

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 9<sup>th</sup> April 2016 at Rowington Village Hall, Rowington, Warwickshire.

Present:

|              |                          |                |
|--------------|--------------------------|----------------|
| Paul Birkett | Ray Carter               | David Pullen   |
| John Butler  | Les Etheridge (chairman) | Peter Scott    |
| Ivor Caplan  | Gordon Harrower          | Gillian Smith  |
| Mike Carter  | Gren Messham             | Paul Strudwick |

In Attendance: Neil Edwards [Chief Executive], Colin Graham [Finance Committee to item 10029], Mike Palmer [chairman of Waterway Recovery Group], Jerry Sanders [chairman of Promotions and Communications Committee], Helen Whitehouse [West Midlands Region caretaker chairman] and Vaughan Welch [chairman of Restoration Committee].

Les Etheridge welcomed Helen Whitehouse to her first meeting and Colin Graham who was in attendance to present the Top Risks Review paper.

Apologies for absence were received from Gareth Jones, Jim Shead and, Roger Holmes plus Helen Elliott-Adams [Company Secretary] who would have been in attendance.

10027

#### DECLARATIONS OF INTEREST

Neil Edwards and Vaughan Welch recorded their membership of Canal & River Trust's Council. 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.

10028

#### MINUTES

Trustees approved the minutes of the Board's meeting held on 6<sup>th</sup> February 2016 including the edited versions for publication, as correct record of the meeting. [Note omitted]

10029

#### TOP RISKS 2016 REVIEW

Colin Graham introduced a paper he had written on Top Risks and which was circulated with the agenda. He explained (a) the background to the paper, which had initially been discussed by Finance Committee, (b) the necessity for trustees to consider top risks each year, and (c) that it was not intended to discuss each of the Top Risks in detail at this meeting. There followed a discussion amongst trustees that considered a full review of risks during 2016. Trustees:

- (a) Noted the completion of the 2015 Risk Review and the update of the register of 'Top Risks'.
- (b) Adopted the reviewed 2015 Risk Register and agreed to commit to the actions shown thereon.
- (c) Accepted and fully understood the importance of thorough risk review and the Charity Commission's requirement for it.
- (d) Committed to undertake a full risk review in 2016.

- (e) Decided that they wished to approach this through a special meeting between committee chairmen and senior Head Office staff. Gordon Harrower would co-ordinate this.
- (f) Asked all committee chairmen and senior staff to fully engage in the full risk review, as well as committed to do so themselves.
- (g) Asked that after completion of the 2016 full risk review individual Top Risks should be reviewed at trustee meetings without covering papers, so that those responsible for the risks could be challenged as to whether the mitigation actions were in place.
- (h) Appointed Gillian Smith to be the trustee nominee to support staff on safeguarding issues and asked Neil Edwards to appoint a member of staff to take a lead on safeguarding issues for children and vulnerable adults.

10030

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 the Waterways Minister had been rearranged for 19<sup>th</sup> April.
- (b) A letter had been sent to the Secretary of State at the Department of Communities and Local Government to express IWA's view on housing issues on the inland waterways.
- (c) Les Etheridge and Gren Messham had offered to meet British Marine Federation's Thames Valley Committee to encourage support for the transfer of the Environment Agency navigations to CRT.
- (d) The new chairman of IWA Oxfordshire Branch was also the chairman of the River Thames Alliance,.
- (e) A meeting had been held with the Canal & River Trust team working on the review of Environment Agency assets.
- (f) Neil Edwards and Alan Platt had met St Modwen and Canal & River Trust on 6<sup>th</sup> April. [Detail omitted].
- (g) Les Etheridge had arranged meeting with the chairman of Wilts & Berks Canal Trust, which was due to take place on 19<sup>th</sup> April.
- (h) Work on Inglesham Lock to spend the remaining appeal funds was due to commence in May.
- (i) A meeting with Canal & River Trust's legal team had been arranged for 29<sup>th</sup> April to better understand CRT's legal position on enforcement issues.
- (j) Successor arrangements for the chairmanship of Marketing Committee would be brought to the June trustees meeting.

Trustees

- a) Noted the national chairman's report, and the updates contained therein, and
- b) Expressed thanks to Paul Birkett for his work as chairman of Marketing Committee.

10031

### STRATEGY PAPERS

Les Etheridge introduced strategy papers prepared by the chairmen of Marketing, Navigation and Restoration committees and of Waterway Recovery Group. Paul Birkett reported that the Marketing strategy had been enhanced by a plan prepared by Alicen Stenner to show how it would be implemented.

Gren Messham introduced the Navigation Committee strategy, which had been extended from that presented in February with the addition of an action plan and how progress was to be measured.

Mike Palmer introduced the Waterway Recovery Group strategy, which had developed substantially further since the February meeting, but which had yet to be finalised, partly owing to the absence of a draft strategy for Restoration Committee. The strategy produced now included a detailed 5-year plan but required details of how the actions would be measured.

