

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 7th December 2013 at Tanworth-in-Arden Village Hall, Tanworth-in-Arden, Warwickshire.

Present:

Ivor Caplan

Ray Carter

Les Etheridge (chairman)

Gordon Harrower

Clive Henderson

Roger Holmes

Gren Messham

Alan Platt

Paul Roper

Peter Scott

Jim Shead

Gillian Smith

Paul Strudwick

Vaughan Welch

In Attendance: Neil Edwards [Chief Executive], Helen Elliott-Adams [Company Secretary], Nick Parker [Finance Committee, to minute 9737], Jerry Sanders [chairman of Promotions and Communications Committee] and Kevin Woods [Chairman of IWA Festivals, from part-way through minute 9738].

There were no apologies for absence.

9734

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.

Clive Henderson and Vaughan Welch reminded trustees that they would each have served at least 12 years as trustees with respect to the discussion under minute 9739.

The directors of Inland Waterways Enterprises Ltd (Gordon Harrower, Gren Messham, Les Etheridge and Neil Edwards) declared their interest in respect of the discussion under minute 9736.

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

9735

MINUTES

Les Etheridge noted that there was one contentious item under minute 9724(c) but first asked trustees whether they were prepared to approve the minutes as circulated in their entirety. This was agreed by 10 votes to 4, and so trustees approved the minutes of the Board's meeting held on 12th October 2013, including the edited version for publication.

9736

PROPOSED SOLUTION TO THE DEFICIT IN INLAND WATERWAYS ENTERPRISES LTD

Nick Parker introduced his paper which had been circulated with the agenda, and which set out options and a proposed solution of the likely year-end deficit in the books of Inland Waterways Enterprises Ltd and explained the dialogue with the auditors over the various options. The favoured option was for the Association to purchase all IWA Festivals' assets for the sum of [an amount] as proposed by the board of Inland Waterways Enterprises Ltd and recommended by Finance Committee. The auditors' favourable comments for this proposed transaction were noted. Trustees:

(a) Approved the purchase of IWA Festivals' assets for the sum of [an amount], and

(b) Asked that that the transaction be completed before 31st December 2013.

9737

RESERVES POLICY

Nick Parker introduced a paper circulated with the agenda, setting out thinking behind a review of the Association's Reserves Policy which had been considered by Finance Committee. Trustees approved the proposed Reserves Policy, which was unchanged from the previous year.

9738

NATIONAL CHAIRMANS UPDATE

Les Etheridge briefed trustees further on a paper that he had circulated with the agenda.

A proposed meeting with the new Waterways Minister has been chased and had been promised for 'early 2014'. A meeting with shadow minister, Barry Gardner MP, had taken place in October, but had not been very encouraging. Alison Smedley had reported to Navigation Committee that letters to MPs and the Waterways Minister had produced a standard response. Paul Roper reported that the Environment Agency's revenue funding was certain to be much-reduced and the Agency's revenue budget was to be heavily cut. Whilst the Thames would undoubtedly survive as a navigable waterway, the East Anglian waterways were likely to find themselves in an increasingly difficult position, and the urgency of transfer to Canal & River Trust would become evermore urgent as maintenance deteriorated and fees to boaters increased.

Les Etheridge gave a reminder about approaches to waterways businesses to help membership recruitment, and asked each trustee to let him know what actions they had taken on this before 31st December.

Les Etheridge, Paul Roper and Ivor Caplan planned to meet the Association of Continuous Cruisers and the chairman of Residential Boaters Association on 9th December at Chesham. Les Etheridge reported that he and Paul Roper planned to meet Howard Pridding (chief executive) and Brian Clark (head of External Affairs) of British Marine Federation on 16th December. Les Etheridge had given a detailed report of his meeting with Richard Parry (chief executive of Canal & River Trust) in his paper circulated with the agenda. Paul Roper noted circulation of an embryonic paper on certain moorings issues by Sally Ash of Canal & River Trust, and it appeared there was a genuine interest in IWA's views, which was welcomed.

