

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 26<sup>th</sup> November 2016 at Rowington Village Hall, Rowington, Warwickshire.

Present:

Rick Barnes	Gordon Harrower	Jonathan Smith
John Butler	Roger Holmes	Paul Strudwick
Ivor Caplan	Gren Messham	Helen Whitehouse
Ray Carter	Peter Scott	
Les Etheridge (chairman)	Gillian Smith	

In Attendance: Neil Edwards [Chief Executive], Andrew Overy [Finance Manager], Mike Palmer [chairman of Waterway Recovery Group], Nick Parker and David Carrington [members Finance Committee to item 10108] and Alicen Stenner [Marketing Manager to item 10109].

Prior to the meeting, members received a brief presentation from David Jarvis and Luke Walker concerning the proposed changes to support for waterways restoration.

Les Etheridge informed trustees that Mike Carter, chairman of North West Region, had tendered his resignation for health reasons. Les said that he had written to Mike Carter to thank him for his contribution to the board of trustees. Les Etheridge also reported the recent death of Ray Carnell, editor of South East's magazine *Cargoes*.

Les Etheridge welcomed Alicen Stenner, David Carrington and Nick Parker to the meeting.

Apologies for absence were received from David Pullen, John Pomfret and Gareth Jones.

10106

DECLARATIONS OF INTEREST

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

10107

MINUTES

Trustees approved the minutes of the Board's meeting held on 8<sup>th</sup> October 2016, including the edited versions for publication, as a correct record of the meeting.

10108

INVESTMENT STRATEGY

David Carrington introduced a paper that had been circulated with the agenda and discussed at some length at the morning's meeting of Finance Committee. The paper had put forward three possible scenarios for future management of investments. Finance Committee had recommended 'Option 3', which would reduce the current level of risk through lowering the proportion of investments in equities (to about 25%), and would change the risk profile to reflect the greater proportion of funds held as restricted and designated funds where there was a greater need to protect the fund balances, albeit lower earnings were likely. Trustees approved this approach. Finance Committee had recently expressed some concerns about the Association's investment managers, but David Carrington reported that the managers had improved their

performance following an expression of concern to them. The current uncertainties of the economy were noted.

A more formal investment policy and a paper on reserves policy will be formulated and brought forward for approval at the February meeting, as it was necessary to agree the strategy before finalising these policy statements, which would be included in the Annual Report.

10109

#### REVIEW OF THE ASSOCIATION'S OBJECTIVES

John Butler introduced a paper that had been circulated with the agenda, and which had been formulated following a discussion between some trustees and managers at Head Office. The purpose of the meeting had been to define the Association's Overall Aim and to consider the charity's specific aims as well as outline the potential objectives for the next 5 years. As part of this process, the meeting had considered the Association's aims, vision and values and from these had developed a suggestion of the following more immediate objectives:

- Support (say, about) 40 restoration projects with the aim of seeing a further (say, about) 10 miles back in water;
- Understand how waterway usage is changing and develop recommendations for on-going sustainable usage to address current and future potential issues;
- Develop plans and support activities that would see more people getting afloat cheaply;
- Campaign for EA transfer with the appropriate funding package in place to the point where the transfer takes place;
- Campaign for the provision of improved facilities for boaters across the navigation system;
- Engage with the boaters of the future;
- Develop a campaign plan to secure new waterways funding and the renewal of the Government's agreement with CRT;
- Promote the benefits of successful urban canal regeneration schemes and campaign together with potential partner organisations to have new schemes developed in more urban areas.

Jonathan Smith suggested that the Association should have an overall aim to restore all derelict waterways, as well as maintain all existing waterways in excellent condition. Whilst supporting the general theme of a utopian aim, other trustees suggested that some long-forgotten waterways were beyond restoration, but that there was a desire to record or save whatever was left. The potential conflict of being a boaters' organisation or supporting 'waterways for all users' was discussed; the general view was that the Association needed to broaden its base amongst supporters, whilst recognising that boating was a fundamental element of the inland waterways.

