

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 14th June 2014 at Rowington Village Hall, Rowington, Warwickshire.

Present:

Ivor Caplan	Gren Messham	Jim Shead
Les Etheridge (chairman)	David Pullen (to item 9813)	Gillian Smith
Gordon Harrower	Paul Roper (to item 9815)	Vaughan Welch
Roger Holmes	Peter Scott	

In Attendance: Karen Bartlett [Partner, Saffery Champness] (items 9795 to 9801) John Butler [visitor], Neil Edwards [Chief Executive], Jerry Sanders [chairman of Promotions and Communications Committee] and Frank Wilson [chairman of Marketing Committee]

Apologies for absence were received from, Ray Carter, Richard Collet-Fenson, Clive Henderson, Alan Platt, Paul Strudwick and Helen Elliott-Adams [Company Secretary].

9795

DECLARATIONS OF INTEREST

Ivor Caplan and Vaughan Welch recorded their membership of Canal & River Trust's Council. Ivor Caplan, David Pullen, Peter Scott and Vaughan Welch recorded their positions as members of Canal & River Trust partnerships and other advisory committees.

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

9796

MINUTES

Trustees approved the minutes of the Board's meeting held on 12th April 2014 and the electronic meeting held between 7th and 14th May 2014, including the edited versions for publication, as correct records of those meetings.

9797

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 authorised to be signed on behalf of all trustees.

9798

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 was a clean report for the Association and both subsidiary companies, and there had been just one misstatement (of just over £300) in the prepared accounts and one minor management recommendation.

Trustees thanked Karen Bartlett for the report.

9799

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.

9800

ANNUAL REVIEW

Trustees had been circulated a draft text and design for the Annual Review prior to the meeting, and were content generally, subject to the points mentioned below:

Les Etheridge suggested that the start of the paragraph on moorings could be improved; Paul Roper offered to look at this.

Gordon Harrower reported that Finance Committee was unhappy with the proposed pie charts, and felt they were too busy and were unlikely to be understood by readers. [discussion omitted]. Gordon Harrower offered to try to produce a more simplified version, which trustees agreed.

Les Etheridge asked trustees to submit any further comments to Gemma Bolton within the next week.

9801

INLAND WATERWAYS ENTERPRISES LTD

Neil Edwards had prepared a paper summarising a discussion at the 28th May meeting of the board of Inland Waterways Enterprises Ltd. The current view of the Enterprises directors was that the necessity for many, if not all, the activities currently run through the trading company had disappeared, and that it would save costs where activities could be transferred into and run through the Association. The Enterprises board had already agreed that 2015 Canalway Cavalcade and Northampton events should be run through the Association, but needed to look more carefully at incidental trading, particularly the mail order business, to be confident that the total turnover during 2015 would be well below the £50,000 limit. There was particular support for the principle from [two trustees], and other trustees agreed. There would be a further report with recommendations for the August meeting.

9802

NATIONAL CHAIRMAN'S UPDATE

Les Etheridge had prepared a report circulated with the agenda.

(a) Visitor Moorings

Paul Roper reported on a meeting with Canal & River Trust which, he said, had been frustrating as some of the other user groups present had frustrated progress, and even the more supportive groups, other than IWA, had remained silent. The western end of the Kennet & Avon Canal had, anecdotally, seen some improvement in the moorings situation, as movement of boats was now occurring, but the vessels causing concern did not seem to be moving out the trial area. [A trustee] endorsed the reports of improvement. CRT's presentation had shown that licence evasion was largely under control. IWA's main concern was that boaters should have a fair chance of finding a visitor mooring, which was not the case at present in some locations; whereas other groups did not want any changes to the present situation and to an extent some seemed content for the waterways to be used for cheap accommodation. CRT was taking some action, but IWA's view was that it had been slow, and meanwhile matters were getting worse in some areas; however progress should be supported and encouraged. Paul Roper added that there had been a debate at Navigation Committee as to whether to go more public with an IWA position statement, though that would undoubtedly attract some criticism. [A trustee] supported that the Association should say what it believed, but that it should not align its comments with CRT, and should clearly be of independent mind.

