

Minutes of an electronic meeting of the Board of Trustees of The Inland Waterways Association held on between 7th and 14th May 2014.

Present:

Ivor Caplan

Ray Carter

Richard Collet-Fenson

Les Etheridge (chairman)

Gordon Harrower

Clive Henderson

Roger Holmes

Gren Messham

Alan Platt

David Pullen

Paul Roper

Peter Scott

Jim Shead

Gillian Smith

Paul Strudwick

Vaughan Welch

In Attendance: Neil Edwards [Chief Executive]

Apologies for absence were received from Helen Elliott-Adams [Company Secretary]

9790

INTRODUCTORY REMARKS AND SHORT NOTICE

The National Chairman thanked trustees for each consenting to hold the meeting without the required 14-day notice period in view of the urgent business. Each trustee had positively affirmed their consent to the meeting taking place at short notice. Declarations of interest were taken as being the same as at the 12th April meeting of trustees. Approval of the minutes of the 12th April meeting was deferred until the next scheduled meeting, which was due to take place on 14th June 2014.

9791

PROCEDURE AT ELECTRONIC MEETINGS

The National Chairman reminded trustees of the guidelines for the conduct of electronic meetings, and it was noted and agreed that, because of the urgent business, the guidelines concerning notice and duration of the meeting would not be met. Trustees agreed to this..

9792

AUTHORISATION TO PETITION AGAINST THE HS2 BILL

The National Chairman had circulated a paper in advance of the meeting that reminded trustees that the HS2 Phase One Hybrid Bill had its Second Reading in the House of Commons at the end of April, and that a Select Committee had been set up. Dates and the process for the petitioning stage had now been announced. Contrary to previous advice that it would be both expensive and unnecessary for IWA to petition directly, and that IWA should instead support a petition by Canal & River Trust, it had now transpired that this is not in fact the case. The costs appeared to be minimal, and it was considered both appropriate and desirable for IWA to present a petition on the various waterway issues affected by HS2 Phase 1, particularly Fradley Junction.

[Notes omitted]A draft Petition had been prepared by Phil Sharpe and had been circulated to trustees, based on IWA's national submissions on the Bill to ensure continuity using the recommended template. There had been liaison with CRT over its content compared with CRT's petition. In order for IWA's petition to be deposited, it is necessary for IWA's trustees to pass a resolution authorising the deposit of a petition against the Bill and authorising a named person to act on behalf of the organisation. Gren Messham has offered to be the appointed person.

Trustees:

- a) Noted the above arrangements concerning the drafting of a petition on the HS2 Phase One Bill.

- b) Authorised the deposit of a petition against the Bill.
- c) Authorised Gren Messham as the named person to act on behalf of the Association.
- d) Asked Gren Messham to deposit the Bill at the House of Commons during the period specified with the documents listed in the paper circulated by the National Chairman, and
- e) Asked Gren Messham to be available to report to the Select Committee with further information including the Hyder Report if and when called to do so.
- f) Noted that costs of the above would be within Navigation Committee's existing budget, but that authorisation from trustees would be sought if costs of substance were likely to be incurred.

9793

LETTER OF SUPPORT FOR INLAND WATERWAYS ENTERPRISES LTD

The chief executive had circulated a paper reminding trustees that they had provided a Letter of Comfort to the directors of Inland Waterways Enterprises Ltd on a number of occasions in recent years, mostly when there was a retained deficit held on the subsidiary company's balance sheet at the previous year-end. Following the loss at Cassiobury Park, and notwithstanding the sale of assets to the Association there remained a deficit of £16,649 in company's books as at the end of 2013. A copy of the draft accounts for the company had also been circulated. The Association's auditors had recommended that a Letter of Comfort should be provided as it would be difficult for the company to continue trading without the Association's continuing support, especially as it appeared unlikely that the Company could clear the deficit in the near future. Furthermore, the company was capitalised by means of a long term loan, which was unlikely to ever disappear given the standing resolution from board to donate available profits to IWA before the year end, with any unpaid donation to IWA being shown as a creditor in the accounts. The form of words in the draft letter of comfort, circulated with the paper, was similar to that approved in 2013 and other recent years. To avoid any perception of conflict of interest, the Letter of Comfort would be signed by trustees who were not also directors of the Company. Alan Platt and Ray Carter had signed the letter in recent years. Trustees noted that the board of the Company felt unable to approve and sign its Annual Report and Financial Statements until such a letter was provided. The letter was therefore required before approval of its Annual Report and Financial Statements at its Annual General Meeting, which was due to take place on 28th May, and that this meeting needed to take place before trustees could approve IWA's Annual Report and Financial Statements, which was due to take place at the 14 June 2014 meeting.

[Discussion omitted]

[Note: the three directors of Inland Waterways Enterprises Ltd who were also trustees abstained from voting]. Trustees agreed to the provision of a letter of comfort, in the form attached to the paper circulated to trustees, and authorised Alan Platt and Ray Carter, as two trustees who are not directors of Inland Waterways Enterprises Ltd (so as to avoid any conflict of interest), to sign the letter on trustees' behalf.

9794

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 14th June 2014 at Rowington Village Hall.

There being no further business, the meeting was closed at midday on 14th May 2014.