

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 13<sup>th</sup> December 2014 at Rowington Village Hall, Rowington, Warwickshire.

Present:

John Butler	Gordon Harrower	Peter Scott
Ivor Caplan	Roger Holmes	Jim Shead
Ray Carter	Gareth Jones	Paul Strudwick
Les Etheridge (chairman)	Gren Messham	Vaughan Welch
Clive Henderson	Alan Platt	

In Attendance: Paul Birkett [chairman of Marketing Committee] Neil Edwards [Chief Executive], Helen Elliott-Adams [Company Secretary], Mike Palmer [chairman of Waterway Recovery Group, to item 9876] and Jerry Sanders [chairman of Promotions and Communications Committee]

Apologies for absence were received from Gillian Smith and David Pullen.

9863

DECLARATIONS OF INTEREST

Ivor Caplan, Clive Henderson, Mike Palmer and Vaughan Welch recorded their membership of Canal & River Trust's Council. Ivor Caplan, Mike Palmer, Alan Platt, David Pullen, Peter Scott and Vaughan Welch recorded their positions as members of Canal & River Trust partnerships and other advisory committees. Clive Henderson recorded his position as a member of Canal & River Trust's Appointments Committee.

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

9864

SONIA ROLT OBE

Les Etheridge drew trustees' attention to the recent death of Sonia Rolt. Les Etheridge and David Stevenson had attended the funeral on behalf of the Association. A memorial service in London is being planned for early in the New Year.

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MINUTES

Trustees approved the minutes of the Board's meeting held on 11<sup>th</sup> October 2014, including the edited versions for publication, as correct record of the meeting.

9866

OBJECTIVES FOR 2015

Trustees approved the Association's Objectives for 2015, which were as follows, and which were unchanged from those initially agreed at the October 2014 meeting:

1. Strengthen the Association position as **Voice of the Waterways** by producing a clear and consistent message of IWA's purpose, and to project that message so that it is understood by existing and prospective members alike. Specifically, develop IWA's position as Spokesman for the Waterways, being the organisation to consult on issues by key waterways stakeholders. This will be part of **developing IWA's brand and proposition**.
2. **Campaign and work for the future of our waterways** by leading the following key campaigns: (a) Transfer of the Environment Agency's navigations to Canal & River Trust, (b) Mitigation of the

impact of HS2 and its construction on the waterways, (c) Resolving the issues caused by congestion especially in urban areas where large numbers of boats remain in the area in contravention of the requirements of their licence, and (d) other issues that are important to boaters and which arise during the year, including on navigations managed other than by Canal & River Trust and the Environment Agency.

3. **Lead the waterways restoration movement** by (a) updating and promoting the existing restoration handbooks and other guidance on line, and (b) preparing a manifesto for waterways restoration across the country and engage with politicians, navigation authorities and relevant national bodies to being clear commitments to support local restoration groups.
4. **Enhance and promote navigation** by expanding IWA's engagement with the waterways and wider communities through participative activities (e.g. Canal Camps and other work parties, clean-ups and boating events) that encourage a sense of ownership and pride, not only with the waterways, but also with the Association as a thriving organisation.
5. **To enable everyone to enjoy the Waterways**, encourage regional and branch activity that broadens participation by local communities.
6. As a pre-cursor to Growing IWA's membership, review the clarity of the **IWA Brand** to achieve alignment with the Association's Vision & Missions
7. In order to **grow IWA's membership**, produce a clear structured marketing plan to improve membership retention and new membership recruitment across the Association, so that all parts of the Association have clear and focussed responsibilities that will help increase levels of membership.
8. In order to **grow revenue**, (a) bring about an understanding in all parts of the Association of the necessity of growing new streams of income so that fund-raising is not simply viewed as someone else's problem and (b) organise and encourage participation in a greater range of revenue producing activities that also enhance and promote IWA's charitable objectives.

9867

#### BUDGET 2015

Gordon Harrower introduced his paper, a copy of which was circulated with the agenda. The 2014 projected outcome was [an amount] better than the 2014 budget, and an analysis was included in the paper. The fundraising plan for 2015, which suggested a total of [an amount] to be raised, was noted. Gordon Harrower drew trustees' attention to the proposed Reserves Policy, and noted that after the 2014 forecast and 2015 budget deficit, there would still be a substantial amount in the General Fund above the target level of reserves. The current volatility of the stock market, and therefore instability of investments was noted. Les Etheridge noted that Finance Committee had recommended the budget.