Les Etheridge informed trustees that a Restoration Committee strategy had not been formulated. [Detail omitted].

Trustees:

- a) Approved the Marketing Committee strategy.
- b) Approved the Navigation Committee Strategy
- c) Noted good progress on the Waterway Recovery Group strategy and asked that it be finalised in time for consideration at the June trustees meeting.
- d) Asked for a progress report on production of the Restoration Committee strategy [detail omitted]
- e) [Confidential item]

10032

### ARTICLES OF ASSOCIATION

Neil Edwards had prepared a draft of the revised Articles of Association to put to members for consideration at the 2016 AGM, which was circulated to trustees at the end of February. The revised articles followed, as closely as possible, the format and wording recommended by the Charity Commission.

A number of trustees had submitted comments and these had been incorporated into an updated draft Articles, which had been circulated with the agenda. Excluding minor typographic amendments, the following Articles had been updated:

- Article 5 – additional words to ensure no conflict with the Memorandum of Association.
- Article 19(1) – additional words to allow an IWA vice president or other eminent member to chair an AGM
- Article 28(1) – sentence restructured to avoid an ambiguity.
- Article 29 – additional words to clarify the position of a chairman of a specified committee who becomes ineligible to serve as a director.

There were a number of significant changes between the old (existing) Articles (available at [https://www.waterways.org.uk/pdf/constitution/articles\\_of\\_association](https://www.waterways.org.uk/pdf/constitution/articles_of_association)) and the proposed new Articles. The general intent had been to modernise the Articles to the template provided by the Charity Commission, and one of the effects of this was for trustees to be allowed more discretion in setting arrangements for the Association, particularly with respect to membership categories and the appointment of trustees. In

particular, the following points were considered to be significant changes, and should be pointed out to members:

- Article 9: Introduced a more formalised way of defining and dealing with Conflicts of Interest.
- Article 11: Allowed trustees to introduce new, or amend, membership classes, and to change (but not increase without AGM approval) membership rates.
- Article 11(5): Changed the requirement to increase membership rates at an AGM from a Special Resolution (75% majority) to an Ordinary Resolution (50% majority).
- Article 20: Introduced a new power for a minimum of 10 members to petition for a non-binding Members' Resolution to be discussed at an AGM.
- Article 26(2): Required corporate members to specify who their nominated representative is (in order to vote at meetings, etc).
- Article 29: Allowed trustees to specify which, if any, committee chairmen should be ex-officio trustees – that might include region chairmen and / or chairmen of certain, or all, national committees.
- Article 34: Allowed trustees to set out the procedures for election and / or appointment of trustees.
- Article 39(7): Allowed trustees to terminate the directorship of an unsuitable trustee – but required a vote in favour by not less than 75% of all directors.
- Article 46: Required greater clarity on what powers and functions were delegated.
- Article 62: Allowed subsidiary companies to retain profits rather than be required to remit all profits to the Association at the end of each year.

[The references to individual Articles above were to the proposed new Articles]

Following discussion, trustees asked for two changes to be made to the draft Articles:

- Article 2 onwards: trustees agreed to use the term 'trustee' rather than 'directors', but it would be explained within Article 2 that trustees were directors and vice versa.
- Article 11(5): trustees agreed that the requirement to seek membership approval to increase subscription rates should be deleted, so that trustees had the power to revise subscription rates as and when, and by whatever amount(s) trustees saw fit.

The proposed timetable for moving forward revision of the Articles was as follows:

- An updated draft would be produced and would be made available widely for comment by members as soon as possible via notices in Officers' Briefing and Bulletin.
- Legal opinion would be sought to ensure that the revised Articles were legally valid and did not conflict with the Association's Memorandum of Association. A budget of [an amount] was approved.
- A final draft would be circulated to trustees for consideration with the agenda papers for the 18<sup>th</sup> June trustees meeting.
- Formal notice of the proposal to revise the Articles would appear in the August edition of Waterways Magazine, as part of the AGM agenda.
- Trustees would consider, at the August trustees meeting, any transitional arrangements that might be necessary if the new Articles were approved at the AGM.
- A decision of whether to approve the new Articles would be made at the AGM.

Trustees:

- (a) Asked that the draft Articles, as attached to the agenda and amended as above, should be circulated with the next editions of Officers' Briefing and Bulletin, inviting comments to be made with a closing date of 31<sup>st</sup> May;

- (b) Asked that legal advice be sought from a suitable firm of solicitors to check on the legal soundness of the Articles, and in particular Article 5;
- (c) Agreed that the proposed timetable to progress the revision of the Articles was to be adopted.
- (d) Asked all region chairmen to communicate the issues to branches and encourage support for the proposed new Articles as a modernisation of the Association.

10033

CHIEF EXECUTIVE'S REPORT

Neil Edwards had prepared a report that was circulated with the agenda. Trustees noted the report and approved the AGM arrangements as part of the Annual Members Meeting.

