

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 5<sup>th</sup> August 2017 at Rowington Village Hall, Rowington, Warwickshire.

Present:

Robert Atkins [to minute 10190]	Les Etheridge	John Pomfret
Rick Barnes	Gordon Harrower	David Pullen
John Butler	Roger Holmes	Peter Scott
Ivor Caplan	Gareth Jones	Jonathan Smith
Ray Carter	Gren Messham	Helen Whitehouse

In Attendance: Neil Edwards [Chief Executive], Chris Howes, Andrew Overy [Finance Manager], Mike Palmer [chairman Waterway Recovery Group], Judith Pope [for minute 10188 only], Paul Rodgers and Verna Smith

Apologies for absence were received from Gillian Smith and Paul Strudwick

10183

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.

Gareth Jones declared that he was chairman of a company that owned a small parcel of land adjacent to the Montgomery Canal.

10184

MINUTES

Trustees approved the minutes of the Board's meeting held on 10<sup>th</sup> June 2017, including the edited versions for publication, as a correct record of the meeting.

10185

IWA's FINANCIAL POSITION, PROSPECTS AND INCOME GENERATION

Jonathan Smith gave a presentation analysing the current income and expenditure of the Association into various categories of activity and function. The reduction in membership income, along with the steady flow of legacies and the potential to improve receipts from donations were all noted. Jonathan Smith suggested there was a strong case for increasing membership fees, although the level of any increase and timing would need to be considered by Marketing Committee. The importance of having clear objectives and strong purpose so as to inspire financial support whether through membership or other contributions was recognised and felt to be fundamental to improving income.

[Discussion omitted]

Trustees felt that an increase in membership fees could be sustained, and asked that Marketing Committee make some recommendations for trustees to consider. Jonathan Smith would take trustees' views back to the Committee.

It was recognised that income need to be increased and that improving the product as agreed at the previous meeting was fundamental to achieving this.

10186

## DEVELOPMENT OF IWA'S LONGER TERM OBJECTIVES

Les Etheridge reminded trustees of the discussion at the previous trustees meeting, especially trustees' conclusion that the Association needed to be a more influential organisation and to look at the bigger picture.

Trustees agreed the Association's vision as '**A thriving network of sustainable inland waterways for everyone**'.

Trustees agreed the Association's Mission as '**To be a powerful champion of inland waterway causes, so as to protect and expand our waterways for the millions of people who enjoy and benefit from using them.**'

The **four key areas of work** to help the Association fulfil its mission and to make its vision a reality were agreed to be:

- **Speaking for the Waterways**
  - Promoting a "Vision for the Waterways"
  - Being "Guardians of the Waterways"
- **Protecting**
  - Well managed waterways
  - Preserving the heritage and environment
- **Restoring**
  - A healthy, vibrant restoration sector, resulting in more restored waterways
- **Inspiring**
  - Inspire a wide range and increasing number of people to enjoy the waterways in many different ways and promote understanding and co-operation between different users.
  - Encourage all users to support the waterways by actively volunteering to support and improve them.

The **high level objectives** were agreed to be:

- *We will work to ensure that the important role our inland waterways play in the UK's infrastructure and economy is better understood and appreciated.*
- *Our objective is a well-funded, properly-maintained waterway network with sustainability at its core.*
- *Working towards creating an exciting, vibrant and robust restoration sector that can deliver successes and re-openings as well as building on our existing reputation as the 'go to' provider of knowledge, advice and resources for waterways restoration projects.*
- *We want to inspire a new generation of waterway users, whilst ensuring the existing users experience the best the waterways can offer. We want to attract new volunteers to the sector and ensure that those already working voluntarily across the waterways are safe, happy and motivated.*

Trustees asked that Marketing Committee consider reducing down the bottom two of the above objectives into more pithy sentences. Paul Rodgers would convey this.

Trustees agreed to submit comments on the more detailed objectives in the slide presentation, to be circulated to the trustees e-mail mailing list within the next three weeks.

Trustees also agreed to proceed straight away with the project set out in the detailed longer term objectives (first bullet point under '*Speaking for the Waterways*' – slide 4 in the presentation) to produce a report building on information already available demonstrating the value that inland waterways bring and what would be lost if they were not kept in good order.

10187

#### IWA BRANDING PROJECT

Paul Rodgers introduced a presentation on the branding project, which had been prepared by Alicen Stenner. The presentation explained IWA's role and position in the inland waterways and the urgent need to move to a more active and inspiring stance, which also required a more appropriate image and that this had led to the proposed branding, but emphasised that the new branding was there to support the changes in objectives and actions already agreed by trustees, rather than a new logo leading any change. The proposed new logo would also help build awareness of the changes that the Association was going through. The new branding was wider than just a new logo, but rather was about the way in which the Association communicated with members and other supporters. The benefits of the new branding in bringing the constituent parts of the Association, including WRG, together under a common design along with the ability to successfully use the logo on social media were all noted. Trustees agreed to proceed with the rebranding along with the timescale outlined. The need for careful launch and introduction were fully understood.