Trustees agreed that after the meeting that they would:

- consider the proposed IWA *Values* and suggest other values that fit the Association;
- consider the proposed suggestions for *Overall Aim* and select the preferred option;
- review the *Specific Aims* and propose additions or amendments to those listed;
- review the *5 Year Objectives* and propose additions or amendments to those listed;
- send suggestions, additions and proposed amendments to the chief executive before 31<sup>st</sup> December 2016. These would not be copied to other trustees until all responses had been received.

Les Etheridge asked Neil Edwards to send a reminder to trustees part-way through December. A further survey would then be circulated to trustees to gauge views and a paper with some final recommendations would be brought to the next meeting.

10110

#### BUDGET 2017

Gordon Harrower introduced a paper attached to the agenda proposing a budget for 2017, and Andrew Overy provided further detail on the proposed revenue and expenditure schedules. The total proposed deficit budget on unrestricted funds was £182k and it was recognised that some of the fund-raising forecasts were challenging. Trustees approved the budget.

Andrew Overy explained that a more detailed review of potential new sources of income would take place during 2017 to see what would realistically produce sustainable forms of new income to the Association, and this would inform future thinking on the level of expenditure that the Association could sustain as a move towards reducing the deficits budgeted for. All trustees were asked to contribute to this process where they could offer relevant skills and experience, and it was suggested that appeals for help be made further afield to recruit new volunteers.

10111

#### NATIONAL CHAIRMAN'S UPDATE

Les Etheridge had provided a written report, which had been circulated with the agenda papers. He drew trustees' attention to the following points.

- (a) Chris White, MP for Warwick, had taken over from Richard Benyon as chairman of the All Party Parliamentary Group for the Waterways. Richard Benyon was now a deputy chairman.
- (b) Talks on the transfer of Environment Agency navigation continued; the current sticking point was believed to be the East Anglian waterways, where there were some considerable infrastructure liabilities.
- (c) Les Etheridge had met Rod Bluh, chairman of Wilts & Berks Canal Trust on 22<sup>nd</sup> November, and had there had been a useful exchange of views. Les Etheridge would further discuss with Rod Bluh what qualities and commitments the Trust sought from an IWA nominee to the Trust's trustees.
- (d) [Confidential item].
- (e) The planning workshops had been successful, and Ivor Caplan had extended thanks to Phil Sharpe and staff from Head Office.
- (f) There had been no further developments of substance on relations with Scottish Canals, but IWA's response to the consultation on charging levels had been well received by user groups in Scotland.

10112

#### STRATEGY – NAVIGATION COMMITTEE

Gren Messham had prepared an exceptions report to update trustees on recent activities. The resignation of Mike Carter from Navigation Committee, as well as from the board of trustees, was noted with great regret. Gren Messham would ask Mike Carter to consider staying on as corresponding member of the Committee. Gren Messham reported that he had presented evidence to the HS2 House of Lords committee on 23<sup>rd</sup> November, but no further concessions had resulted so far. The announcement of HS2's phase IIb route had brought about new concerns on the Middlewich Arm and on a part of the Ashby Canal to be restored; these concerns were being followed up. Trustees noted the report.

10113

#### SUPPORT FOR WATERWAYS RESTORATION

A paper had been circulated with the agenda proposing new arrangements for supporting waterways restoration, under the overall term Restoration Hub. The Restoration Hub would have the following objectives:

- To convey a national perspective of the restoration movement
- To provide a national understanding of the value of waterways restoration
- To provide a strong, up to date, and useful support service to the restoration movement
- To enable progress of all viable restorations

It was proposed that the Restoration Hub would have three aspects to its structure:

1. Supporting
2. Enabling
3. Championing

In terms of ‘supporting’, the Hub would:

- (a) Field Enquiries and act as the co-ordinating point for all restoration-related enquiries. This would be managed by the Volunteers Coordinator (Jenny Black) and team, based at IWA Head Office, and would endeavour to support restoration groups with the provision of an answer or a route to finding the right answer. The chief executive would have overall responsibility and accountability to trustees for the function. An update would be provided as part of the CEO’s report for each trustees meeting. Region chairmen and branch officers would be kept informed as much as practically possible and encouraged to support.
- (b) Enable people to link up to solve their restoration problems and questions.
- (c) Track trends and patterns and tailor resources and guidance where we see particular areas of need. This would reduce the need for work to be reproduced by ensuring it can be centrally sourced. A log to be maintained of all requests (and outcomes), so that common questions and needs could be identified in order to ensure the resources are available to address those issues.
- (d) Revamp the Restoration Hub section website area to include updated Restoration Handbooks. The existing chapters (both technical and practical) would be updated and re-presented / re-branded on the website, where their content had not been overtaken by joint-publications already published with CRT, or other superior guidance already available on the Internet (e.g. where the guidance was not specific to waterways restoration). In the latter case, where handbook chapters were dropped, sign posting to good guidance elsewhere on the Internet would be added.
- (e) Promote best practice, case studies, and training through online resources such as e-newsletters and online videos.
- (f) Create a network of experts who can be called upon to advise, offer experience and knowledge and time. No formal appointments to this ‘panel of experts’ were envisaged; it would simply be a register of known people with relevant expertise. People would remain on the panel whilst they are willing to assist. Effort to be made to broaden the panel to the greatest range of expertise and experience.
- (g) Work with IWA representatives to build a clear picture of the restoration movement and its issues.

In addition to the updates in the CEO’s reports, more general progress reports and papers would be provided to trustees for further dissemination, with a view to keeping the whole Association (including at region and branch level) better informed and enthused about restoration and the part that IWA is playing so as to encourage greater participation and involvement in restoration across the Association.

In terms of ‘enabling’ the Hub would:

- (a) Provide practical assistance through supporting the WRG Board in its organising of WRG's canal restoration working holidays which would not only directly increase output and profile in the short-term, acting as a catalyst for regeneration, but also engage new volunteers, enabling a different group of people to actively engage with the historic environment and ensuring the project's viability for the future.
- (b) Organise visits to restoration groups, to be attended by those best able to advise and support on the specific guidance sought that led to the visit. These visits would be followed up by written reports, guidance and further support, as appropriate, to the restoration group concerned.

In terms of 'championing' the Hub would:

- (a) Aim to be a face and a voice for the waterways restoration movement at a national level, ensuring that it was not side-lined. Where appropriate, volunteer 'Restoration Champions' would be appointed to provide visionary leadership, inspiring, motivating and energising projects at a local, regional and national level. The champions would be selected on the basis of being the right champion for the right job, e.g. a good media communicator to act as spokesperson to the press.
- (b) Create a high-level restoration strategy panel who would:
  - Encourage, promote, support and enable waterway restoration at a national level and enable others to provide similar support at a regional and local level.
  - Bring national restoration movement, political, key stakeholder, decision-maker, press etc. attention to the waterways movement through the production of a minimum of one authoritative report each year. Subjects for reports may be suggested by trustees.
  - Give advice and guidance (including on IWA policies) to IWA trustees when requested, or on the Panel's own initiative. This should enable trustees to produce a clear policy and strategy for waterways restoration.
  - Enable key waterway restoration areas to be supported including Finance, Planning, Engineering, Labour, Politics, Governance and Funding.
  - Support all responsible waterway restoration projects without public prioritisation, whilst recognising that the strategy in achieving national objectives may lead to some resources being focussed to support specific schemes.
  - Be a small group of people, not necessarily existing IWA committee members, or even IWA members, who have either extensive experience in waterways restoration management or relevant disciplines at a senior level, and who can (i) guide restoration policy and (ii) prepare written direction and authoritative reports. The panel would be led by a chairman who would be accountable to trustees, and appointed by trustees.
  - Be formed afresh from advertising and invitations, with appointments being made for fixed terms by IWA trustees, but the panel will not be a 'National Committee' or 'sub-committee of trustees' in the way of other IWA national committees.
  - Meet about four times per annum, but would actively work throughout the year, mainly by electronic communication, and be supported by Head Office staff, and other relevant parts of the Association, e.g. Marketing Committee.

- (c) Share research and information that could help enable projects to better demonstrate their value, allowing them to access further funding and support and ensure the better management of these heritage assets in the future.

