

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 18th April 2016 at Rowington Village Hall, Rowington, Warwickshire.

Present:

Paul Birkett	Gordon Harrower	Peter Scott
John Butler	Roger Holmes	Gillian Smith
Ivor Caplan	Gren Messham	Paul Strudwick
Les Etheridge (chairman)	David Pullen	

In Attendance: Neil Edwards [Chief Executive], Andrew Overy [Finance Manager], Mike Palmer [chairman of Waterway Recovery Group], Jerry Sanders [chairman of Promotions and Communications Committee], Andrew Watkinson [Saffery Champness, to item 10050] and Helen Whitehouse [West Midlands Region caretaker chairman].

Les Etheridge welcomed Andrew Watkinson and Andrew Overy to the meeting.

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

10045

JO COX MP

Peter Scott paid tribute to Jo Cox MP who had died on 16th June.

10046

DECLARATIONS OF INTEREST

Neil Edwards recorded his membership of Canal & River Trust's Council. Ivor Caplan, Gren Messham, Mike Palmer, David Pullen and Peter Scott 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.

10047

MINUTES

Trustees approved the minutes of the Board's meeting held on 9th April 2016 including the edited versions for publication, as correct record of the meeting.

10048

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 had also confirmed (via the paper presented to trustees) that all relevant information from Head Office had been made available to the auditors. A draft 'Letter of Representation' to the auditors, which had also been circulated with the agenda, was approved and Les Etheridge was authorised to sign it on behalf of all trustees.

10049

AUDIT FINDINGS REPORT

The auditors' report to trustees had been circulated in advance with the agenda. Andrew Watkinson took trustees through the report, particularly noting materiality and independence considerations during the audit. There was a clean report for the Association and Essex Waterways Ltd. There was just one misstatement in the prepared accounts, which had been caused by an overcharge of fees by the investment managers, which was not known about until after the audit, and which had been corrected subsequently. There were no misstatements for Essex Waterways Ltd. The imminent closure of Inland Waterways Enterprises Ltd, which had not traded during 2015, was noted. There were three management recommendations: (a) the absence of two declarations of interest from trustees (both received by the time of the meeting), (b) the need for a review to ensure the level of non-charitable trading remained below the limit of £50,000 per annum, having unexpectedly exceeded the limit slightly in 2015, and (c) the need for adherence to purchase order procedures. The three recommendations were being attended to.

Trustees thanked Andrew Watkinson for the report and recorded their thanks to Helen Elliott-Adams for the clean set of accounts.

10050

ANNUAL REPORT AND FINANCIAL STATEMENTS

Trustees approved the Annual Report and Financial Statements for the year ending 31st December 2015, which had been circulated to members prior to the meeting, and authorised them to be signed by the national chairman and treasurer.

Jerry Sanders, Mike Palmer, Andrew Overy and Helen Whitehouse absented themselves for the following item, which was chaired by Gren Messham.

10051

[CONFIDENTIAL ITEM]

10052

NATIONAL CHAIRMAN'S UPDATE

Les Etheridge had provided a written report, which had been circulated with the agenda papers. He drew trustees' attention to key points. Trustees noted the national chairman's report, and the updates contained therein.

10053

STRATEGY UPDATES

Les Etheridge introduced updated papers prepared by Gren Messham (chairman, Navigation Committee) and Alicen Stenner (Marketing Manager). Helen Whitehouse reported that it seemed to be less difficult to recruit new members at events this year, and it was noted that recruitment of paying members in 2016 was higher than in the equivalent period in 2015. Paul Birkett reported that Alicen Stenner had made excellent progress on the Marketing Plan, albeit there remained a lot still to do and membership recruitment was behind plan. Gren Messham drew key points from his report to trustees' attention; Paul Birkett asked that every opportunity be taken to publicise the Association's work on navigation issues and policy.

Les Etheridge, Ivor Caplan and Gren Messham had prepared a paper on restoration strategy issues. Trustees agreed that the paper would be worked on further and considered at the August meeting.

10054

MARKETING COMMITTEE

Papers covering future arrangements for Marketing Committee had been prepared by Les Etheridge and John Butler and circulated with the agenda. John Butler's paper proposed that the Events and Promotions and Communications Committee activities should be drawn together under Marketing Committee. He had

held extensive discussions with relevant committee chairmen and key members of the various committees prior to finalisation of the paper, and reported that there was general support for the proposals although it was acknowledged some points of detail needed to be worked through. Trustees:

- a) Approved the appointment of John Butler as chairman of Marketing Committee with immediate effect, Paul Birkett having previously announced his resignation, and
- b) Approved that Events Committee, Canalway Cavalcade and the work of Promotions and Communications Committee would, with immediate effect, report to Marketing Committee as sub-committees, as outlined in the paper attached to the agenda, albeit there were a number of points to be worked through in detail.

10055

FENS WATERWAYS LINK

David Pullen had prepared a paper, circulated within the agenda, explaining the history and current situation with the Fens Waterways Link, and that the Environment Agency had suggested that IWA should take over a lead for this role. This had been discussed locally and with relevant committees. Trustees agreed to:

- (a) Politely decline the opportunity for IWA to take a lead on the project within the immediate future;
- (b) Keep the Fens Waterway Link under review pending on evolving developments regarding resources and the potential transfer of EA navigations to Canal & River Trust.