(b) Proposed Transfer of Environment Agency Navigations

Les Etheridge reported that there appeared to have been mixed messages from the Department for the Environment Food and Rural Affairs to the Environment Agency about the likelihood and timescale for a transfer, but that the Environment Agency was now working with CRT to progress planning work for a transfer, understood to exclude the liabilities attached to the weirs.

(c) Stratford Festival

An update on arrangements for IWA's attendance at the event was provided by Jerry Sanders. IWA's marquee at the event would not be as substantial as he would have wished, and financial costs were still uncertain. Personnel changes at Stratford had not helped. Jerry Sanders expressed his thanks for support from members of Warwickshire Branch and other local volunteers. Vaughan Welch advised trustees that there would be a small ceremony at Robert Aickman Lock on the Avon Navigation on 27th June, which would have been Aickman's 100th birthday.

(d) Robert Aickman Birth Centenary

Les Etheridge reported that Ray Gill (planning officer, Middlesex Branch) had taken on the task of promoting a plaque to be placed at Robert Aickman's former Gower Street residence.

(e) HS2 Update

Gren Messham updated the meeting with developments on the HS2 rail project, which had also been reported at the morning's meeting of Navigation Committee. Gren recorded his thanks to trustees for support in getting the petition arrangements in place quickly and noted that petitions from Lichfield & Hatherton Canals Restoration Trust, Lichfield Canal Cruising Club, Canal & River Trust and CPRE, and less helpfully from Staffordshire County Council, had been submitted. He also drew trustee's attention to the high number of petitioners, which could delay the bill, and that any changes resulting from the Select Committee process would need to go out for further consultation. [Detail omitted]

(f) CRT Restoration Initiative

Vaughan Welch reported that the 10th May seminar had worked successfully, and a date for a further seminar had been set (25th April 2015). David Pullen supported that, as a representative of Sleaford Navigation Trust at the event, he had found it very useful, and reflected well on IWA. [Detail omitted]. Four training courses were to be held, with the first on 21st June (aimed at providing guidance on Heritage Lottery Fund funding). Les Etheridge said that he hoped there would be a paper from Geraint Coles for the August trustees meeting.

(g) Committee for Wales

Les Etheridge reported that Gerallt Hughes had retired as chairman of the Committee for Wales and that Alan Platt would report on the future of the committee at the August meeting.

(h) IWA Events Committee

Les Etheridge reported that Kevin Woods had tendered his resignation as chairman of IWA Events committee owing to pressure of his paid employment.

(i) Canal & River Trust Governance

[Report omitted]

Trustees:

(a) Noted the national chairman's update report.

(b) Agreed that costs of the proposed plaque at Gower Street, and a contribution to Avon Navigation Trust's commemorative plaque costs, could be met from outside of existing approved budgets.

9803

STRATEGY

Les Etheridge had prepared a paper, which had been circulated with the agenda, to update trustees on the actions that had been undertaken to follow up the strategy discussion at the February meeting and update report at the April meeting. The paper was noted. Les reminded all committee chairman and others with action points to let him have a monthly report on progress.

9804

MARKETING COMMITTEE ROLE

A paper proposing the role and responsibilities of the new Marketing Committee had been circulated with the agenda. In introducing the paper Frank Wilson said that he wished to amend the first bullet point to be an annual action rather than just tied to one set of specific dates. With that amendment trustees agreed the role and responsibilities of Marketing Committee.

9805

IWA VISION AND MISSION

Frank Wilson introduced a paper circulated with the agenda and explained the purpose of the Association having a vision and mission statements, and their use in promoting IWA as a distinctive organisation, and their use for marketing purposes. The overall objective had been to appear positive rather than defensive as an organisation. Further steps might be to produce strap-lines and other marketing slogans; the vision and mission statements could also be used as a structure for publications such as future Annual Reviews. [A trustee] asked about measures to test the success or otherwise of marketing committee. Frank Wilson explained that the objectives of the committee had been designed to try to be measurable. Frank Wilson advised that advertisements for new recruits for the committee had been successful, and these would be brought to trustees shortly. [A trustee] asked about mission bullet point 'enabling everyone to enjoy the waterways', and trustees considered how this was applicable. Following this discussion, trustees approved both the vision and mission statements as circulated.