Trustees:

- (a) Approved the proposed budget for 2015, as circulated with the agenda.
- (b) Noted that Essex Waterways Ltd intended to continue its break-even budget policy.
- (c) Noted that current stock market volatility could adversely impact on IWA's free reserves, and recognised the significance that this could have on future budget planning if capital values did not subsequently recover.
- (d) Recognised the need to find new ways to significantly increase income in the medium to long term to be able to meet future expenditure.

9868

### IWA BRAND POSITIONING

Paul Birkett introduced a paper circulated with the agenda, which he had produced on behalf of Marketing Committee. The underlying emphasis of the paper was twofold; to propose replacing the current IWA Vision statement and to identify the impact for IWA brand management. There needs to be a clear re-statement of what the IWA brand stands for which can be substantiated across all parts of the Association.

[Discussion omitted]

Following a wide discussion, the national chairman proposed adoption of the paper and the actions set out within it. Trustees agreed, and noted that change would be by gradual implementation rather than a 'fanfare' launch.

9869

### MARKETING CAPABILITY

Paul Birkett introduced a paper attached to the agenda, which explained that there was little marketing capability and resource to achieve the output recommended by Marketing Committee and referred to in the brand positioning paper. [Discussion omitted]

Trustees approved the Marketing Committee recommendation for the establishment of a full-time senior marketing manager post as the first phase implementation of building appropriate IWA marketing capability, and noted the likely additional employment costs of about [an amount] (not included in the budget) as well as recruitment costs and project expenditure, the latter of which had been allowed for in the budget.

9870

### WATERWAY RECOVERY GROUP

Mike Palmer reported publication of the 'Building Bridges' document jointly with Canal & River Trust, and that he understood it had been well received within CRT. WRG's annual Bonfire Bash, held on the Chesterfield Canal in November, had been successful. The programme of Camps for 2015 was being finalised, which was running a little later than usual, but was due to be finalised by the end of the year. The Points of Light award for George Rogers, a regular WRG volunteer, was noted. Paul Birkett suggested that IWA was not articulating its valuable asset of WRG in the most productive and effective manner, and trustees agreed that further discussion was needed on this point.

9871

### RESTORATION COMMITTEE

Vaughan Welch reported that:

- (a) He was in dialogue with [a waterway restoration group] over maintenance concerns for projects that had been funded by IWA grants;
- (b) The restoration area of the web-site had been further improved;
- (c) The committee intended to recruit two new members and advisors in the areas of estate management and historic structure architecture.
- (d) There had been a meeting of waterway restoration project officers, and he would welcome details of any others in similar positions who might be invited to future meetings.

9872

### IWA EVENTS COMMITTEE

John Butler reported that preparations for the Northampton Festival in August 2015 were progressing well, and that David Blagrove had agreed to be president of the event committee. Both Canal & River Trust and the Environment Agency were offering advantageous licence rates for visitors to the event, which needed to

be applied for via the Association. Trail-boat events for 2016 and 2017 were being put in place. An IWA volunteer had been appointed to act as harbourmaster for the 2015 Crick Festival.

9873

#### FINANCE COMMITTEE

Gordon Harrower reported on the morning's meeting, which had largely focussed on approval of the 2015 Budget and the marketing papers that had been considered earlier in the trustees' meeting. A grant for £15,000 from Ayling Bequest had been approved for Chesterfield Canal Trust. A VAT review by the auditors had been approved at a cost of [an amount].

9874

#### MARKETING COMMITTEE

Paul Birkett reported that Marketing Committee was still looking for some additional new members. The committee's 15<sup>th</sup> November meeting had worked on the papers discussed earlier at this meeting as well as membership recruitment issues and concerns at the high proportion of new members being recruited through the first-year-free membership scheme. The Committee considered there was a need to review the first-year-free 'scheme'. Other issues being considered by the Committee are the need to review the approach to membership rates as part of the overall charitable positioning of the Association and the work to review the press release strategy.

9875

#### PROMOTIONS AND COMMUNICATIONS COMMITTEE

Jerry Sanders asked region chairmen to encourage attendance at a workshop planned to take place at the end of March in Peterborough.

