

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 10<sup>th</sup> October 2015 at Rowington Village Hall, Rowington, Warwickshire.

Present:

Paul Birkett	Les Etheridge (chairman)	Peter Scott
John Butler	Gordon Harrower	Jim Shead
Ivor Caplan	Roger Holmes	Gillian Smith
Ray Carter	Gren Messham	Paul Strudwick

In Attendance: Rick Barnes [Finance and Waterway Recovery Group committees], Neil Edwards [Chief Executive], Helen Elliott-Adams [Company Secretary], Mike Palmer [chairman of Waterway Recovery Group], Jerry Sanders [chairman of Promotions and Communications Committee] and Vaughan Welch [chairman of Restoration Committee].

Apologies for absence were received from Mike Carter, Gareth Jones and David Pullen.

9966

#### DECLARATIONS OF INTEREST

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

Les Etheridge and Roger Holmes declared an interest in item 9973 as waterway book collectors.

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

9967

#### ELECTION OF OFFICERS

There was one nomination for national chairman, Les Etheridge, who was duly elected. [This item was chaired by Gren Messham].

There were two nominations for deputy national chairman, Ivor Caplan and Gren Messham, who were duly elected. There was one nomination for national treasurer, Gordon Harrower, who was duly elected.

9968

#### MINUTES

Trustees approved the minutes of the Board's meeting held on 8<sup>th</sup> August 2015 including the edited versions for publication, as correct record of the meeting.

9969

#### NATIONAL CHAIRMAN'S UPDATE

Les Etheridge had provided a written report, which had been circulated with the agenda papers and in introducing the paper the following points were noted.

- (a) A meeting with Rory Stewart, the new Waterways Minister, had yet to be arranged. Richard Benyon had been appointed as chairman of the All Party Parliamentary Group for the Waterways. The campaign for the transfer of the Environment Agency's waterways to Canal & River Trust was being pushed forward to try to overcome inertia. There was a feeling that the Environment Agency had 'switched off' on navigation matters, and there was a need to apply public pressure for the Agency to care for its navigation assets in the meantime. From a marketing perspective, it was

important to maintain public awareness that IWA was trying to address these issues and was being proactive, although there was a balance to be struck against working with Agency staff on a confidential basis to actually achieve works.

- (b) The unveiling of the Aickman Blue Plaque at Gower Street had taken place on 10<sup>th</sup> September and was a well organised event that had attracted worthwhile publicity.
- (c) Roger Holmes reported that the subject of the Neath Canal had been raised at a meeting of the South West Region Partnership.
- (d) The AGM on 26<sup>th</sup> September had passed off well, with especially favourable comments on the presentations by Gren Messham and Roy Chandler in the morning. Thanks were expressed to the organising team.
- (e) Jim Shead's retirement as National Awards Officer was noted, and thanks were recorded.
- (f) The success of the Northampton Festival was noted, with congratulations to the organising team.
- (g) The continued good progress on the WRG van appeal was noted. Mike Palmer reported that two new vans were due to be purchased over the winter.

#### Trustees

- a) Noted the national chairman's report, and the updates contained therein;
- b) Approved the supported the approach identified for the campaign to transfer the Environment Agency's navigation to Canal & River Trust.
- c) Asked that an advertisement be placed in *Bulletin* and *Waterways* for a new National Awards Officer.

9970

#### STRATEGY

Reports produced by the chairmen of Marketing, Navigation and Restoration committees and Waterway Recovery Group, circulated before the meeting, were noted. Matters drawn to attention included:

- (a) Mike Palmer gave an update on WRG's recent activities including the summer's Canal Camps, and welcomed a suggestion that IWA branches might be able to support WRG with recruitment approaches to universities and colleges in their local area, especially for engineering students. Mike Palmer would ask Jenny Black to prepare a few notes that could be passed to branches. A family Canal Camp was being planned for 2016
- (b) Vaughan Welch and Mike Palmer reported the considerable variations in procedures and welcomes for volunteers on restoration projects on different Canal & River Trust waterways. Trustees suggested that the Association should make representation on the issue and publicise the actions it had taken.
- (c) Vaughan Welch reported that Restoration Committee was working on reviewing policies, and was due to hold a joint meeting with WRG following this trustees meeting.
- (d) Gren Messham reported that some progress had been made at the Environment Agency's recent National Navigation Users Forum, where there seemed to be greater unity amongst user groups at common concerns over decline in the standards of maintenance of the Agency's navigations than

had been the case at previous meetings. A particular concern was ‘river wilding’ where former navigation structures on disused waterways were being removed for nature conservation benefit.

