



INFORMATION FOR POTENTIAL NEW TRUSTEES

This document describes the role of The Inland Waterways Association's Board of Trustees, the role of a trustee of the Association and a person specification which sets out the sort of individuals who the Association hopes will put themselves forward for selection as a trustee.

Role of the Board and individual Trustees

The role of the Association's trustees is to optimise the charitable benefit achieved in fulfilment of the Trust's charitable objectives. To this end the Board of trustees works with the chief executive. Trustees are individually and jointly responsible:

1. To guide the Association in delivery of its core objectives;
2. To agree high level objectives, strategy and resource allocation;
3. To approve key performance measures, budgets and policies;
4. To agree and put in place a structure capable of delivering 1 to 3 above;
5. To delegate tasks, powers and authorities to management and sub-committees;
6. To put in place processes to monitor and review 3 to 5 above;
7. To appoint Committees of the Board and oversee the subsidiary companies;
8. To review management and committees against 3 to 5 above;
9. To review the Association's performance to ensure delivery of 1 to 3 above;
10. To appoint and provide guidance to the chief executive;
11. To review performance of the chief executive;
12. To ensure compliance with all statutory and regulatory requirements;
13. To ensure effective monitoring and management of risk;
14. To ensure competent and effective management of the organisation's finances;
15. To safeguard the Association's assets;
16. To report for the Association (e.g. Annual Accounts, Charity Commission);
17. To assure the Association's brand and reputation;
18. To manage the Board itself, including appointment of officers.

Who are we looking for?

Trustees must have integrity, commitment to be effective and the ability to operate at board level; capable of independent thought with the ability to express clear views and to exercise sound judgment in a collegiate environment.

In addition, the Association needs the following qualities, skills and experience within the board; do not read any significance to the order of the following!

- Ability to think and plan strategically and to develop methods of delivery;
- Passion for the inland waterways;
- Experience of organising and motivating staff and volunteers to work towards common goals;
- Understanding and management of corporate risk;
- Ability to create internal and external networks and the ability to use them on behalf of the Association;
- Experience at a strategic level, ideally as non-executive director or trustee;
- Ability to understand and judge the significance of financial information at all levels; donations, legacies, income from membership and sales, profit and loss and a balance sheet;
- Sufficient and diverse experience to hold management and committees to account;
- Company and Charity governance;
- Willingness to give time outside of the board meetings;
- Willingness to represent IWA externally at meetings and events;
- Ability to think laterally;
- Dynamic and creative abilities to drive issues forward;
- Development and use of digital technology and social media;
- Managing and communicating change throughout an organisation; cultural, structure and process;
- Understanding of fundraising techniques;
- Property and estate management;
- Working at all levels of government.

The Board of Trustees comprises a minimum of 5 and a maximum of 17 trustees (or 18 if there is a national treasurer who is not otherwise elected as a trustee), one of whom is the national chairman. Trustees are elected for terms of three years and are not allowed to serve more than four terms without a three-year break.

The Board currently has five main committees: Navigation Committee, Finance Committee, Remuneration Committee, Marketing Committee and Waterway Recovery Group. In addition,

Events Committee, which formerly reported to Marketing Committee, is currently reporting direct to trustees as temporary measure.

There is a series of more detailed role papers covering responsibilities and duties of individual national officers, trustees in general, regions, branches and each of the national committees. These are available on the Association's website.

Trustees may also wish to undertake further roles including acting as ambassadors for the Association, including amongst their own personal contacts, and serving on one or more of the national committees.

IWA will support and encourage trustees to take advantage of available training.

The Charity Commission publishes a range of guidance that is essential reading for existing trustees and anyone considering becoming a trustee. The most important of these are

CC3 – The Essential trustee – What you need to know

<https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3>

CC30 – Finding New Trustees

<https://www.gov.uk/government/publications/finding-new-trustees-cc30>

IWA'S CODE OF CONDUCT FOR TRUSTEES

Introduction

1. Trustees have legal duties and responsibilities. The most important of these are summarised in the Charity Commission's leaflet **The Essential Trustee – What You Need to Know** (<https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3>). The directors of a charitable company (such as IWA) are charity trustees and have duties under company law as well as charity law.