9876

#### NAVIGATION COMMITTEE

Gren Messham reported that at its morning's meeting Navigation Committee had discussed:

- (a) Development of its strategy responsibilities and the review of policies;
- (b) Environment Agency structures that are out of use, to lobby the Agency;
- (c) That there had been few recent developments on HS2, other than further reassurances for the Lichfield Canal;
- (d) A meeting held with Yorkshire Wildlife Trust concerning Elvington Lock;
- (e) Winding-hole data, which was being developed;
- (f) A review of Somerset waterways campaigns;
- (g) A recent meeting with CRT, which had indicated a stiffening of resolve over non-compliant moorers;
- (h) The Port of London Authority's recent refusal to permit hire-boaters to use the tidal Thames;
- (i) A members' letter giving reasons for resignation from the Association.

9877

#### MATTERS ARISING

Trustees noted a report circulated with the agenda covering matters arising from previous meetings. Vaughan Welch stated that there had been no progress for many months on the review of the Environment Policy owing to lack of suitable expertise within Restoration Committee but he expected to complete this by the middle of 2015.

9878

#### COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	11 <sup>th</sup> October
Navigation Committee	11 <sup>th</sup> October
Restoration Committee	20 <sup>th</sup> September

Marketing Committee	20 <sup>th</sup> September
Promotions and Communications	4 <sup>th</sup> October
Waterway Recovery Group	11 <sup>th</sup> May and 21 <sup>st</sup> September
Inland Waterways Enterprises Ltd	11 <sup>th</sup> October (including edited minutes for publication)
IWA Events Committee	20 <sup>th</sup> September
Essex Waterways Ltd	5 <sup>th</sup> September (included edited minutes for publication)

9879

#### NATIONAL CHAIRMAN'S UPDATE

Les Etheridge had provided a written report, which had been circulated with the agenda papers and in introducing the paper:

- (a) Reported that a manifesto for the waterways was under preparation for campaign purposes in the run-up to the General Election. Vaughan Welch suggested planning protection for waterways under restoration might be included and promised to provide details.
- (b) Reported that the plans for the proposed Robert Aickman plaque continued to progress, and ideas for an unveiling ceremony were invited.
- (c) Congratulated Paul Birkett on assuming chairmanship of Marketing Committee
- (d) Reported that, along with Gren Messham, he had met Richard Parry, CRT chief executive, to progress concerns on mooring issues.
- (e) [Confidential item].
- (f) Asked for some feedback on the suggested programme for the Annual General Meeting.

9880

#### STRATEGY

Les Etheridge introduced a paper that he had circulated with the agenda, which explained that he had reviewed the strategic issues discussed at recent meetings. Following a brief discussion, trustees agreed:

- a) The three key strategic aims of:
  - Protecting the inland waterways
  - Ensuring IWA is seen as an active and responsible organisation that makes things happen.
  - Improving how we get the IWA message across.
- b) The specific issues identified in the paper for each key strategic aim.
- c) That committee chairmen identified in the tables set out in the paper should be asked to propose 2015 and longer term actions for each issue including timescales and success criteria. Proposals to be submitted to the National Chairman by 17<sup>th</sup> January 2015.
- d) That following agreement of the proposed actions at the February trustee meeting, committee chairmen would be required to report in writing on progress to each trustee meeting (submitted to the chief executive ten days prior to the meeting so they can be included in the papers).

9881

#### BRANCH AND REGION STRUCTURE

Alan Platt introduced a paper that he had prepared and circulated with the agenda, and explained that this was very much for discussion purposes. This had been motivated by a realisation that some branches were in poor health and needed support. [Discussion omitted]

Trustees agreed that a small working party should be established, to include input from region chairmen and others to consider and agree the best way forward of developing the specifics, and arranging explanation to and consultation with members, with a view to providing some specific proposals by the summer of 2015. The working party, which would work by e-mail, would be chaired by Alan Platt, who would consult with all the region chairmen directly. Paul Birkett noted the importance of such structures for the Association's image and explanation to prospective members.