The 'Year 1' objectives of the Restoration Hub would be:

- (i) To create better channels of communication through improved signposting between different projects, so experiences and information can be shared.
- (ii) Raise awareness of the Hub amongst the Restoration Sector so that it is used as a source of support and advice.
- (iii) To develop the Hub website as a first port of call for all restoration societies when seeking answers to their questions.
- (iv) Take a lead in Health and Safety within the waterways restoration sector and share good practice with the movement.
- (v) Recruit the high level strategy panel, and the panel will have met at least twice.
- (vi) Publish one written strategy paper – the outcomes of this paper will have been agreed in advance.
- (vii) To manage the successful migration of interested members of the former Restoration Committee to roles within the Supporting hub's expert panel.

Trustees considered the proposals and asked questions on funding, leadership, reporting to trustees, accountability and publicising of the new arrangements. The importance of showing IWA to be taking a leading role, and making sure that the new arrangements were widely publicised and understood, was recognised. Neil Edwards reported that costs for 2017 were expected to be contained within the budget agreed earlier in the meeting. Trustees approved the closure of the existing Restoration Committee and the arrangements for the Restoration Hub as set out above, along with the following supporting arrangements:

- (A) Future grants given to restoration groups would be from specific restricted or designated funds as determined by Finance Committee, and which would be advertised in a similar fashion to the Tony Harrison legacy fund. The arrangements for awarding such grant requests would be decided by Finance Committee, which would consult other relevant parts of the Association, e.g. those with knowledge of the relevant restoration scheme, WRG, branches, etc.
- (B) Future appointments for nominees and representatives to restoration bodies would be put to trustees for consideration, as part of the existing Appointments papers, with letters of appointment (with much more detailed guidance to appointees) and administration handled by IWA Head Office.
- (C) All those giving professional advice would be covered by IWA's insurances, including Professional Indemnity Insurance.
- (D) The joint working arrangement with Canal & River Trust would continue on the basis of encouraging CRT to support waterways restoration, especially on its own estate, but with IWA taking the leading role as national co-ordinator and promoter of restoration across the whole of the UK. The annual waterways restoration seminar would continue, with the next event being at Bilston College (IWA 2016 AGM venue) on 1st April 2017. IWA's annual financial contribution to CRT would cease – CRT had been advised.

- (E) IWA would continue to attend meetings of, and support, Northern and Southern Canals Associations as a means of promoting IWA's support for waterway restoration.

Trustees asked that the new arrangements should be communicated widely both within and outside the Association.

10114

#### CHIEF EXECUTIVE'S REPORT

Neil Edwards had prepared a report that was circulated with the agenda. In addition, Neil Edwards drew trustees' attention to forthcoming expenditure by Essex Waterways Ltd on new lock gates at Hoe Mill and the potential purchase of [a] trip boat for [an amount]. Trustees noted the report and asked that its congratulations on passing her marketing professional qualification be conveyed to Gemma Bolton.

10115

#### APPOINTMENTS

Neil Edwards had prepared and circulated a paper with the agenda covering proposed committee appointments. Gordon Harrower reported that he wished to stand down as chairman of Finance Committee at the end of the year and proposed that he would be succeeded by Jonathan Smith as of 1<sup>st</sup> January 2017. Trustees:

- (a) Confirmed the appointments of Gordon Harrower, Gren Messham, John Butler and Mike Palmer as chairman, respectively, of Finance Committee (until 31<sup>st</sup> December), Navigation Committee, Marketing Committee and Waterway Recovery Group.
- (b) Approved the re-appointment of Rick Barnes, Graham Russell and Gillian Smith to Finance Committee for a further term of three years.
- (c) Approved the appointment of Jonathan Smith to Finance Committee for a term of three years and to become chairman of the committee and National Treasurer with effect from the start of 2017.
- (d) Noted the retirement of Alan Platt and Mike Shaw from Finance Committee and thanked them for their service to the Committee.
- (e) Approved the appointment of Andrew Overy to the Investment Working Group for a term of three years.
- (f) Approved the re-appointment of Ivor Caplan to Navigation Committee for a further term of three years.
- (g) Approved the appointment of Alicen Stenner to Marketing Committee for a term to April 2019 (for consistency with other Marketing Committee appointments).
- (h) Noted the retirement of Martin Turner as South West Region's nominee to Navigation Committee, that the vacant post is being advertised within the region, and thanked Martin for his past service to the Committee.
- (i) Noted the resignation of Mike Carter as North West Region's nominee to Navigation Committee.
- (j) Approved the reappointment of John Baylis and Helen Gardner for a further term of three years each to the board of Waterway Recovery Group.
- (k) Appointed Gordon Harrower as IWA's representative to the Cotswold Canals Trust Phase 1b HLF Bid Team for the duration of the bid preparation, due to complete in November 2017.