2. This Code of Conduct is not a list of trustees' legal duties, although many of the elements of the Code are based on legal principles. The conduct and practices recommended in this Code go beyond what the law requires in some respects but they are nevertheless fully consistent with the law.

Purpose of a Code of Conduct

3. To set out the relevant standards expected of trustees in order to maintain the highest standards of integrity and stewardship; to ensure that the Association is effective, open and accountable; and to ensure a good working relationship with the chief executive and other employees.

The Code

General

4. Trustees must act with probity, due prudence and should consider taking professional advice on any matter of significance to the Association where they do not have expertise themselves.

5. Trustees must administer the organisation and all its assets in the interest of current, potential and future beneficiaries (i.e. the inland waterways, and the general public).

6. Trustees should hold themselves accountable to the Association's stakeholders, including the public, for (a) the Board of Trustees' decisions, (b) the performance of the trustees, individually and collectively, and (c) the performance of the Association.

7. Except where legally authorised, trustees must not gain financial or other material benefit for themselves, their families or their friends from their trusteeship of the Association. The Board of Trustees should ensure that there are clear written policies on claiming of expenses by trustees.

8. Trustees must not place themselves under any financial or other obligation to outside individual organisations that might influence them in their performance of their duties as trustees.

9. Trustees should conduct themselves in a manner which does not damage or undermine the reputation of the Association, or its employees or volunteers, individually or collectively, and should not take part in any activity which is in conflict with the objects or which might damage the reputation of the Association.

10. Trustees should make decisions together and take joint responsibility for them. The extent to which any one trustee or a small group of trustees is empowered to speak for or take action on behalf of the Association or the Board of Trustees must (subject to any specific constitutional rules) be a matter for all trustees to decide together. Such decisions must be recorded.

Responsibilities

11. Trustees must, with the help of the chief executive and other senior employees, formulate and review regularly the Association's vision, values and long-term strategy, as well as policies for its fulfilment. They should also set and agree targets and evaluate performance against them.

12. With the guidance of the chief executive, finance manager and appropriate professional advisors, trustees must ensure that the Association complies with regulatory and statutory requirements and must exercise overall control over its financial affairs to ensure the financial stability of the Association. In addition to compliance with statutory requirements, trustees should have a commitment to the development and implementation of good practice.

13. Trustees must be familiar with, and keep under regular review, the rules and constitution of the Association. Any changes must be made in accordance with constitutional and legal requirements.

14. Trustees should safeguard the Association's good name, its assets and ensure the proper investment of the Association's funds.

15. Trustees should be familiar with the Association's activities and, where appropriate, visit events, activities and meetings to gain experience and first-hand knowledge.

Meetings of the Board of Trustees

16. Trustees must strive to attend all meetings of the Board of Trustees, ensuring that they prepare for and contribute appropriately and effectively.

17. Trustees should bring a fair and open-minded view to all discussions of the Board of Trustees and should endeavour to ensure that all decisions are made in the charity's best interests.

18. Trustees must aim to foresee and avoid conflicts of interest. Where one arises, trustees must at once declare the interest and absent themselves from any discussion by other trustees, unless requested by the other trustees to remain in attendance for purposes of questioning, and must not participate in any vote on the matter. Any transaction under which trustees would benefit either directly or indirectly must have proper legal authority (e.g. approval from the Charity Commission). Issues that might affect, or benefit, a broad range of people (e.g. all boat-owners) are not considered conflicts of interest for this purpose.

19. Confidential information or material (relating to members, employees, volunteers, commercial business, etc) provided to, or discussed at a meeting of the trustees must remain confidential and within the confines of the Board of Trustees, and must not be discussed outside.

Employees and Volunteers

20. Trustees must ensure there is a clear understanding of the scope of authority delegated to the chief executive, and of the scope of the work and authorities delegated to committees and officers of the Association.

