

Minutes of the meeting of the Board of Trustees of The Inland Waterways Association held on 30th June 2018 at Rowington Village Hall, Rowington, Warwickshire.

Present:

| | | |
|-----------------------------------|--------------|------------------|
| Ivor Caplan (Chairman) | Roger Holmes | Gillian Smith |
| Robert Atkins [by video to 10282] | Chris Howes | Jonathan Smith |
| Rick Barnes | Mike Palmer | Verna Smith |
| Ray Carter | Paul Rodgers | Paul Strudwick |
| Les Etheridge | Peter Scott | Helen Whitehouse |

In Attendance: Andrew Overy [Finance Manager], Neil Edwards [Chief Executive] and Peter Johns [for item 10273 onwards]

No apologies for absence were received.

10269

DECLARATIONS OF INTEREST

Neil Edwards recorded his membership of Canal & River Trust's Council.

Peter Scott recorded his membership of Canal & River Trust's North East Partnership.

Mike Palmer recorded his membership of Canal & River Trust's Volunteers Advisory Committee.

Peter Johns declared his interest as publisher of Waterways World Ltd.

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

10270

MINUTES

Trustees approved the minutes of the Board's meeting held on 14th April 2018, including the edited minutes for publication.

10271

CONFLICT OF INTEREST

Ivor Caplan commented on the potential conflict of interest as Marketing Committee, chaired by Peter Johns, was recommending the suspension of the Festival of Water for 2019 – 20. As Peter Johns was responsible for organising another waterways festival outside of IWA, a concern had been expressed that there was a conflict of interests. Trustees, however, did not consider that a conflict existed as the recommendation came from the entire Marketing Committee, not just Peter Johns.

10272

PROCESS AND TIMING OF 2019 OBJECTIVES, BUDGET, APPRASIALS AND SALARIES

The trustees considered a schedule of dates, setting out the timetable for the establishment of 2019 objectives and consequential activities. These were approved as:

Timetable for setting 2019 objectives

- (a) A first draft of suggestions for the 2019 objectives appears on the agenda of this (June) trustees meeting, for discussion, with final sign off at the 8th September trustees meeting.

- (b) 2019 objectives should fit as part of a 5-year plan to achieve the 5-year objectives – i.e. 5 year plan/objectives should be analysed on a chart to see that 5-year objectives can be completed within that time
- (c) 5 Year Plan should be revolving, so always planning for 5 years ahead, with an additional year added – this would be a longer term aim.

Process for appraisals and staff objective setting

- (a) The national chairman should undertake CEO’s appraisal as soon as 2019 objectives are set – i.e. during September.
- (b) The CEO should undertake appraisals for senior staff as soon as own appraisal complete, with all staff appraisals completed in time for Remuneration Committee to meet and make recommendations before budget is set at end of November.
- (c) Budget 2019 should take account of and allow for 2019 objectives to be fulfilled, and should reflect staff salaries agreed for 2019 –i.e. salaries need to be agreed before budget put to Finance Committee and trustees.

10273

REVIEW AND PROGRESS OF IWA’S LONGER TERM AND ONE YEAR (2018) OBJECTIVES

Ivor Caplan asked the owners of the 2018 one year objectives to update the committee on progress. The following matter were discussed:

- Report on the Waterways – Ivor Caplan reported that the scoping work for the report was nearly complete.
- Report on the changing use of the Waterways – Les Etheridge reported that due to lack of information, especially from CRT, the finished report might not be as comprehensive as originally envisaged. The lack of response from CRT was also delaying the report and that whilst it was still hoped to provide a draft report by 30th September, this would now be extremely challenging.
- Offline Mooring scheme – Paul Strudwick reported that the scheme being used as a test case was no longer being pursued, so he was currently looking for another scheme on which to demonstrate ideas
- Boating facilities – It was reported that good progress, identifying locations with a shortage of facilities, was being made, especially with the launch of the gap tracker on the IWA web site.
- Volunteering Opportunities – following Judith Pope’s departure a new approach was being considered (see note in chairman’s update under Support for Branches).
- Silver Propeller challenge – Paul Strudwick reported that following the launch, he hoped that participants could be encouraged to provide some insight into facility shortages at some of the less well used parts of the waterways.
- Heritage at Risk – Ivor Caplan reported that given that CRT was primarily focusing on wellbeing there was an increased risk of some of the Waterways Heritage being lost. He hoped to form a working group to progress . It was also mentioned that EA, CRT, IWA branches, and possibly extending the gap tracker to heritage sites, could all be good sources of information. It was, however, noted that a report was unlikely to be delivered in 2018.
- Mike Palmer reported that good progress was being made on all the restoration related objectives.
- Neil Edwards reported that good progress was being made on the majority of the internal objectives.