- (e) Paul Birkett reported current priorities for Marketing Committee, including the development of a recruitment pack for members to recruit others. A replacement Communications Officer was being recruited to fill the vacancy created by Stefanie Preston’s departure from Head Office. The Committee’s Marketing Plan was developing well, but was highlighting a very wide range of work to be done, not all of which would be achievable in the immediate future.

9971

#### SOCIAL MEDIA

A paper from Marketing Committee outlining a proposed Social Media Policy for the Association had been circulated with the agenda. Paul Birkett highlighted the recommendation that committee members needed to be clear when they were speaking on IWA’s behalf or purely on their personal account. There were suggestions that (a) there ought to be a clear sanction against staff or volunteers who failed to abide by the policy, (b) that the policy ought to be more assertive, (c) that the word ‘ambassadors’ might not be appropriate and (d) that the policy might be a little too defensive. Notwithstanding these issues, trustees expressed themselves content with the policy subject to some minor tweaks. Paul Birkett would review these points, was authorised to finalise the policy taking these issues into account and asked to circulate a final version for trustees’ information.

9972

#### HEALTH AND SAFETY REVIEW

A paper from Jenny Black, covering the period 1<sup>st</sup> July 2014 to 30<sup>th</sup> June 2015 had been circulated with the agenda. Mike Palmer felt that the quality of information on incidents and near misses had improved, and that over the past year Jenny Black and Amber Jenkins had improved the management of Health & Safety paperwork and procedures. Mike Palmer also reported that WRG had re-shot its Health & Safety video; the previous one being 15 years old. Trustees:

- (a) Thanked Jenny Black for producing the report.
- (b) Noted the report and actions taken during the year.
- (c) Reaffirmed the Health and Safety Policy originally approved in 2012.
- (d) Asked committee chairmen to actively encourage all parts of the Association to report accidents and near-misses so the Association could learn from mistakes, see trends, and put into place more robust Health & Safety measures.

9973

#### MARK BALDWIN BOOK COLLECTION

A paper from Roger Holmes proposing that the Association consider purchase all or part of the Mark Baldwin book collection that was due to be auctioned in November. Trustees decided against pursuing any purchase.

Trustees noted the existing IWA-owned collection of books housed at the Waterways Museum at Ellesmere Port and asked if its availability and a list of books could be included on the web site.

9974

#### TOP RISKS – INABILITY TO COMMUNICATE WITH MEMBERS

Paul Birkett had prepared a paper on the top risk for ‘*Failure or inability to communicate effectively with members, stakeholders and others to stimulate new and continuing income*’. Trustees welcomed the paper and:

- (a) Recognised the scope of this risk and agreed that it should be merged with the top risk of *'Failure to communicate the extent and effectiveness of work and campaigning'*, which had been reviewed by trustees at their June meeting.
- (b) Noted that communications capability was only part of making the Association attractive for volunteering and financial support from members and other stakeholders.
- (c) Noted (and continued to support) the strategic requirement to improve the Association's marketing capability.
- (d) Acknowledged the continued early indications that the marketing and public relations strategy was showing encouraging results.

9975

TOP RISKS – SUCCESSION PLANNING

Les Etheridge had prepared a paper on the Top Risk of *'loss or reduction in calibre of key members of staff, trustees and/or volunteers offers (real or perceived)'*, circulated with the agenda. Trustees welcomed the paper and:

- (a) Noted the approach adopted in relation to succession planning at Head Office and agreed it was appropriate for an organisation with IWA's staffing level.
- (b) Considered the guidance from the Charity Commission on appointing trustees and felt that the current approach to appointing trustees was not working well, that the trustee board could be more effective, and asked the National Chairman to bring forward possible ideas to a future trustee meeting. There were a number of comments in favour of a smaller trustee board. Elections were noted as a useful way of selecting good candidates where there were sufficient candidates for contest.
- (c) Noted there were similar issues at branch and regional level which ought to be considered after the current review had been completed.
- (d) Agreed that national committees should adopt a rigorous review of their membership each year to ensure their skills and experience was appropriate with reappointments not being automatic.

9976

TOP RISKS – UPDATE

A paper from Neil Edwards, circulated with the agenda, set out the current position with the review of Top Risks. Gordon Harrower noted that a full review of Top Risks was being undertaken by Finance Committee and there would be a recommendation for a new top risk concerning children and vulnerable adults.

