

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 14<sup>th</sup> April 2018 at Ormiston SWB Academy, Dudley Street, Bilston, West Midlands, WV14 0LN.

Present:

Ivor Caplan (Chairman)	Mike Palmer (from item 10262)	Paul Strudwick
Robert Atkins	Paul Rodgers	Helen Whitehouse
Rick Barnes	Peter Scott	Chris Howes
Les Etheridge	Jonathan Smith	Gillian Smith
Roger Holmes	Verna Smith	

In Attendance: Andrew Overy [Finance Manager] and [Nick Parker to item 10258]

Apologies for absence were received from Ray Carter, Neil Edwards [Chief Executive] and Peter Johns [chairman, Marketing Committee].

Ivor Caplan noted the resignation of David Pullen and thanked him for his contribution to the board of trustees. David Pullen was continuing as East Midlands Region Chairman and wished to focus more of his attention on supporting branches.

10254

DECLARATIONS OF INTEREST

Mike Palmer and Peter Scott recorded their positions as members of Canal & River Trust partnerships and other advisory committees.

Ivor Caplan asked trustees present for any other declarations of interest. There were none.

10255

MINUTES

Trustees approved the minutes of the Board's meeting held on 27th January 2018.

10256

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS AND LETTER OF REPRESENTATION

Ivor Caplan asked trustees whether there was any relevant audit information which they had not declared to the auditors and whether the trustees had taken all steps they ought to have taken as trustees in order to make themselves aware of any relevant audit information and communicated to the auditors. Trustees confirmed that this was the case and agreed that Ivor Caplan could sign the Letter of Representation.

Andrew Overy noted that a new audit requirement meant that trustees needed to make a statement of going concern. This statement was presented to Finance Committee at its meeting that morning, where it was endorsed. The statement would be circulated to trustees post the meeting for final approval.

10257

AUDIT FINDINGS REPORT

Nick Parker reported that the audit clearance meeting had been held at Chesham on 5<sup>th</sup> April 2018 with Karen Bartlett, Rachael Cressey from Saffery Champness, Neil Edwards, Jonathan Smith and Andrew Overy were present. The audit report included in the meeting pack was the result of discussions held at that meeting. He commented that the audit report was in a new format this year which the auditors hoped

would provide a clear view of the scope and nature of the audit undertaken. Nick Parker highlighted the audit clearance points and the assessment of internal controls and asked for comment. Andrew Overy made reference to the amendment necessary to the investment policy. Trustees in principal agreed to the amendment, but asked for the full Investment Policy wording to be circulated after the meeting for final approval.

Andrew Overy noted that at the clearance meeting the auditors had commented that they believed the Information Commissioners Office would target charities in the first phase of assessments and it was therefore important to ensure all officers within IWA understood their role. A debate then ensued which primarily focused on the how the communication, on GDPR, had and was going to be provided to branches. Trustees asked that an appropriately balanced branch guidance be produced as soon as practically possible. Andrew Overy would discuss this with relevant staff at Chesham.

Nick Parker reported that during the clearance meeting Andrew Overy and Neil Edwards had been asked to leave so that a private discussion could be held without staff members present. Nick Parker stated that there was nothing to report to trustees as a consequence of that discussion.

Trustees accepted the Audit Report provided by the auditors.

10258

#### ANNUAL REPORT AND FINANCIAL STATEMENTS TO 31<sup>st</sup> DECEMBER 2017

Ivor Caplan asked trustees whether there were any queries or comments on the Annual Report and Financial Statements; none were raised. Trustees then took a formal vote by a show of hands to approve the accounts. Ivor Caplan and Jonathan Smith would sign the accounts after the meeting.

Nick Parker left the meeting

10259

#### CAMPAIGN ON SCOTTISH WATERWAYS

Ivor Caplan updated the committee on the current position on the Scottish Canals and the involvement of IWA to date. Robert Atkins asked for clarification as to whether given that IWA's latest objective to increase the level and professionalism of its lobbying whether it would need to register with the Government at Westminster, under the Transparency of Lobbying, Non-party Campaigning and Trade Union Administration Act 2014. Les Etheridge responded that this had been looked into previously and that IWA was not required to register. Chris Howes asked whether lobbying of candidates during an election was allowed. Les Etheridge confirmed it was.

Following a discussion the trustees agreed that Navigation Committee should make best efforts to increase IWA's involvement with Scottish Canals, and subject to the nature of the efforts, consider whether IWA needed to register with the Scottish Charity Regulator or under the Lobbying (Scotland) Act. This would be monitored by Navigation Committee and brought back to trustees if a change was necessary. Ivor Caplan would discuss this with Steve Warwicker.

Trustees agreed that:

- Richard Davies and Jonathan Mosse should become Navigation Committee's Scottish representative and Deputy Scottish representative respectively;
- Ivor Caplan, Richard Davies and Jonathan Mosse should liaise further with RYA Scotland and representatives of other relevant organisations to agree the action that IWA would take to support their campaign.
- Ivor Caplan should consider writing to the Minister for Transport and the Islands in the Scottish Government, urging that greater consideration be given to sustained funding for all canals in

Scotland, and the need for urgent action by Scottish Canals to reopen the Forth & Clyde Canal to through traffic.

10260

#### NATIONAL CHAIRMAN'S UPDATE

Ivor Caplan mentioned that the branch volunteers days that he had attend were successful and well received, and encouraged all regions to hold them.

Ivor Caplan noted from his report that Bob Dewey and Edward Gittins had proposed to set up a Planning Advisory Panel, with the aim of providing IWA branches, WRG groups, corporate members and members with a planning information and advisory service relating to all types of development affecting waterways. Trustees agreed this was a good idea and that it would fit neatly alongside the Restoration Hub.