Chris Howes noted that the recent successful IWA campaign against EA's proposal to sell its linear moorings at Ely had been a significant factor in getting EA to change its mind, and suggested that establishing quarterly meeting with the EA would be productive.

Robert Atkins also noted that the EA had failed, at the last minute owing to 'other priorities', to attend a meeting about the Louth Navigation restoration project called by Victoria Atkins MP and supported by IWA, CRT and the local councils. Robert Atkins also wondered whether more regular meeting would increase the pressure on EA.

Neil Edwards reported that EA had not, so far, actioned any of the promises from the top-level meeting held on 30th May.

In conclusion Ivor Caplan thought that adequate (perhaps slow in some areas) progress had been made on the objectives, and asked that they be considered a top priority for the rest of the year.

10274

DRAFT OBJECTIVES FOR 2019

Ivor Caplan explained that the schedule circulated prior to the meeting set out some first draft 2019 objectives, which were focused on delivering the Association's longer term objective and would build on the work undertaken in 2018. As with the 2018 objective, trustees agreed to assign objective owners to each of the new objectives. The objective owners were then asked to:

- (a) Review each of their allocated draft objectives and consider whether they were appropriate, would lead towards achievement of the longer term objectives and whether the wording of the draft 2019 objectives could be improved;
- (b) Consider what resources would be required (both manpower, in terms of staff time and / or volunteer time, as well as financial costs other than staff time);
- (c) Report back in writing, to Neil Edwards, by early August, so that a paper with finalised Objectives for 2019 could be signed off at the 8th September meeting.

Les Etheridge noted that the majority of the objective focused on boaters, and asked whether the objectives should be more inclusive of other waterway users.

Trustees were also asked to put forward their own thoughts on other objectives Neil Edwards agreed to circulate an updated schedule after the meeting matching agreed objectives and owners.

10275

CLARITY OF DELEGATION

Neil Edwards introduced a paper on delegated authority that had been circulated with the agenda. The paper noted the requirement in IWA's Articles of Association for trustees' delegation of authority to be recorded in the minutes of trustees meetings, and the paper attempted to summarise all those delegations that had been approved in the past, either formally or informally. Trustees resolved

1. The following matters were reserved for trustees and were not delegated:
 - (a) Approval of the Association's Annual Report and Financial Statements;
 - (b) Approval of the Association's budget, Investment Policy and Reserves Policy;
 - (c) Appointment of the chief executive, company secretary, national officers, members and chairmen of national committees, region chairmen, directors of subsidiary companies and members and chairmen of sub-committees of national committees and nominees to the boards of management of other organisations where IWA has the right to make nominations;
 - (d) Approval of the Association's budget.
 - (e) Any 'out of budget' specific expenditure above £75,000 by the Association;