10056

TONY HARRISON LEGACY

Gordon Harrower had prepared a paper setting out the background to the Tony Harrison legacy and proposed arrangements for advertising availability of the legacy or parts thereof. [Discussion omitted] Suggestions were made to have a two-part process whereby outline bids were encouraged, with more detailed projects to be worked up from a short list. Trustees agreed that prospective organisations should be given a reasonable period in which to discuss making a bid and put together an outline document for submission. The criteria for the award of funds would be the maximum amount of good that could be achieved for the inland waterways. Trustees approved the proposals in Gordon Harrower's paper.

10057

ARTICLES OF ASSOCIATION

Neil Edwards had prepared a paper along with an updated draft of the revised Articles of Association to be put to members for consideration at the 2016 AGM. The paper and draft articles had been circulated with the agenda papers. The revisions to the draft Articles since the April meeting primarily reflected legal advice to include certain clauses from the existing Memorandum of Association in the new Articles in full in order to avoid having to obtain approval for the revised articles from the Charity Commission. Peter Scott expressed concern that the proposed new Articles would give trustees power to amend the way in which future trustees were elected or appointed, but other trustees felt that reform in this area would be desirable, and there had been little concern from members in the consultations via Officers' Briefing and Bulletin. Trustees approved that the proposed revision to the Articles of Association, as set out in Appendix 2 of the paper attached to the agenda, be put to members at forthcoming Annual General Meeting.

10058

NATIONAL AWARDS 2016

A paper from the Awards Panel had been circulated prior to the meeting. Les Etheridge noted that trustees delegated the Awards Panel to review nominations for the award, and suggested that the recommendations should be adopted unless there was good reason not to do so. Trustees approved the awards as recommended by the Panel:

[Details omitted – to be announced at the AGM]

Paul Birkett asked that every opportunity was taken to gain publicity for the awards and the winners.

10059

COMPANY SECRETARY

Trustees had previously been advised of the resignation of Helen Elliott-Adams as Company Secretary to the Association, effective from the conclusion of the meeting. Trustees appointed Andrew Overy as successor Company Secretary to take effect from the conclusion of the meeting.

10060

COMMITTEE APPOINTMENTS

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

- (a) Approved the re-appointment of David Struckett to Navigation Committee for a further term of three years.
- (b) Approved the re-appointment of David Carrington, Neil Edwards and Peter Martin to the board of Essex Waterways Ltd for further terms of three years.

10061

CHIEF EXECUTIVE'S REPORT

Neil Edwards had prepared a report that was circulated with the agenda. Trustees noted the report.

10062

MEETING DATES 2017

A paper proposing meeting dates for 2017 had been circulated with the agenda. Trustees:

- (a) Approved the following dates for their meetings in 2017:

- [11th February]
- 8th April
- 10th June
- 5th August
- 7th October
- 25th November

- (b) Approved that the 2017 Annual General Meeting would be held on 30th September.
- (c) Agreed that meetings would continue to be held at Rowington village hall during 2017.

10063

[SHORT TERM LOAN]

Gordon Harrower reported that Finance Committee had considered a request during its meeting in the morning from [a restoration group] for a short term loan of up to [an amount] to cover cash flow whilst awaiting reimbursement from Heritage Lottery Fund for works shortly to be undertaken on [a restoration project]. The Committee had recommended the request to trustees for a decision. Appropriate documentation would be agreed, but it was not possible for the [group] to provide any security that would be useful to the Association. Trustees agreed to make the loan and delegated the national treasurer to finalise arrangements.

10064

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	9 th April
Navigation Committee	9 th April
Restoration Committee	19 th March
Marketing Committee	19 th March
Promotions & Communications	12 th March
Waterway Recovery Group	13 th March
IWA Events Committee	19 th March
Essex Waterways Ltd	9 th March (including edited minutes for publication)

10065

MATTERS ARISING

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

10066

PAUL BIRKETT

Les Etheridge reminded members that this was Paul Birkett's last meeting as a trustee, as his resignation would take effect at the conclusion of the meeting. Trustees thanked Paul for his contribution, and especially for his chairmanship of Marketing Committee and seeing through the Association's revival in marketing capability, and wished him well for the future.

10067

NATIONAL CAMPAIGN FESTIVAL

Les Etheridge reported that the National Campaign Festival in Liverpool over the previous weekend had been an outstanding success, especially in terms of engagement with the local community. Trustees recorded their thanks to IWA Chester and Merseyside Branch.

10068

WATERWAY RECOVERY GROUP VEHICLES

Mike Palmer reported that two new 9-seater minibuses had been purchased out of the proceeds of the WRG Van Appeal, and had been collected on 17th June.

10069

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 6th August 2016 at Rowington Village Hall. The other planned 2016 dates for trustee meetings were 8th October 2016 and 26th November 2016.

There being no further business, the meeting concluded at 5.04 p.m.