Clive Henderson gave a further update on plans for the 2014 Stratford Rivers Festival to add to the notes that Les Etheridge had circulated. The Association's press release circulated just after the October trustees meeting was noted. The resignation of Stratforward's event organiser was noted, and this had delayed progression of plans since then. A paper circulated by Ray Carter on behalf of Promotions and Communications Committee on the Monday preceding this meeting had set out possible options for IWA's attendance at the event, and trustees noted this. Clive Henderson reported that he had a conflict of interest as he was representing other waterway interests at the River Festival, and felt that someone else need to take a lead role for the Association. A meeting would be held, if possible, with event organisers during January, to which Clive Henderson, Jerry Sanders, Les Etheridge and Vaughan Welch would endeavour to attend. Clive Henderson would set-up and make arrangements for the meeting. Responsibilities for achieving the various aspects of IWA's attendance at the event needed to be agreed. The highly successful Staffordshire Waterways display at the 2011 National Festival at Burton-on-Trent was noted, and trustees felt that something similar for Warwickshire should be aimed for. Promotions and Communications Committee would need to lead on this, although Ray Carter noted that the parameters of the event needed to be set first. Les Etheridge asked all trustees to set out their ideas for possible displays and submit them to him by 14th December. Vaughan Welch noted that a feasibility study on the Higher Avon was underway, and was part funded by the Association, and that it would be beneficial to feature this at the event. Les Etheridge asked that WRG be involved and it was agreed that he would make enquiries with WRG.

Les Etheridge reminded trustees that anniversaries in 2014 included that of Robert Aickman's birth centenary. Les Etheridge and Neil Edwards had met with Simon Salem and Ed Fox of Canal & River Trust

in November and had discussed various public relations aspects including bringing Aickman's role in saving the waterways to greater public attention. Trustees agreed that this should be followed up.

Gren Messham updated trustees on the HS2 route feasibility study to be prepared by Hyder Consulting, which was being partly paid for by the Association, summarising a fuller report given to the morning's meeting of Navigation Committee. A final report was due to be ready before the end of the year. Vaughan Welch had circulated a paper on responsibilities with respect to HS2 work, which he explained he had submitted as he felt there was some lack of clarity on roles. Les Etheridge confirmed that technical matters were being addressed by Navigation and Restoration committees, and Paul Roper said that he had asked Gren Messham to undertake work for Navigation Committee. Gren Messham explained that he sought assistance from Harry Arnold, Julie Arnold, Phil Sharpe and Helen Whitehouse (particularly for the Lichfield area issues) and there had been assistance from staff at Head Office too. Trustees agreed that this covered matters. Vaughan Welch asked that Navigation Committee should note the position in its meeting minutes, and Paul Roper agreed that he would be arrange for a note to be added at the end of the minutes of the meeting that had taken place this morning.

9739

ARTICLES OF ASSOCIATION

Les Etheridge introduced a paper circulated with the agenda that set out proposals for revision to the Articles of Association and the Procedures for Election of Region Chairmen consequent on the decisions made at the October meeting, and said that there were two main issues for trustees to approve the wording of; one covering election procedures and the other covering length of office for trustees without a break. There was a contentious issue in the proposed length of service included existing service prior to any change in the Articles. Clive Henderson noted some existing wording in Article 50 that appeared would become redundant, and that needed to be checked and had a further point where the wording might be improved. It was agreed that these points should be carefully checked outside the meeting. Les Etheridge asked trustees if they would be willing to recommend the changes to the Articles as set out in the paper attached to the agenda, subject to the checks mentioned. This was agreed by 10 votes to 4, with [four trustees] voting against. Trustees:

- (a) approved that the revisions to the Articles of Association, attached to the agenda, be progressed to a Special Resolution to be considered at a General Meeting on the same day as the April trustees meeting, subject to checking the possibly redundant wording in Article 50.
- (b) approved the revisions to the Procedures for Election of Region Chairmen, as attached to the agenda, to take effect at the same time as if and when a General Meeting approved the proposed revisions to the Articles of Association.
- (c) authorised the chief executive to adjust the proposed revision to Article 50 and other minor wording improvements following the suggestions made by Clive Henderson.