9806

MEMBERSHIP SUBSCRIPTIONS 2015

Finance Committee had recommended that there should not be an increase in subscription rates for 2015 proposed for the Annual General Meeting following a good year of investment results and there being sufficient reserves. [Discussion omitted] Trustees agreed with the points made and agreed not to recommend any increase in 2015 rates to the 2014 AGM.

9807

NATIONAL AWARDS

A paper from the Awards Panel had been circulated with the agenda. Two nominations for Richard Bird medals from an earlier circulation of the report had been withdrawn when it was realised that the nominees had been previous recipients. Trustees felt that it might be appropriate to give the Awards Panel a little more guidance for the future so that they would be aware of trustees' aspirations. Trustees noted that the Vivian Bulkely Johnson Salt appeared not to have been presented at the Chester festival as had been previously envisaged.

Trustees approved the following awards:

[The identity of award winners should remain confidential until presentation at the AGM.]

Trustees asked Jim Shead and Neil Edwards to draft some written guidelines for the Awards Panel for consideration at a future trustees meeting, and recorded their thanks to the Awards Panel for their work this year.

9808

PUBLISHED MINUTES OF MEETINGS

A paper from Paul Strudwick had been circulated with the agenda recommending no change to the present arrangements for the publication of minutes, but that all national committees should review their role and responsibilities every two years. Trustees approved that:

- (a) All key items arising from Trustees and National Committee meetings would be included in the next Internal Bulletin published after the meeting.
- (b) The Association should publish edited minutes of the meetings of trustees, and the boards of Inland Waterways Enterprises Ltd and Essex Waterways Ltd with the following guidelines for editing:-
 - Text that needed to be kept confidential in the best interests of the Association should be removed;
 - Items of commercial confidentiality should be removed;
 - Views expressed at meetings should be anonymous;
 - Action points should be removed;
 - Items that were critical of individuals or specific parts of the Association should be removed;
 - Minutes should be understandable and accessible (e.g. complete sentences and no abbreviations).
- (c) Agenda papers for meetings would not usually be published.
- (d) Documents and guidance should be solely in the officers' area of the website where there was a real need and benefit for confidentiality to IWA officers' only, and/or where personal contact details might be disclosed without an officer's consent.
- (e) Once approved by trustees, the need for confidentiality and / or editing, or otherwise, should be decided by the chief executive, subject to any trustee having the right to object to the publication of any document, or part thereof, which if necessary (in the unlikely event of unresolved disagreement) would be brought to a trustees meeting for final decision.
- (f) Minutes over five years old should not usually be considered confidential (although personnel matters would always remain confidential).
- (g) Each national committee should review its role and responsibilities every two years and report to trustees accordingly.

9809

APPOINTMENTS TO COMMITTEES

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

- (h) Approved the appointment of Michael Haig to Marketing Committee for an initial period to April 2015.
- (i) Noted the resignation of James Butler from the Waterway Recovery Group board.
- (j) Approved the reappointment of Roy Chandler as a director of Essex Waterways Ltd for a further term of three years.
- (k) Recorded their thanks to Gerallt Hughes and Kevin Woods, who retired as General Secretary of the Committee for Wales and chairman of IWA Events Committee respectively, as well as to James Butler.

9810

TRUSTEE MEETING DATES

A paper proposing meeting dates for 2015 had been circulated with the agenda. Trustees:

- (a) Approved the following dates for their meetings in 2015:
 - 7th February
 - 18th April
 - 6th June
 - 8th August
 - 10th October
 - 12th December

- (b) Approved that the 2015 Annual General Meeting be held on 26th September.

- (c) Agreed that meetings should continue to be held at Rowington village hall for 2015.

9811

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	12 th April
Navigation Committee	12 th April
Restoration Committee	22 nd March
Promotions and Communications	5 th April
Waterway Recovery Group	9 th March
Inland Waterways Enterprises Ltd	2 nd April (including edited minutes for publication)
IWA Events	29 th March
Essex Waterways Ltd	3 rd March (including edited minutes for publication)

9812

MATTERS ARISING

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

9813

NAVIGATION COMMITTEE

Paul Roper reported that the following items had arisen from Navigation Committee's meeting held that morning:

- (a) There had been a detailed review of the strategy (see minute 9803) table items that required input or action from Navigation Committee.

