

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 6<sup>th</sup> February 2016 at Rowington Village Hall, Rowington, Warwickshire.

**Present:**

Paul Birkett	Gordon Harrower	David Pullen
Ivor Caplan	Roger Holmes	Jim Shead
Ray Carter	Gareth Jones	Gillian Smith
Les Etheridge (chairman)	Gren Messham	Paul Strudwick

In Attendance: Neil Edwards [Chief Executive], 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 John Butler, Mike Carter and Peter Scott, plus Helen Elliott-Adams [Company Secretary] who would have been in attendance. Best wishes were recorded to Mike Carter who had recently been in hospital.

10010

**DECLARATIONS OF INTEREST**

Ivor Caplan, Mike Palmer and Vaughan Welch recorded their membership of Canal & River Trust's Council. Neil Edwards was appointed as IWA's nominee to CRT's Council with effect from the beginning of March. Ivor Caplan, Gren Messham, Mike Palmer, 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.

10011

**MINUTES**

Trustees approved the minutes of the Board's meeting held on 12<sup>th</sup> December 2015 including the edited versions for publication, as correct record of the meeting.

10012

**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) There had been helpful publicity on the campaign to transfer the Environment Agency's navigations to Canal & River Trust in the commercial waterways press. A planned letter to the Daily Telegraph had been delayed to try to gain support from others. It was noted that work at CRT on the transfer was starting and that this would be led by Peter Walker.
- (b) [Confidential item]
- (c) [Confidential item].

Trustees

- a) Noted the national chairman's report, and the updates contained therein, and

- b) Expressed their grateful thanks to Helen Elliott-Adams for her work as Finance Manager [who was in attendance for that item only], as she was due to leave the Association on 11<sup>th</sup> March.

10013

#### STRATEGY PAPERS

Les Etheridge introduced strategy papers prepared by the chairmen of Marketing, Navigation and Restoration committees and of Waterway Recovery Group. Les acknowledged that the documents were all works in progress and required further work including reference back to committees. He suggested that some required considerably more work than others and this was particularly true in relation to the Restoration side of 'Protection and Restoration', and that inevitably this would fall most heavily on WRG and Restoration Committee, but that all the strategies needed to fit with trustees' 2016 Objectives.

Les noted that Navigation Committee's strategy tied closely with the 'Protection and Restoration' points as it identified issues and objectives and said what action the Committee planned to take and when. WRG's strategy reflected the very practical work that was undertaken and Les welcomed the reference to the IWA family and the closer links with Restoration Committee, which helped the concept of one-IWA in the Objectives. The concept of leading the Restoration movement did not come through very strongly so the Restoration Committee document probably needed the most work. IWA needed to rethink its overall waterway restoration approach to ensure IWA was providing the leadership, support and services that restoration schemes needed. IWA could not just assume that more of the same was needed and it was essential to review the organisation's structure to see whether it helped or hindered in achieving our objectives. Strategies that tied back into IWA's Protection and Restoration points and the 2016 Objectives were needed, and the strategies needed to identify actions, timescales and success criteria so that trustees could monitor progress. Les suggested that finalised strategies should be ready to agree at the April meeting.

Mike Palmer welcomed the introduction and noted that WRG intended to undertake further work on the strategy that it had produced, and that initially it had written its report for an internal WRG audience. He suggested that it was important that the strategies were taken further, rather than left without further action, and that it was important for the strategies to fit together to create a unified plan. Mike Palmer suggested that the four committee chairmen should meet together to progress this. Gren Messham reported that Navigation Committee had discussed its strategy at its meeting earlier in the day, and whilst agreeing that it was an important step forward, felt it was important that the strategy was accurately reflected in what each committee actually did. Les Etheridge suggested that the committees needed to report back to trustees on progress in achieving the strategies, but that needed to be done by exception reporting, rather than by long reports.

Paul Birkett supported the proposed meeting of committee chairmen, and felt it was important that all the strategies explained how the Association would achieve the objectives set. [Discussion omitted] Trustees agreed that Paul Birkett was well placed to do this, and it was agreed that the proposed meeting was primarily needed between the chairmen of Restoration and Marketing committees and the chairman of Waterway Recovery Group, as the Navigation strategy was progressing well. David Pullen supported the need for the Association to better present its restoration work and that it was far from clear what IWA did other than the practical Waterway Recovery Group work.