21. Policies and strategies agreed by trustees should be expressed in unambiguous and practical terms, so that the chief executive, other employees and volunteers responsible for implementing those policies are clear what they need to do. Directions given to the chief executive, employees and volunteers should come from, or on behalf of, the Board of Trustees as a whole.

22. Trustees should appoint the chief executive and act fairly and in accordance with good employment and equal opportunities principles in making decisions affecting the appointment, recruitment, professional development, appraisal, remuneration and discipline of the chief executive and other employees.

23. Trustees should appoint members of national committees and the boards of subsidiary companies and act fairly and in accordance with equal opportunities principles in making decisions affecting the appointment, recruitment, development, appraisal and discipline of all voluntary officers of the Association and, where appropriate, its subsidiary companies.

24. Trustees must understand, accept and respect the difference in roles between the Board of Trustees, the chief executive and other senior employees and officers of the Association, ensuring that the Board of Trustees, the chief executive, other officers of the Association and other senior employees work effectively and cohesively for the benefit of the Association, and develop a mutually supportive and loyal relationship.

25. Having given the chief executive and others delegated authority, trustees should be careful – individually and collectively – not to undermine it by word or action.

Approved by Trustees - November 2008

FURTHER INFORMATION FOR PROSPECTIVE TRUSTEES

Responsibility of Trustees/Directors

The Inland Waterways Association is a charitable company, limited by guarantee. The members of its Board of Trustees, who are the directors of the company, have responsibilities as charity trustees under charity and trust law, as well as responsibilities as directors under company law. The Association has three subsidiary trading companies: Inland Waterways Enterprises Ltd and Waterways Recovery Group Ltd (neither of which trade at present, but are maintained to protect the names) and Essex Waterways Ltd. Essex Waterways Ltd is managed by its own board of directors, and IWA trustees maintain ultimate control by the appointment of these directors.

The day-to-day responsibility for managing the Association is delegated to the chief executive.

Trustee Meetings

At present, the Association's trustees meet as a group up to six times a year, to help enable them to fulfil their responsibility to govern and supervise the Association. Full trustee meetings primarily help set policy, agree strategic direction and monitor the progress of plans. Currently, meetings are held via Zoom to ensure compliance with Covid 19 safety advice; it is intended the Association will continue to make this option available after these conditions are lifted.

Finance Committee

Financial governance is a responsibility of trustees. The overall purpose of Finance Committee is to assist trustees in their duty to supervise the Trust's financial affairs. Finance Committee also acts as an audit committee and as an Investment Committee, having a separate sub-committee, the Investment Working Group. Currently, meetings are held via Zoom to ensure compliance with Covid 19 safety advice; it is intended the Association will continue to make this option available after these conditions are lifted.

Induction and Training

An appropriate programme of induction will be made available to new trustees.

Payments to Trustees

It is a basic principle of charity law that trustees should not be placed in a position where there could be a conflict between trusteeship and their own personal interests, nor should they derive any personal benefit from their work as trustees.

Trustees are not, however, expected to contribute at their own expense, and they are entitled to reclaim reasonable out of pocket expenses to cover necessary travel, accommodation, telephone, postal costs, and authorised attendance at meetings, waterways events where they are representing the Association, conferences, seminars or training events. Normally, payment will only be made against receipts.

Some trustees prefer not to claim any expenses, regarding it as another way of supporting the Association. We suggest, however, that it avoids embarrassment if all trustees do claim for all

expenses properly incurred, with the option of donating costs back to the Association tax efficiently.

Personal Liability

As the Association is limited by guarantee, its trustees, as members of the company, are only liable to the sum of £1 each in most instances. However, the benefits of limited liability are not comprehensive and trustees could still be personally liable for such things as:

- Breaches of trust under charity law;
- Breaches of their fiduciary and statutory duties as company directors;
- Fraudulent trading.

As an additional safeguard, the Association has Trustees Indemnity Insurance.

Although their responsibilities may seem onerous, it is important that potential trustees have a balanced perspective of the risk of personal liability. It is most unlikely that a trustee who had behaved honestly and reasonably would suffer financial loss as a result of their trusteeship.