10188

#### BRANCH HANDBOOK PROJECT

Les Etheridge introduced Judith Pope, Volunteer Engagement Officer, who explained the Branch Handbook Project, which was intended to replace the Branch Byelaws with more useful guidance and much simplified set of rules. A project plan and draft documents had been circulated to trustees for information. Trustees welcomed the work Judith was undertaking.

10189

#### NATIONAL CHAIRMAN'S REPORT

Les Etheridge introduced a report that had been circulated with the agenda and highlighted pertinent points.

- (a) Les Etheridge, Gren Messham and Alison Smedley were due to meet with Jonathan Shaw on 8<sup>th</sup> August to review the parliamentary advisor work and forthcoming programme.
- (b) Wilderness Boat Owners Club had asked that the National Trailboat Festival be transferred from a Marketing Committee responsibility to come under the Restoration Hub. There were reservations about this suggestion, and it was agreed that it should be discussed further outside the meeting. Jonathan Smith would co-ordinate this.

Trustees:

- Noted the updates and information in the paper;
- Undertook to read the new charity governance code and to consider at the October meeting if any action was required.

10190

CHIEF EXECUTIVE'S REPORT

Neil Edwards had prepared a paper, which had been circulated to trustees prior to the meeting. The following points were drawn to attention:

- i. The current discussions on renewal of IT arrangements at Head Office covering both the Cloud hosting arrangement and a range of software. Some of the software was inadequate for the forthcoming General Data Protection Regulation requirements.
- ii. IWA's registration with the Fundraising Regulator and the launch of the Fundraising Preference Service.
- iii. Head Office's work on the General Data Protection Regulation, and that guidance for use both internally and for IWA corporate members, was under preparation.

Trustees

- (a) Note the report and updates provided.
- (b) Asked that [software] be further investigated with a view to minimising the present risks of malware, ransomware in addition to the lesser inconvenience of Spam. Trustees agreed that an additional expenditure of [an amount] would be acceptable if a reasonable reduction in risk could be achieved.
- (c) Confirmed IWA's intent to comply with the Fundraising Code, and agreed to encourage compliance where trustees were involved or had influence in its practical application.

10191

REPORTS FROM NATIONAL COMMITTEES

Reports had been prepared covering Navigation Committee, the Restoration Hub, Marketing Committee, Events sub-committee and Financial Management Information. These had been circulated prior to the meeting. The following points were noted:

- (a) The Middle Level Bill was due to be reintroduced in Parliament on 5<sup>th</sup> September
- (b) The Navigation Directory had been updated and would on the website shortly.
- (c) In order to avoid breaching the Charity trading limit, the contract for the bar at the Festival of Water would be routed through the currently dormant company Inland Waterways Enterprises Ltd. Trustees endorsed this.

10192

APPOINTMENTS

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

- (a) Approved the reappointment of Mike Palmer as a corresponding member of Finance Committee for a further term of three years.
- (b) Approved the appointment of Sheila Wade as a member of Marketing Committee for a term of three years. [detail omitted]
- (c) Noted John Butler's resignation as chairman of Marketing Committee.

- (d) Approved the appointment of Peter Johns as chairman of Marketing Committee. Peter's position as Publisher at Waterways World Ltd and the consequent potential for conflicts of interest were noted and were understood by Peter. Paul Rodgers, as a trustee member of Marketing Committee, would be able to ensure that any conflicts of interest were appropriately dealt with.
- (e) Approved the reappointment of Mike Elwell to Events sub-committee for a further term of three years.
- (f) Approved the appointment of John Butler as a corresponding member to both Marketing Committee (to April 2020 to tie in with other appointments) and to Events sub-committee (for a term of three years).
- (g) Approved the appointment of Rick Barnes as IWA's nominee to Cotswold Canals Trust Phase 1b HLF Bid Team in succession to Gordon Harrower's retirement from that role, for a term of one year (on the presumption the Team will cease activity within this period when the bid is submitted).
- (h) Extended the appointment of Roger Holmes as IWA's nominee to the Wye Navigation Advisory Committee to July 2020.

10193

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	10 <sup>th</sup> June
Navigation Committee	10 <sup>th</sup> June
Marketing Committee	12 <sup>th</sup> May

Jonathan Smith reported that a decision at the June Finance Committee meeting concerning branch and region officers' expenses had been put on hold until a full review of expenses due to take place in October.

10194

MATTERS ARISING

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

10195

RETIRING TRUSTEES

Trustees recorded their thanks to John Butler, Gordon Harrower, Gareth Jones and John Pomfret for their work during their terms of office.

10196

FENLAND WATERWAY LINK

David Pullen and Chris Howes sought trustees' approval to present a paper to [a future] trustees meeting. Trustees agreed to this.

10197

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 7<sup>th</sup> October 2017.

Note: The other date planned for 2017 meetings was 25<sup>th</sup> November.

There being no further business, the meeting concluded at 5.00 p.m.