- (f) Setting of long term and annual objectives for the Association, along with approval of the Association's vision and mission statements and any corporate plan;
 - (g) Oversight of all Health & Safety matters;
 - (h) Approval of all published national policies
 - (i) Oversight and approval of all national campaigns of any substance
 - (j) The formation or abandonment of any national committee
 - (k) The formation or closure of any subsidiary company
 - (l) Recommendation on appointment of auditors (to members at the AGM)
 - (m) Any other matter specified as non-delegable by charity, company or other law.
 - (n) Any other matter as may be determined by trustees from time to time as evidenced in minutes of a meeting of trustees.
 - (o) Authority to open any new bank account.
 - (p) Approval of any loans made or accepted by the Association of above £10,000
 - (q) Approval of any grants above £25,000
 - (r) Approval of any membership rate and category of members changes
2. The following matters were delegated to Finance Committee and any sub-committees that it might form:
- (a) Formulating (but not approval) of any financial policies
 - (b) Formulating and recommending to trustee's the Association's annual budget
 - (c) Any 'out of budget' specific expenditure above £25,000 and below £75,000 by the Association
 - (d) Oversight of the arrangement for the management of the Association's investments by the investment managers, including their appointment.
 - (e) Review and recommendation of the Association's Annual Report and Financial Statements, Budget and appointment of auditors (to trustees).
 - (f) Powers to establish and disband any relevant sub-committees.
 - (g) Authority to appoint signatories to any national bank account.
 - (h) Approval of any loans made or accepted by the Association of up to and including £10,000
 - (i) Approval of any credit risk or financial exposure of above £10,000
 - (j) The functions of the committee, as determined by trustees from time to time
 - (k) Approval of any grants above £1,500 and below £25,001
3. The following matters were delegated to Navigation Committee and any sub-committees that it might form:
- (a) Formulating (but not approval) of any policies relating to navigable waterways
 - (b) Powers to establish and disband any relevant sub-committees
 - (c) Recommendations to trustees of national campaigns relating to navigation issues
 - (d) The functions of the committee, as determined by trustees from time to time
4. The following matters were delegated to Marketing Committee and any sub-committees that it might form:
- (a) Formulating (but not approval) of any policies relating to marketing and promoting the Association and membership of the Association.
 - (b) Recommendation of membership rates and categories of membership to trustees
 - (c) Holding, organising and attending festivals, shows and exhibitions
 - (d) Powers to establish and disband any relevant sub-committees
 - (e) The functions of the committee, as determined by trustees from time to time
5. The following matters were delegated to Waterway Recovery Group
- (a) The running and holding of work parties, including Canal Camps
 - (b) The publication of 'Navvies' magazine and other promotion of WRG activities
 - (c) Powers to establish and disband any relevant sub-committees
 - (d) The running and holding of any WRG related training activities

6. The following matters were delegated to Remuneration Committee
 - (a) Setting of salaries of senior staff (those with an annual salary greater than £30k full time equivalent)
 - (b) Setting an overall rate for annual salary increases for all IWA employees in bulk, with individual increases (to total the bulk rate) set by the chief executive.
7. The day-to-day management of the affairs of each IWA branch was delegated to the respective branch committee, with general day-to-day oversight and well-being of the branches in the region being delegated to each region committee.
8. The day-to-day management of the Association, its Head Office and all other matters not delegated elsewhere were delegated to the chief executive. The chief executive might delegate specific activities or responsibilities to individuals or other parts of the Association subject to mutual written agreement with the chairman of the relevant committee or other part of the Association.
9. Out of Budget expenditure below £25,000 might be authorised within existing expenditure approval limits, as formulated by Finance Committee, and agreed by trustees from time to time. Any out of budget expenditure that obligated the Association to more than £1,000 of expenditure in future year(s) would require the specific approval of Finance Committee.

10276

NATIONAL CHAIRMANS UPDATE

Ivor Caplan had prepared a report, which had been circulated with the agenda papers. Referring to the report, he noted that whilst a meeting with EA was considered initially productive a lack of response to the queries raised and significant mooring fee increases over the next five years (e.g. 10% per annum for each of five years on the Medway), raised questions as to whether the EA was truly listening to the Association's concerns.

Ivor Caplan welcomed the news from the Scottish Government regarding the £1.6m funding for two bridges on the Forth & Clyde Canal and Ardrishaig Pier on the Crinan Canal, and he considered that IWA's support had helped to achieve this outcome.

Roger Holmes reported that IWA Gloucestershire & Herefordshire Branch was in abeyance as no committee members had been elected at the branch's recent AGM.

Ivor Caplan stated that he wished to identify major national campaigns that focused on IWA's long-term objectives. Peter Johns thought that this was key to moving the strategy forward, but had concerns that the Association did not have the right framework for the development, appraisal and support for these campaigns. Trustees agreed that Claire Norman a senior campaigner for Friends of the Earth should be asked to make a presentation on this topic at the 8th September trustees meeting.