- (b) Visitor Moorings issues – discussed earlier in the meeting at minute 9802(a)

- (c) A paper from Ivor Caplan concerning policy on residential moorings, including a draft check list for branches to support proposed new residential moorings. Feedback was to be sought, noting the potential conflict with visitor moorings concerns.

- (d) The closure of Elvington (Sutton) Lock on the Yorkshire Derwent, Sutton Lock owing to failed lock gates was a concern, as it was felt this might become a permanent situation. [Discussion omitted]

9814

FINANCE COMMITTEE

Gordon Harrower reported on the following items that had arisen at Finance Committee's meeting that morning:

- (a) The draft Annual Report and Financial Statements for the Association and subsidiary companies had been considered and recommended for approval at this trustees meeting.
- (b) The continued good rate of second year renewals for first-year-free memberships was noted.
- (c) The budget process for 2015 had been discussed and would be similar to that for 2014.
- (d) Just over [an amount] had been raised through fund raising officer, which had exceeded employment costs. A much higher target was being set for the fund raising officer's second year.
- (e) Finance Committee recommended approval of an increase in the fixed assets funding loan to Essex Waterways Ltd to £150,000 from £100,000 and trustees approved this.

9815

PROMOTIONS & COMMUNICATION COMMITTEE

Jerry Sanders reported on the following items that had arisen from Promotions and Communications Committee's meeting on 31st May:

- (a) Arrangements for the Association's AGM would include two morning workshop sessions. Lunch would be provided at a charge and would require a booking system.
- (b) Jerry Sanders expressed concerned that the Committee was becoming obsessed with attendance at events and needed to get branches more involved.

Trustees noted the successful Chester Campaign Festival the previous weekend.

9816

MARKETING COMMITTEE

Frank Wilson reported on the following items that had arisen at Marketing Committee's meeting on 3rd May:

- (a) The committee needed to be strengthened with new members with relevant professional experience, and an advertisement in Waterways magazine had produced some promising candidates.
- (b) The vision and mission statements had been reviewed (covered in item 9805).
- (c) The Committee planned to set out a marketing strategy for the Association, which would then set the agenda for the committee's work.

9817

RESTORATION COMMITTEE

Vaughan Welch reported on the following items had arisen at Restoration Committee's meeting on 31st May:

- (a) Jenny Black had been invited to attend future meetings of Restoration Committee.
- (b) The Committee had considered strategy (see minute 9803) table items that required input or action from Restoration Committee and had sent a questionnaire to restoration groups.
- (c) The Committee needed property management expertise and would advertise for a volunteer.
- (d) The Committee was continuing to review the technical restoration handbook.

9818

WATERWAY RECOVERY GROUP

Les Etheridge reported the following items from briefing from Rick Barnes that morning:

- (a) WRG's Canal Camps season was about to get underway.
- (b) The restoration of Inglesham Lock on the Thames & Severn Canal was proving to be more of a problem than had been envisaged.

9819

INLAND WATERWAYS ENTERPRISES LTD

Les Etheridge reported that the following items had arisen at the Inland Waterways Enterprises Ltd board meeting held on 28th May (which he had chaired as Gordon Harrower had been absent from that meeting):

- (a) There had been a substantial discussion on the company's future, which had been reflected in the paper circulated to trustees and discussed at minute 9801.
- (b) The promised paper providing an updated budget for the 2015 Northampton event would be delayed until the August meeting, as there had only just been an important meeting with Northampton Council.
- (c) There had been an update on preparing for the Saul Waterways Pageant. A small team doing a good job, but lacked support from other volunteers. There was still a low level of bookings.
- (d) Canalway Cavalcade had again been very successful.

[Discussion omitted]

9820

BOW BACK RIVERS EVENT

Jerry Sanders advised trustees that an event was being planned to commemorate the opening up of the Bow Back Rivers once they had been handed back to Canal & River Trust, but he was concerned by the lack of available volunteers to run such an event, and that it might fall to the Canalway Cavalcade team, which was already hard-pressed.

9821

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 9th August 2014 at Rowington Village Hall.

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