Ivor Caplan comment that he had a number of very pleasing letters back from members who had received a 50 year membership medal. He thought it appropriate that some of these comments should be included in the next edition of Waterways.

Ivor Caplan added that specific reports on Year One and Longer Term Objectives had not been included this time but the focus on objectives needed to be maintained, particularly on the Year One Objectives as by the next trustees meeting we would be halfway through the year. He would discuss at the Chesham management meeting and with individual trustees having ownership of specific objectives.

10261

#### CHIEF EXECUTIVES REPORT

In Neil Edwards's absence, Jonathan Smith noted from the report that the grant of £150k from Historic England would be accepted by the 21<sup>st</sup> April 2018 deadline. He commented that given personnel changes the resourcing mix required to deliver the project would change, which Neil Edwards had informed Historic England about, and who had acknowledged and accepted the changes.

Andrew Overy commented that progress on the system specification (tender document) was going well and [contractors] had issued their report covering the Website and CRM, this was currently under review with the aim of distributing it to potential providers by the end of April. Andrew Overy was still discussing potential process changes before finalising the accounting system specification.

Chris Howes asked the committee whether it was necessary to formally close Ipswich Branch and redistribute its members to other branches. Trustees agreed to make the branch dormant and not to redistribute members. Trustees noted recent grants made by the branch and approved the proposed distribution of assets to River Gipping Trust.

10262

#### WRITTEN REPORTS FROM NATIONAL COMMITTEES

##### **(a) Finance Committee**

Jonathan Smith reported that IWA had received a legacy, which comprised a property that could not be sold, had to be maintained in its current condition, but could be rented out. He informed the committee that further investigation was required prior to deciding whether the IWA should take on the property. Andrew Overy would make arrangements for this and report back to Finance Committee

Jonathan Smith reported that Finance Committee had agreed to pursue a proposal from Andrew Overy, following consultation with branch treasurers, to reduce the number of branch bank accounts and change the way that branch accounting records were maintained. Jonathan Smith reported that the next step in the process was to update region chairmen, provide feedback to branch treasurers and chairmen and to

set up a small working group comprising Andrew Overy, Paula Smith and a small group of branch treasurers.

### **(b) Marketing Committee**

Paul Rodgers said that there had been no Marketing Committee meeting since the previous trustees meeting.

[Discussion omitted]

Robert Atkins reported that a meeting of region chairmen meeting had taken place on-line, via Zoom and wonder whether the next trustees meeting could also be held electronically. Mike Palmer reported that the technology had been in place to have the April meeting via Zoom Cloud meetings, however the meeting protocol had not been established. It was agreed that the trustees meeting in June would be made available by Zoom, on the condition that another successful trial meeting had taken place and a one page meeting protocol was produced. Trustees asked that regional centres be established rather than have individuals all separately dialling in, as that would aid the flow of the meeting.

### **(c) Waterway Recovery Group**

Mike Palmer reported that Mikk Bradley had been recruited from Canal & River Trust, working 3 days a week at Chesham. He would focus on restoration camp site preparation, plans and Health and Safety aspects of WRG's work. [Confidential item omitted]

10263

### APPOINTMENTS TO COMMITTEES

Chris Howes sought clarification on how region chairmen and trustees were nominated. Les Etheridge clarified that for region chairmen the nomination could be put forward by the region committee or from branch committees. Region chairmen were no longer automatically appointed as trustees. Trustees were elected from nominations made by the membership, and this process was started by a call for nominations due to appear in the next edition of *Waterways Magazine*.

Peter Scott noted that there were a number of vacancies for trustees and wondered whether this was an opportune point to review whether the board of trustees was of an appropriate size. There was general support for the proposal and. Jonathan Smith said that he would draft a discussion paper on the topic that could be considered electronically before the June meeting.

Trustees also:

- Noted that the current terms of office of Robert Atkins, Les Etheridge, Roger Holmes, Gillian Smith and Helen Whitehouse as trustees would conclude at the September 2018 AGM.
- Noted that North West Region, South West and South Wales Region and West Midlands Region Committees had been asked to submit their nominations for region chairmen for the next three years by no later than 31st May.
- Approved the appointment of Richard Davies and Jonathan Mosse as members of Navigation Committee, each for a term of three years.
- Approved the re-appointment of Gemma Bolton as a member of Marketing Committee for a further term of three years.
- Approved the appointment of Graham Russell as a corresponding member of Marketing Committee for a term of three years.
- Approved the reappointment of Barbara Bridge as a member of Events Committee for a further term of three years.
- Noted the retirement of Steve Bradshaw from Events Committee and thanked him for his service.

[Detail omitted]

10264

COMMITTEE AND COMPANY MINUTES

Trustees accepted the following committee and company minutes:

Finance Committee	27 <sup>th</sup> January
Navigation Committee	(none)
Marketing Committee	(none)
Waterway Recovery Group	21 <sup>st</sup> January
Essex Waterways Ltd	29 <sup>th</sup> November (included edited minutes for publication)

10265

MATTERS ARISING

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

10266

CHELMER & BLACKWATER NAVIGATION

Paul Strudwick reported that there had been a slippage at the Little Baddow sluices, on the Chelmer & Blackwater Navigation, as a consequence of a void forming under a wing wall. Roy Sutton, IWA Hon Consultant Engineer, had visited the site immediately the situation had come to light and a plan of action for repairs was in place.

10267

IWA FENS WATERWAYS LINK

Chris Howes presented a progress report on the Fens Link Project, which had been prepared by David Pullen and circulated with the agenda, and said that initial progress had been good.

10268

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 30th June 2018. Other 2018 meeting dates are: 8th September and 24th November.

There being no further business, the meeting concluded at 4.20 p.m.