10277

CHIEF EXECUTIVE'S REPORT

Neil Edwards walked trustees through the staff changes that had been proposed following a meeting at Head office between senior staff, the national chairman and his deputies. Jonathan Smith noted the financial implications of these commitments, especially in 2019 onwards, had been discussed and agreed at the morning's meeting of Finance Committee.

Neil Edwards reported that Andrew Hemming, national awards officer, had resigned and that despite advertising, as normal, the various IWA annual awards, the only one that had received any nominations was the Richard Bird Medal. It was agreed that

- (a) the following nominations for Richard Bird Medals were approved:[to be announced at the AGM]
- (b) advertisements should be placed for a successor national awards officer.

10278

DRIVING MEMBERSHIP RECRUITMENT AT SHOWS

Peter Jones presented a paper, which had been circulated with the agenda, and recommended changes to the Association's approach to managing its presence at shows and festivals organised both by IWA and outside organisations. Helen Whitehouse asked whether the changes proposed would have an impact on the Association's retail proposition. Peter Johns stated that Graham Russell was currently undertaking a review of IWA's retail proposition and would present recommendations to Marketing Committee in the near future.

Trustees agreed:

- (a) To formally subsume Field Marketing sub-committee within Marketing Committee to take effect after Festival of Water 2018.
- (b) That the marketing team at Head Office would be asked to work closely with current Field Marketing team members to permit smooth transition for stand volunteers and logistics team – in terms of communication of changes, management of up-coming commitments and to share experience
- (c) That marketing manager should include event planning within the marketing plan for 2019, and this would be put for approved by Marketing Committee.

10279

HEAD OFFICE CRM AND WEBSITE SOFTWARE RECOMMENDATIONS

Jonathan Smith reported that a lengthy discussion on the system project took place at the morning's meeting of Finance Committee, where the project had overwhelming support, particularly given the diminishing support from the current Web hosting company, the low membership conversion rate on the present website, regulatory changes and high number of manual processes. However the Finance Committee had expressed some concerns as to whether sufficient internal resource had been allocated to the project and wondered whether a project manager was required. In addition Finance Committee had asked to see a more detailed project implementation plan, which defined clearly everyone roles, responsibilities and interactions. The trustee agreed that the project should proceed subject to Finance Committee receiving the information it had requested.

10280

SIZE OF TRUSTEE BOARD

Jonathan Smith introduced his paper proposing a reduction in the size of Trustee Board. A discussion was had, where concerns were expressed as to how the change would impact the mix of trustees and the method by which the proposed lower number could be achieved. After a short discussion trustees, and on a vote, trustees resolved in favour of reducing the size of the Trustee board to 10 individuals over a period of time. Jonathan Smith agreed to consider the ramification of this decision, including how it should be communicated and how future communications should be enhanced to ensure that members and branches did not feel disenfranchised by the proposed change. He agreed to present a paper of recommendations to the next Trustee's meeting.

10281

FESTIVAL OF WATER – THE FUTURE

Peter Johns introduced a paper on the future of the Festival of Water. The paper highlighted a number of issues that increased the risk of IWA not running a successful Festival in 2019. Whilst accepting that a

festival at the sites currently being considered for 2019 would have little in the way of campaign benefits and was unlikely to make a surplus, trustees wondered how a cancellation of IWA 2019 Festival might be taken by boaters and the remaining Events Committee members. It was suggested that a repeat of the St Neots Festival of Water would be investigated in 2019 if the 2018 event was a success and there was sufficient local support and available resources. After a short discussion, trustees agreed:

- (a) The Festival of Water would be suspended for 2019 (unless a repeat was held at St Neots) to allow a full evaluation of the impact of not holding an event.
- (b) That if an opportunity presented itself to run a Festival of Water style event with a powerful case then that would be considered on its own merits once a very clear, demonstrable and achievable set of agreed objectives has been determined.
- (c) Agreed that the criteria for evaluation of the impact of not holding an event could be outlined by marketing committee and the evaluation made by marketing committee in 2019.
- (d) A

sked that Alicen Stenner discuss the potential of holding future festivals, after 2019, with St Neots Town Council. Neil Edwards would pass on this request.