10034

COMMITTEE APPOINTMENTS

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

- (a) Approved the re-appointment of Mike Dyer and Gillian Smith as members of Remuneration Committee for a further term of one year.
- (b) Noted the retirement of Gillian Bolt and Simon Apps from Promotions and Communications Committee.
- (c) Noted the retirement of Jim Shead as a member of Marketing Committee, and of Simon Apps as a corresponding member of Canalway Cavalcade Committee.
- (d) Approved the re-appointment of Christine Smith and the appointment of Paul Rodgers as a member of Marketing Committee for terms of three years.
- (e) Noted that Ivor Caplan, Gren Messham and Jim Shead are due to complete their present three year terms of office as nationally elected trustees at the 2016 AGM.
- (f) Noted that Peter Scott and David Pullen would complete their present terms of office as Region Chairmen as the 2016 AGM.

10035

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

|                             |   |
|-----------------------------|---|
| Finance Committee           | 6 <sup>th</sup> February  |
| Navigation Committee        | 6 <sup>th</sup> February  |
| Restoration Committee       | 30 <sup>th</sup> January  |
| Marketing Committee         | 15 <sup>th</sup> to 22 <sup>nd</sup> February (electronic meeting)  |
| Promotions & Communications | 23 <sup>rd</sup> January  |
| Waterway Recovery Group     | 24 <sup>th</sup> January  |
| IWA Events Committee        | 16 <sup>th</sup> January  |
| Essex Waterways Ltd         | 1 <sup>st</sup> December (including edited minutes for publication) |

10036

MATTERS ARISING

Trustees noted a report circulated with the agenda covering matters arising from previous meetings. The following points were noted:

- A constructive meeting had been held with the interested parties, including Natural England and Yorkshire Wildlife Trust, which appeared to provide a way forward for getting Elvington Lock reopened.
- Vaughan Welch and Roger Holmes had written to Wilts & Berks Canal Trust and were awaiting a response.
- Gillian Smith had yet to progress consideration be given to how the present processes could be improved so as to avoid the Association 'going stale' as set out in minute 10014(d) of the 6<sup>th</sup> February meeting.
- Vaughan Welch reported that Geraint Coles had acknowledged IWA's ownership of the restoration survey
- The summary financial information, circulated with the agenda, was noted.

10037

#### NAVIGATION COMMITTEE

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

- The current position on the Yorkshire Derwent, as noted under 'Matters Arsing'.
- Broads Authority consultations had been completed and a potential IWA nominee to the Broads Authority's consultative committee had been identified.
- The Middle Level Commissioners' consultation on its legal powers was being reviewed.
- Comments in advance of the Environment Agency's proposed Order under the Transport & Works Act for a Boston Barrier had been submitted.

Trustees appointed Gren Messham to act on IWA's behalf and submit IWA's Petition to the House of Lords in respect of HS2 Phase 1.

10038

#### 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 to extend the Navigation Committee initiative to survey historic buildings and structures to those on waterways under restoration.
- Only 40% of restoration groups had responded to the 'State of the Nation' survey
- The joint CRT – IWA conference on 23<sup>rd</sup> April was nearly fully booked.
- Discussions were on-going with Wilts & Berks Canal Trust over the state of Jubilee Junction near Abingdon, where the restored canal would join the Thames.
- Alex Melson at Head Office had offered to assist with the Environment Policy review.
- A member of the committee had offered to draft an internal process document about the recovery of strategic restoration projects were any to fail.

David Pullen reported that the Environment Agency had suggested that IWA should take over the formal lead on the Fenlands Link project.

10039

#### FINANCE COMMITTEE – BUDGET 2016

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

- The Annual Report and Financial Statements for 2015 were being finalised
- Bids were to be invited by Finance Committee to find a suitable project for the Tony Harrison legacy.
- Restricted funds with limited expenditure had been reviewed.
- Long-held high-value branch balances (current total £185k) had been reviewed.
- Progress had been made on reviewing KPIs and a paper was under preparation.

10040

WATERWAY RECOVERY GROUP

Mike Palmer reported that WRG had run five Canal Camps over Easter and had a particularly busy schedule for the next few weeks.

10041

MARKETING COMMITTEE

Paul Birkett reported that current Marketing Committee activity was covered in the Strategy paper circulated with the agenda, but the press office needed to be given information on the Restoration conference and new WRG vans.

10042

PROMOTIONS AND COMMUNICATIONS COMMITTEE

Jerry Sanders reported that a membership recruitment meeting had been held on 19<sup>th</sup> March, and had decided to use [a] Branch as a case study for branch revival. The committee had decided not to attend the Birmingham Camping and Caravanning Show in 2017.

10043

EVENTS COMMITTEE

John Butler reported that their new trailer was being kitted out and that preparations were in hand for the Pelsall Festival. A site [at a location], was being looked at for a 2017 event, and support might be given for a Canal & River Trust event in [a location]. A venue in [another location], was being considered for a 2019 event.

10044

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 18<sup>th</sup> June 2016 at Rowington Village Hall. The other planned 2016 dates for trustee meetings were 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 4.45 p.m.