9740

PROCEDURES ADOPTED AT TRUSTEES MEETINGS

Les Etheridge introduced a paper attached to the agenda, which set out an update to the Procedures to catch up on various decisions made at recent meetings. An attempt to approve the update by electronic mail had not proceeded as [a trustee] had objected to wording in item 11. Les Etheridge proposed the revision be agreed, but without the change to item 11. This was approved, subject to the addition of the words '*nominations received before the meeting*' in the process of the election of national chairman.

9741

2014 BUDGET

Gordon Harrower introduced the budget schedules that had been circulated with the agenda and explained that he had written a further paper that would be circulated after the meeting summarising the budget

situation. He explained that Finance Committee had considered the forecast for 2013 and budget for 2014 at its meetings in the morning. He explained that the 'better than budget' likely outcome for 2013 was primarily due to a substantial surplus from investment gains, although this could change before 31st December. Gordon Harrower asked trustees to approve the 2014 Budget for the Association. Trustees

- (a) Approved the proposed budget for the Association for 2014.
- (b) Noted the use of reserves to take forward the initiatives previously detailed.
- (c) Noted the position of Inland Waterways Enterprises Ltd and affect of the sale of festival assets.
- (d) Noted that Essex Waterways Ltd intended to continue its break-even budget policy.
- (e) Noted that current stock market volatility could adversely impact on the Association's free reserves and recognised the significance that this could have on future budget planning if capital values did not subsequently recover.
- (f) Recognised that the Association needed to find ways to significantly increase income in the medium to longer term to be able to meet future expenditure requirements.

Gordon Harrower reported that the budget for Inland Waterways Enterprises Ltd would be recast following decisions made earlier in the meeting, and an updated version circulated to trustees.

9742

STRATEGY

Les Etheridge introduced a paper circulated on the Monday preceding the meeting, which set out a plan for driving forward a strategy discussion by electronic mail prior to the February trustees meeting. The approach was agreed, and Gren Messham noted that what was set out was quite an ambitious schedule and would require some concentration from all trustees to achieve the tight deadline. An informal discussion following the 27th November meeting of the board of Inland Waterways Enterprises Ltd at Chesham to consider the Association's Strengths Weaknesses, Opportunities and Threats session was noted and Gren Messham agreed to circulate notes made. A draft paper from Jerry Sanders on marketing was also noted, and that a meeting was due to be held on 9th December at Chesham to discuss this. Trustees agreed:

- (a) That they would work over the next two months in a constructive and professional manner so that they could look to agree a list of actions, a timetable and a monitoring process at the February trustees meeting;
- (b) To suggest additional questions that needed to be asked by 18th December 2013;
- (c) To provide input to the questions in the national chairman's paper and any subsequently suggested by 31st December 2013.
- (d) That the National Chairman should endeavour to circulate a summary of the responses by 7th January 2014.
- (e) To provide any further input on the summary by 14th January 2014 so that a paper could be submitted to the 8th February trustees meeting in anticipation of agreement being reached at that meeting.

9743

INVESTMENT POLICY

Gordon Harrower introduced a paper circulated with the agenda proposing the Association's Investment Strategy and Policy for 2014, and confirmed that it had been recommended for approval by Finance Committee. Trustees approved the policy for 2014.

9744

IWA COMMITTEE FOR WALES

Alan Platt introduced a paper, circulated with the agenda, proposing what was effectively a rebranding exercise for the Committee for Wales. Trustees:

- (a) Approved the replacement of the Committee for Wales with 'Waterways Wales'/'Dyffyyrdd Cymru' along the lines set out in the paper, and subject to the agreement of the local waterway societies to be invited to participate..
- (b) Asked that Waterways Wales should approach Canal & River Trust to progress the establishment of a Memorandum of Understanding along the lines set out in the draft attached to the paper submitted to trustees.