- (l) Appointed Luke Walker as IWA's nominee director and trustee to Lichfield & Hatherton Canals Restoration Trust for a term of three years.
- (m) Appointed Les Etheridge as IWA's representative to the Wey & Arun Canal Completion Steering Group for a term of three years.

10116

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	8 <sup>th</sup> October
Navigation Committee	8 <sup>th</sup> October
Marketing Committee	16 <sup>th</sup> September
Waterway Recovery Group	18 <sup>th</sup> September
Essex Waterways Ltd	(none)

10117

MATTERS ARISING

Trustees noted a report circulated with the agenda covering matters arising from previous meetings, and the following points were raised:

- (a) Ivor Caplan reported that he had discussed with Gillian Smith how the Association's present processes could be improved so as to avoid the Association 'going stale', and proposed that Gillian would act as a hub for future good ideas.
- (b) Mike Palmer gave a brief summary of the deliberations by Finance Committee's working group on the applications for Tony Harrison legacy funds.
- (c) Helen Whitehouse said that she was endeavouring to progress a separate meeting of region chairmen and asked those present at this meeting to see her after the meeting finished.
- (d) John Butler reported that he had expenditure data from Cavalcade, but not yet from the Pelsall festival, but that once this was to hand he would undertake the requested comparison.

10118

WATERWAY RECOVERY GROUP

Mike Palmer reported that planning for 2017 Canal Camps was well in hand with the majority of these Camps already having leaders appointed.

10119

MARKETING COMMITTEE

John Butler reported that Marketing had met the previous day, and much of the committee's recent work had already been covered earlier during this meeting. Planning for the Festival of Water at Ilkeston was well in hand.

10120

NAVIGATION COMMITTEE

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

- There had not been any further discussion with Canal & River Trust about paddle paws;
- The committee had begun to formulate views to respond to CRT's licensing review.
- There was concern at recent press reports of continuous cruiser vessels being rented out for short-term lets, and that this had apparently been condoned by some local CRT London Region staff.

- The committee wished to advertise to recruit new members for the committee, and intended to invite interested people to attend a meeting to see what went on.

10121

FINANCE COMMITTEE

Gordon Harrower reported that the following issues had been amongst those discussed at the morning's meeting of Finance Committee:

- Income and expenditure to the end of October had shown a surplus of [an amount] (including investment gains), and there had been a subsequent legacy of £20k, so the financial position was considerably better than budget. Forecast at year-end (excluding investments) showed a deficit of [an amount].
- A revised KPI presentation had been circulated to Finance Committee and trustees; comments on these were invited outside the meeting.
- Risk management had been reviewed and a substantial paper by Colin Graham and Andrew Overy had been completed and would be brought the February trustees meeting.
- [A restoration group] had asked for a loan of up to £20,000 for a period of up to about 9 months and for an extension of the claim deadline for a recent grant approved by Restoration Committee for a further 12 months until 31<sup>st</sup> December 2017. These had been agreed in principle.
- [Confidential item].
- Additional expenditure for a more senior branch support officer to fill the vacancy created by Emma Matthars departure had been agreed. As the new post would not be filled until March, expenditure would be within the existing budget for 2017.
- [Confidential item]

10122

[Confidential Item]

10123

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 11<sup>th</sup> February 2017.

Note: The other dates planned for 2017 meetings are:

8<sup>th</sup> April  
10<sup>th</sup> June  
5<sup>th</sup> August  
7<sup>th</sup> October  
25<sup>th</sup> November

There being no further business, the meeting concluded at 4.30 p.m.