9882

#### INLAND WATERWAYS ENTERPRISES LTD

Trustees agreed that, with effect from 31<sup>st</sup> December, the reporting lines for the transferred constituent businesses presently managed through Inland Waterways Enterprises Ltd should be as follows:

- IWA Events Committee would become a full committee of trustees, and report to trustees in the same manner as other national committees. The committee would maintain responsibility for the National Trail-boat Festival.
- Canalway Cavalcade would report through IWA Events Committee.
- IWA Shop would report to Finance Committee.
- The trading elements of Promotion and Communications Committee would continue to be run through that committee as at present.

9883

#### RESERVES POLICY

Les Etheridge introduced a paper circulated with the agenda, setting out thinking behind a review of the Association's Reserves Policy for 2015, which had been considered by Finance Committee. Trustees approved the proposed Reserves Policy, which was unchanged from the previous year.

9884

#### INVESTMENT POLICY

Les Etheridge introduced a paper circulated with the agenda proposing the Association's Investment Strategy and Policy for 2015, and confirmed that it had been recommended for approval by Finance Committee. Trustees approved the policy for 2015.

9885

#### APPOINTMENTS TO COMMITTEES

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

- (a) Approved the reappointments of Mike Dyer and Nick Parker to the Investment Working Group for further terms of three years each.
- (b) Approved the reappointments of Ray Carter, Jerry Sanders, Jim Shead and Helen Whitehouse to Promotions and Communications Committee, each for further terms of three years.
- (c) Approved the appointment of Simon Apps to Promotions and Communications Committee for a term of three years.
- (d) Noted the resignation of Oliver Wilkinson from Marketing Committee.
- (e) Approved the reappointment of Geraint Coles, David Jarvis and Keith Noble to Restoration Committee, each for further terms of three years.

- (f) Approved the appointment of John Taplin and Howard Worth as members of the Restoration Committee Advisory Panel for terms of three years.
- (g) Approved the reappointment of John Hawkins, Jude Palmer, Mike Palmer and Jonathan Smith to the Waterway Recovery Board, each for terms of three years.
- (h) Approved the reappointment of Les Etheridge to the board of Inland Waterways Enterprises Ltd until closure of the company, planned to take place during 2015.

9886

#### RISK MANAGEMENT TOP RISKS – POLICIES

Les Etheridge introduced a paper attached to the agenda, which outlined the risk of *'Failure to present clear relevant policies and purpose for the Association, leading to IWA being seen as out of touch and insufficiently active to be worth supporting. This damages our reputation and reduces the support of members, potential members and stakeholders.'*

Les Etheridge reported that not all committee chairmen had submitted details of policies to be reviewed, which had prevented the risk being fully considered at this meeting. Those committee chairmen were asked to do so as soon as possible.

Trustees agreed that there was a regular, if not annual, need for a review of the board of trustees' effectiveness and thought that this could best be addressed initially by a sub-group of national chairman, deputies and national treasurer. Gareth Jones undertook to research Charity Commission recommendations on this subject.

The need to have a better dialogue with members and to have better intelligence on their opinions was noted, although simple surveys and questionnaires were not considered to be the sole method of achieving this. Trustees asked Marketing Committee to consider these issues over the next few months.

Trustees:

- a) Noted the current position on review of national policies.
- b) Reminded [two committee chairmen] of the need to respond.
- c) Agreed the list of responsibilities set down in the paper attached to the agenda.
- d) Agreed to consider further if there were extant policies not shown on the list in the agenda paper or if there were other policies the Association should have.
- e) Asked Committee Chairman to ensure that policies all had review dates and that the policies were reviewed and updated accordingly with a maximum period between reviews of three years.
- f) Asked that for the next meeting papers should be submitted by [details omitted]

9887

#### RISK MANAGEMENT TOP RISKS - INSURANCE

Neil Edwards had prepared a paper attached to the agenda, which outlined the risk of *'Failure to insure to cover high impact/ high consequence risks that might result in claims'*. Trustees considered that this topic was fully addressed in the paper, and noted that it was also regularly reviewed by Finance Committee. Trustees noted IWA's present insurance arrangements, and considered that there was no need for any revisions or further insurances to provide sufficient mitigants against the Top Risk.

9888

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 7<sup>th</sup> February 2015 at Rowington Village Hall. [The other 2015 dates for trustee meetings were 18th April, 6th June, 8th August, 10th October and 12th December.]

There being no further business, the meeting concluded at 4.22 p.m.