance, on what was a very difficult subject, in preparation of the paper.

9724

ARTICLES OF ASSOCIATION

Les Etheridge introduced a paper that he had circulated with the agenda, setting out recommendations to clarify certain situations concerning the appointment of trustees and their terms of office. This followed a note he had circulated following the August meeting, to which trustees had been invited to respond, and a summary of the responses had been circulated with the paper. Trustees agreed there were no need to debate the issues further and agreed that:

- a) The terms of office for regionally and nationally elected trustees should be aligned.
- b) The transfer between trustee categories (i.e. between regionally and nationally elected) should be straight forward.
- c) There should be a maximum term of office; that this term should be 12 years; and that there should be a gap of at least three years following a 12-year term before a trustee would be eligible to serve again. The '12 year term' would mean 4 terms of 3 years, with any part-term prior to election for a

3-year term not being included, and this provision would be retrospective for existing trustees once approved at a General Meeting.

- d) The changes to the Articles of Association should be made at a Special General Meeting to be held in April 2014 on the same day as the trustees meeting that month.

Trustees also asked Neil Edwards to investigate aligning IWA's Articles of Association with the modern model provided by Companies House with a view to a proposal going to the 2015 Annual General Meeting.

9725

APPOINTMENTS

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

- (a) Approved the re-appointment of Gillian Smith and Kerry White to Finance Committee for further terms of three years each.
- (b) Approved the re-appointment of John Baylis and Helen Gardner to the board of Waterway Recovery Group for a further term of three years each.
- (c) Approved the re-appointment of Gerallt Hughes as General Secretary for the Committee for Wales for a further term of one year.
- (d) Approved the re-appointment of Neil Edwards to the board of Inland Waterways Enterprises Ltd for a further term of three years.
- (e) Noted the reappointment of Dave Hearnden and David Pullen to IWA Festivals committee for a further term of three years.
- (f) Noted the retirements of Ray Carter and Jerry Sanders from IWA Festivals committee and the appointment of Kevin Woods as the committee's chairman.
- (g) Noted the reappointment of Jerry Sanders to Canalway Cavalcade committee for a further term of three years, and that Christine Smith and Freddie Cooke had withdrawn their intention to retire from the committee.
- (h) Noted the retirement of Mike Harlock from Canalway Cavalcade Committee.
- (i) Extended their thanks to retiring committee members Ray Carter, Jerry Sanders, Ian West (who had also stood down from IWA Festivals Committee, previously advised to trustees) and Mike Harlock.
- (j) Noted that it was intended to bring recommendations for new appointments or reappointments in respect of the forthcoming October and November retirements for members of Promotions & Communications, Remuneration and Restoration committees to the December trustees meeting.

9726

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	10 th August
Navigation Committee	10 th August
Restoration Committee	27 th July
Promotions and Communications	(none)
Waterway Recovery Group	19 th May
Inland Waterways Enterprises Ltd	8 th June and 14 th August (including edited minutes)

IWA Festivals
Essex Waterways Ltd

(none)
3rd June (including edited minutes for publication)

9727

NAVIGATION COMMITTEE

Paul Roper reported discussions at the morning's meeting of Navigation Committee covering the following topics:

- a) Consultation from Canal & River Trust, at both a national and local level;
- b) Visitor Moorings – where there was some, but very slow, progress;
- c) IWA's campaign for the transfer of the Environment Agency's navigations, and the letters written by IWA branch officers.

9728

LETTER OF COMFORT FOR INLAND WATERWAYS ENTERPRISES LTD

Gordon Harrower introduced a paper that the chief executive had circulated to trustees recommending the issue of a letter of comfort to the directors of Inland Waterways Enterprises Ltd. Trustees had provided a letter to the directors of Inland Waterways Enterprises Ltd in June 2013 regarding repayment of the long term loan to the company, but following the Cassiobury Park festival result, it was anticipated the company would show a loss of about [an amount] for the year, and therefore a stronger letter of support for the company was appropriate. The board of directors of Inland Waterways Enterprises Ltd therefore sought 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 2012 and some previous years when the company had also been in deficit. Trustees were aware of the interest in this matter of the chief executive and the three 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.

9729

FINANCE COMMITTEE

Gordon Harrower reported discussion on the following topics at the morning's meeting of Finance Committee:

- a) Budget Arrangements for 2014;
- b) Investment Performance – there had been a gain of about [an amount] in first 9 months of 2013;
- c) The Essex Waterways Ltd loan facility for capital assets had been increased from £75,000 to £100,000;
- d) The effectiveness of membership recruitment by various means. Trustees were advised of the decline in membership levels over the past two years. More encouragingly, the conversion rate on the 'first-year-free membership' scheme had now risen to about 35%.
- e) Review and discussion about the AGM held on 28th September.
- f) Kerry White, member of the committee, was expecting in a baby in March, and consequently may reduce her commitment to become a corresponding member of the Committee.

9730

RESTORATION COMMITTEE

Vaughan Welch reported discussion on the following topics at the previous Saturday's meeting of Restoration Committee:

- a) The committee had set up a joint working group 'To Grow a Sustainable Network' with Canal & River Trust. The working group had met three times.
- b) The working group may commission [a] University to compile a restoration report along the lines of past reports previously published by the now disbanded Inland Waterways Advisory Council.
- c) Canal & River Trust had identified funds to employ two people, to be based at CRT's office at Fazeley, to assist waterways restoration in England and Wales. Restoration Committee had sought approval from Finance Committee for IWA to contribute £5,000 towards CRT's costs for this.
- d) The role of CRT's Restoration Co-ordinator would be development of CRT's approach to waterway restoration projects, and to work with IWA and other groups to share best practice.
- e) The role of CRT's Graduate Restoration Co-ordinator would be to work with the Restoration Coordinator and to develop guidance, particularly to support the economic case for restoration.
- f) The announcement of a Heritage Lottery Fund grant for the Montgomery Canal. Canal & River Trust's failure to acknowledge support from IWA and Shropshire Union Canal Society in gaining the grant was noted.
- g) Vaughan Welch had been indirectly advised that HS2 was prepared to meet with the four waterway restoration groups directly affected by the rail scheme proposals.

9731

MATTERS ARISING

Trustees noted a report circulated with the agenda covering matters arising from previous meetings. From this the following points were raised:

- a) Les Etheridge mentioned that the proposed session on IWA's Structure was intended to inform rather than review or debate anew.
- b) Les Etheridge asked that a reminder of trustees' expiring terms of office should be included in the revised procedures for election of trustees (see minute 9724).
- c) Les Etheridge reported that Gren Messham was preparing IWA's response to the public consultation of the phase 2 of HS2's rail proposals.
- d) Ivor Caplan expressed disappointment at the level of interest in the workshop sessions at the Annual General Meeting. He would report on the points raised at the workshops to the next meeting of Promotions and Communications Committee.

9732

WATERWAYS WORLD AWARDS PANEL

Les Etheridge reported, as a declaration of interests, that he had been invited, and had agreed, to sit on the judging panel of some new waterways awards being promoted by Waterways World Ltd.

9733

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 7th December at Tanworth-in-Arden Village Hall. A location map would be circulated with the agenda papers.

There being no further business, the meeting concluded at 4.00 p.m.