[Note: subsequent to the meeting, arrangements for a 2019 were agreed ready for announcement at the 2018 Festival].

10282

WRITTEN REPORT FROM NATIONAL COMMITTEES

Ivor Caplan asked Andrew Overy briefly to run through the Financial Management Information report. Andrew Overy highlighted that year to date performance was below budget principally because the timing of legacies was always uncertain and the full impact of the membership rate change would not be seen until later in the year. He also noted the impact of the Historic England grant would not be seen until the June Management Information report was produced.

It was noted, from the Festival of Water report provided by Jane Elwell, that to date there had been great interest shown in the St Neots festival by boaters and the moorings were now fully booked

10283

APPOINTMENTS TO COMMITTEES

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

- Approved the reappointment of Robert Atkins and Helen Whitehouse as region chairmen for North West and West Midlands regions respectively.
- Thanked Roger Holmes for the work undertaken during his time as region chairman for South West and South Wales Region.
- Approved the reappointment of Mike Dyer and Gillian Smith as members of Remuneration Committee for a further term of one year.
- Approved the appointment of Mark Saxon and Peter Stanley as members of the Canal Cavalcade Committee until October 2021, and for Mark Saxon to be chairman of the committee.
- Approved the reappointment of Colin Edmond, Craig Holliday, Jim Jenkins and John Pomfret to the board of Essex Waterways Ltd, each for a further term of three years.

Robert Atkins left the meeting.

10284

DATES OF MEETING FOR 2019

Neil Edwards had circulated a paper proposing dates for 2019 meetings of trustees. Jonathan Smith commented that he thought it would be better if the Finance Committee and the Trustees meetings could

be held on different dates. This would allow further consideration of Finance Committee decisions prior to submission for approval by trustees. Jonathan Smith committed to get back to trustee as soon as practical, with an alternative proposal and dates.

10285

COMPANY AND COMMITTEE MINUTES

Trustees accepted the following committee and company minutes:

| | |
|-------------------------|---|
| Finance Committee | 14 th April |
| Navigation Committee | 27 th January |
| Marketing Committee | 12 th January and 20 th April |
| Waterway Recovery Group | 13 th May |
| Essex Waterways Ltd | 23 rd March (including edited minutes for publication) |

10286

MATTER OF REPORT AND MATTERS ARISING

The trustees noted the written report, attached to the agenda, updating the committee on matters arising from previous meeting.

A written report on Welches Dam from Chris Howes, also circulated with the agenda, was noted.

Chris Howes updated the committee on progress with the Boston to Peterborough Wetlands Corridor proposal and requested that some space was made available in the IWA marque at St Neots to launch the campaign. Neil Edwards said that he would pass on the request to Alicen Stenner, Marketing Manager, to consider whether this was the best launch platform.

Paul Rodgers updated the committee on a report that he planned to prepare about “One IWA”. He reported that the work was focused around four themes:

- Campaigning, regeneration and engagement
- Geographic demographics
- Core activities
- Staff roles and functions

Paul Rodgers reported that he had established a working group comprising Steve Warwicker, Jonathan Smith, Judith Pope, Peter Johns and Alison Smedley to assist him with preparing the report. Paul Strudwick had offered to be available to bounce ideas off. Paul Rodgers hoped to have his report available for trustees at the September meeting.

10287

ROCHDALE CANAL

Ivor Caplan reported that an online campaign to close part of the Rochdale Canal towpath in Manchester had received over 400,000 signature. The campaign started following the recent deaths of two teenagers in the area. Trustees agreed that a public statement by IWA against towpath barriers would not be helpful but Trustees agreed they would make positive comments about the safety benefits of keeping them open and well used, whenever the opportunity arose.

10288

NEXT MEETING

Trustees noted that the next meeting of the board of trustees would take place on Saturday 8th September 2018. The following meeting would be on 24th November.

There being no further business, the meeting concluded at 5.15 p.m.