9745

OBJECTIVES FOR 2014

Trustees approved the Association's Objectives for 2014, which were unchanged from those approved at the August 2013 meeting, and recorded in the minutes of that meeting, but noted that a review would be appropriate following the discussions outlined in the strategy debate.

Clive Henderson asked that a definition of 'inland waterways' ought to be considered at some time in the future to bring clarity to which waterways IWA was campaigning for.

9746

APPOINTMENTS

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

- (a) Approved the appointment of Martin Turner to Navigation Committee, as South West Region representative, and the appointment of Ivor Caplan to the Committee for a term of three years.
- (b) Approved the re-appointment of Edward Gittins, Martin Ludgate and Vaughan Welch to Restoration Committee, each for a further term of three years.
- (c) Approved the re-appointment of Gillian Bolt, Elizabeth Payne, Paul Strudwick and Vaughan Welch to Promotions and Communications Committee, each for a further term of three years.
- (d) Approved the re-appointment of Julie Arnold, Tony Dunning and John Fevyer as corresponding members to Promotions and Communications Committee, each for a further term of three years.
- (e) Noted the retirements of Rick Barnes and David Green from IWA Festivals committee and the retirement of Mike Valiant from Restoration Committee, and recorded thanks for their service.
- (f) Noted that it was intended to bring recommendations for new appointments or reappointments to Remuneration Committees to the February trustees meeting.
- (g) Approved the appointment of Rick Barnes as a full member of Finance Committee for a term of three years.

- (h) Approved the appointment of Mike Valiant, and the reappointment of Chris Birks, Keith Gibson, Tony Harrison, Chris Hayes, Robin Higgs, John Lower, Andy Screen, David Stevenson, Roy Sutton, John Taplin and Howard Worth as corresponding members of Restoration Committee, each for a further term of three years.

9747

TRUSTEES MEETING IN JUNE

Trustees approved a change of date to the June 2014 trustees meeting from 7th to 14th June. Clive Henderson and Ray Carter recorded their apologies for the revised date.

9748

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	12 th October
Navigation Committee	12 th October
Restoration Committee	5 th October
Promotions and Communications	3 rd August and 15 th October
Waterway Recovery Group	2 nd September
Inland Waterways Enterprises Ltd	9 th October (including edited minutes for publication)
IWA Festivals	7 th September and 26 th October
Essex Waterways Ltd	23 rd September (including edited minutes for publication)

9749

MATTERS ARISING

Trustees noted a report circulated with the agenda covering matters arising from previous meetings.

9750

IWA FESTIVALS

Gordon Harrower briefed trustees on developments to look at a site for a rally to be held in August 2014, and explained that the likely favoured location was Saul Junction on the Gloucester & Sharpness Canal. Kevin Wood briefed trustees on some of the possible plans, and also that an alternative site at Brownhills on the Wyrley and Essington Canal had been looked at. The event would be of Canalway Cavalcade size and minimal financial risk. Kevin also briefed trustees that IWA Festivals Committee had received a briefing from IWA Northampton Branch for a possible event on the river Nene at Becketts Park in Northampton. The terms 'national' and 'festival' would not be used in either event's title.

Trustees approved that IWA Festivals Committee should progress investigations for these proposed events, and that a formal approval for an event at Saul Junction could be approved by e-mail before the next meeting if arrangements could be finalised. The need to keep relevant IWA committee members and trustees briefed was noted.

9751

NAVIGATION COMMITTEE

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

- a) Environment Agency navigations (as reported in minute 9738)
- b) Visitor moorings on Canal & River Trust waterways
- c) Guidance note on cycling and consequent review of IWA's towpath policy

9752

RESTORATION COMMITTEE

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

- a) Cotswold Canal Trust's application to Heritage Lottery Fund for phase 1B and that a grant of £4,000 was to be offered from IWA's 2013 restoration budget.
- b) There were plans to host a conference on 10th May as part of the joint 'Growing a Sustainable Network' arrangement with Canal & River Trust, and that a financial contribution from Restoration Committee's budget would be needed.

9753

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 8th February 2014 at Rowington Village Hall.

There being no further business, the meeting concluded at 3.50 p.m.