Trustees:

- a) Thanked the committee chairmen for producing their reports.
- b) Asked Mike Palmer, Paul Birkett and Vaughan Welch to meet up with Alicen Stenner to progress the strategies, and to pay particular attention to the restoration strategy.
- c) Asked for final strategies to come to the April meeting for approval.

10014

TOP RISK REVIEWS

Papers covering reviews of the following top risks had been circulated with the agenda:

- Reduction in Membership Levels – Paper from Paul Birkett
- Failure to Grasp New Opportunities – Paper from Les Etheridge
- Failure to Identify Business Cases – Paper from Gordon Harrower
- Failure to Actively Promote the Association – Paper from Paul Birkett
- Failure to Deal with Challenges Effectively – Paper from Neil Edwards

In considering the membership levels risk, trustees:

- (a) Recognised that the scope of this risk was managed through the Marketing Plan, the oversight of marketing committee and the work of the IWA's marketing team at Head Office but that recruitment was not a delegated activity, rather a shared objective across the Association.
- (b) Noted the significant engagement required across the Association to re-prioritise recruitment of new memberships.

In considering the risk of failure to grasp new opportunities, trustees:

- (c) Noted that the Association's current processes and structures might not encourage external scrutiny and review of IWA's operations, processes and policies, and that this might stifle opportunities for new thinking.
- (d) Asked that further consideration be given to how the present processes could be improved so as to avoid the Association 'going stale' and asked Gillian Smith, with support from Alicen Stenner, to progress this and report back to trustees.

In considering the risk of failure to continually identify business cases, trustees:

- (e) Noted the current position regarding the procedures adopted by Finance Committee to mitigate the risk.
- (f) Recognised the Trustee Responsibility to identify and put forward new opportunities.
- (g) Supported the work of the Finance Committee in its work.

In considering the risk to proactively promote the Association and to differentiate it, trustees:

- (h) Recognised that the scope of this risk is managed through the Marketing Plan, the oversight of marketing committee and the work of the Association's marketing team at Head Office.
- (i) Noted the significant push to create further differentiation through the brand project in 2016 and beyond.

In considering the risk of unexpected challenges, trustees:

- (j) Noted the present arrangements and current work in hand to address the issue of unexpected challenges and 'crisis management'.

10015

WEST MIDLANDS REGION CHAIRMAN

Les Etheridge introduced a paper attached to the agenda concerning the appointment of a West Midlands Region Chairman. Les noted that there was an existing procedure that during the period for which the position remained vacant the Board of Trustees may appoint another Region Chairman or any other member of the Association as caretaker or supervisor to fulfil the duties of the Region Chairman's post, and to become a member of the region committee if not already a member, on a temporary basis; but such person,

if not already a trustee, would not become a trustee by virtue of this appointment, although the Board of Trustees could invite the person to be in attendance at the Board's meetings.[Discussion omitted]. Trustees noted that procedures for appointing region chairmen allowed that in the event of a post not being contested, and there being no candidate in post, the relevant appointment then took effect from closing date of nominations. Trustees therefore agreed to implement the caretaker arrangement and appointed Helen Whitehouse in that post as set out above, until the AGM or sooner if appointment of a candidate was in accordance with Rule 19 of the Procedures.

Paul Birkett asked that a review be taken of the appointment rules, as he felt that trustees were unhelpfully constrained. It was noted that the Articles of Association were under review, and the appointment rules should follow this.

10016

#### CHIEF EXECUTIVE'S REPORT

Neil Edwards had prepared a report that was circulated with the agenda. The position on the discontinuation of the [Essex Waterways Ltd] Moorings and Fisheries Manager post, and the recent resignation of the Navigation Manager was noted. Trustees noted the report and asked that a report be prepared for future meetings.

10017

#### NATIONAL AWARD'S OFFICER

Trustees approved the appointment of Andrew Hemmings as National Awards Officer.

10018

#### COMMITTEE APPOINTMENTS

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

- (a) Approved the appointment of Verna Smith as a member of Navigation Committee for a term of three years.
- (b) Approved the appointment of Steve Bradshaw as a member of Events Committee for a term of three years.
- (c) Approved the appointment of Pete Fleming as a member of Canalway Cavalcade Committee until October 2018, to tie in the with the Committee's appointment cycle.