Trustees:

- (a) Asked the chief executive to prepare a review of the Top Risk of *'Failure (real or perceived) to deal with 'challenges' effectively - where a challenge affects IWA by impacting its Aims, Objectives, business model, membership structure, organisation or modus operandi and as such requires speedy action to exploit it effectively'* for the next meeting.
- (b) Asked the national chairman to prepare a review of the Top Risk of *'Inability to grasp new opportunities (real or perceived) that further the Aims and Objectives of IWA'* for the next meeting.

9977

ARTICLES OF ASSOCIATION AND MEMBERS RESOLUTIONS

A paper from Neil Edwards setting out the steps to be taken in order to review IWA's Articles of Association, as had been requested by trustees, had been circulated with the agenda. The intent would be to align IWA's revised Articles with the model recommended by the Charity Commission, and have different arrangements only where a good case could be made to do so. Trustees

- (a) Reaffirmed that the Charity Commission's recommended template would make a suitable basis for a modernisation of IWA's Articles of Association;
- (b) Undertook to individually review the Charity Commission's template and IWA's existing articles and submit any comments concerning additional and retained clauses to the chief executive by no later than 30<sup>th</sup> November.
- (c) Agreed to aim for a revision of the Articles to be approved at the 2016 AGM.
- (d) Asked for the existing and model Articles to be e-mailed.

9978

COMMITTEE APPOINTMENTS

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

- (a) Approved the appointment of Alison Smedley as a member of Navigation Committee for a term of three years.
- (b) Noted the resignation of Neil Downes from Navigation Committee.
- (c) Approved the reappointments of David Carrington, Gordon Harrower and Gareth Jones to Finance Committee for further terms of three years, and the reappointment of David Carrington to the Investment Working Group for a further term of three years.
- (d) Approved the reappointment of Ivor Caplan, Audrey Smith (corresponding member) and Gillian Smith (corresponding member) to Promotions and Communications Committee, each for further terms of three years.
- (e) Approved the reappointments of David Dawson, Martin Smith and Luke Walker to Restoration Committee, each for further terms of three years.
- (f) Noted the retirement of Edward Gittins from Restoration Committee.
- (g) Approved the appointment of Chris Howes to Restoration Committee for a term of three years.
- (h) Noted that Restoration Committee's advisory panel would, in future, be sent all agenda papers automatically.
- (i) Approved the re-appointment of Jane Elwell, and the appointment of David Venn and Alicen Stenner, to IWA Events Committee, each for terms of three years.
- (j) Noted the retirement of Freddie Cooke and Gary Summers from the Canalway Cavalcade Committee.
- (k) Approved the re-appointment of Libby Bradshaw, Mark Saxon and Christine Smith to Canalway Cavalcade Committee, each for further terms of three years.

9979

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	8 <sup>th</sup> August
Navigation Committee	8 <sup>th</sup> August
Restoration Committee	25 <sup>th</sup> July
Marketing Committee	4 <sup>th</sup> July
Promotions & Communications	18 <sup>th</sup> July
Waterway Recovery Group	10 <sup>th</sup> May
IWA Events Committee	25 <sup>th</sup> July
Essex Waterways Ltd	4 <sup>th</sup> June (including edited minutes for publication)

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MATTERS ARISING

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

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IWA EVENTS COMMITTEE

John Butler reported that the 2015 Northampton event was likely to show a small profit, but the first draft budget for the 2016 Pelsall event showed an initial deficit of [an amount], which was being addressed.

9982

RESTORATION COMMITTEE

Vaughan Welch reported that the following issues were amongst those currently being worked on by Restoration Committee:

- A likely favourable outcome for the HS2 crossing of the Lichfield Canal;
- Environment Agency actions for river naturalisation and impacts on derelict navigations;
- The lack of progress on the Fenland Link restoration;
- Proposals for the Tony Harrison legacy, which would, in due course, be submitted to Finance Committee for consideration.

9983

FINANCE COMMITTEE – BUDGET 2016

Gordon Harrower reported that the 2016 budget had been discussed at some length at the morning's meeting of Finance Committee. The budget was being worked on, and a paper to trustees would be brought to the December meeting.

9984

MARKETING COMMITTEE

Paul Birkett reported that Marketing Committee remained concerned with the Association's brand, and in particular that the slow pace of evolution was not delivering enough change to meet the membership recruitment and other challenges.

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NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 12<sup>th</sup> December 2015 at Rowington Village Hall. The other planned dates for trustee meetings were, 6<sup>th</sup> February 2016, 9<sup>th</sup> April 2016, 11<sup>th</sup> June 2016, 6<sup>th</sup> August 2016, 8<sup>th</sup> October 2016 and 26<sup>th</sup> November 2016.

There being no further business, the meeting concluded at 4.06 p.m.