10019

#### COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	12 <sup>th</sup> December
Navigation Committee	12 <sup>th</sup> December
Restoration Committee	5 <sup>th</sup> December
Marketing Committee	7 <sup>th</sup> November
Promotions & Communications	14 <sup>th</sup> November
Waterway Recovery Group	7 <sup>th</sup> November
IWA Events Committee	28 <sup>th</sup> November
Essex Waterways Ltd	(none)

10020

MATTERS ARISING

Trustees noted a report circulated with the agenda covering matters arising from previous meetings. Les Etheridge noted that the Environment Policy had been under review for some years and it was agreed that the policy should be retired and removed from the website until a review had been completed.

Les Etheridge noted that updated draft Articles would be circulated later in the month, and asked trustees to make any comments prior to, rather than at, the next trustees meeting.

[Item omitted]

10021

RESTORATION COMMITTEE

Vaughan Welch reported that the following issues were amongst those discussed at the 30<sup>th</sup> January meeting of Restoration Committee:

- Proposals for the Tony Harrison legacy were awaited from two restoration groups.
- A review of the Locks and Operation Bridges Policy has been passed to Navigation Committee.
- The Standards for Construction, Restoration and Maintenance Policy has been passed to Navigation Committee.
- The National Restoration Policy had been reviewed and passed to WRG, who had reviewed it, and then sent it back to Restoration Committee having suggested some substantial changes.
- The ‘State of the Nation Survey’ had received 40 replies so far. A disappointingly large number had either not replied or said “same as last time”.
- A schedule of extant structures on former navigations was being compiled, with Navigation Committee, to consider proposals for possible listing applications.
- The (now retired) Environment Policy was to be re-considered for review.
- A revival of the Fenlands Link Project was being considered with East Midlands Region.
- A policy to preserve failed restoration projects was being considered.

[Item omitted]

10022

FINANCE COMMITTEE – BUDGET 2016

Gordon Harrower highlighted the following topics that had been discussed at the morning’s meeting of Finance Committee:

- It was too soon for Quarter Four accounts for 2015 to be made available, but they were due to be ready for circulation in about a week’s time.
- Revised KPIs were being worked on.
- Gordon Harrower had announced that he would be standing down as National Treasurer at the AGM.

10023

PROMOTIONS AND COMMUNICATIONS COMMITTEE

Jerry Sanders informed trustees that a venue had not yet been found for the Annual Members Meeting, including the AGM. A possible venue in the Leicester area had not proved practicable. A venue needed to be decided by the April meeting. Trustees supported initiatives to make the meeting interesting so as to encourage an improved attendance and felt that the presentations given prior to the formal meeting in September 2015 had been very good. A similar approach should be adopted for 2016.

Jerry Sanders reminded trustees, in particular region chairmen, of the planned recruitment meeting in March, and felt that addressing failing branches was an important issue.

10024

### NAVIGATION COMMITTEE

Gren Messham highlighted the following topics that had been discussed at the morning's meeting of Navigation Committee:

- Verna Smith (South East Region representative) and Adam Wylie (IWA's BSS technical representative) had each attended their first meeting.
- A proposed distribution centre in Northampton area was a cause of concern as it could have considerable impact on the Grand Union Canal in that area.
- Recent flooding had caused a lot of damage to the Rochdale Canal and on the Calder & Hebble Navigation in particular, and on some other waterways. The committee's view was that CRT should aim to get the maximum amount of navigation back to normal as soon as possible, but that it might be necessary to defer major works on the Rochdale Canal where there was the most widespread damage.
- Gren Messham had appeared before the HS2 Select Committee on 4<sup>th</sup> February. Trustees thanked Gren Messham for his continued work in leading IWA's campaign to defend the waterways from excessive intrusion from HS2.
- Various policy documents were in the process of being reviewed and finalised.
- An exercise to identify all heritage buildings not currently protected under listing or as navigation authority assets, was being progressed through branches.
- A working group had been set up by Ivor Caplan to identify and progress ways of supporting branch planning officers better.

Gareth Jones reported that there was a legislative problem on the Thames where a recent court ruling had stated that boats in off-line Thames marinas did not need to get a Thames navigation licence, but could simply buy visitor licences on the days that they emerged from the marinas. This court case had gone against the Environment Agency, which was appealing the outcome. EA had said it could lose £1 million of licence fees as a consequence.

10025

### MARKETING COMMITTEE

Paul Birkett drew attention to the revised Officers' Briefing and explained that, following introduction of new distribution software, data could now be collected on the percentage of recipients who clicked through to read the Briefing and which items were most read.

10026

### NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 9<sup>th</sup> April 2016 at Rowington Village Hall. The other planned 2016 dates for trustee meetings were 18<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 4.40 p.m.