

## **The Inland Waterways Association**

### **Information for Potential New Trustees May 2022**

This document describes the role of The Inland Waterways Association's Board of Trustees, the role of a trustee of the Association, and the type of person and their skills and experience that we are looking for.

#### **Role of the Board**

The role of the Association's trustees is to optimise the charitable benefit achieved in fulfilment of its charitable objectives. It is the Board's responsibility to:

- Agree high level objectives, strategy and resource allocation;
- Approve key performance measures, budgets and policies;
- Review the organisation's performance;
- Report for the organisation (e.g. Annual Accounts);
- Appoint and supervise the chief executive;
- Support management and to hold them to account;
- Act as keepers of the Association's brand and reputation;
- Ensure compliance with all statutory and regulatory requirements;
- Safeguard the Association's assets;
- Ensure that risks to IWA are regularly reviewed and appropriately managed;
- Manage the Board itself, including appointment of officers;
- Manage Committees of the Board and oversee the subsidiary companies.

The Board of Trustees comprises a maximum of 17 trustees (or 18 if there is a National Treasurer who is not otherwise appointed as a trustee), one of whom is elected by trustees as the National Chair. Trustees are appointed for terms of three years. A member shall only be eligible to be appointed or reappointed as a trustee if that member has not served as a trustee, or previously been elected to serve as a trustee, for a total period of twelve or more years in the preceding fifteen years.

A senior management group chaired by the chief executive and consisting of staff and volunteers, including some trustees, deals with operational matters and reports to the Board.

#### **Role of a trustee**

As a member of the board, an individual trustee's role is to use their skills and judgement to work collectively with the other trustees to:

- Ensure the charity is carrying out its purposes for the public benefit;
- Comply with the charity's governing document and the law;
- Act in the charity's best interests;

- Manage the charity's resources responsibly;
- Act with reasonable care and skill;
- Ensure the charity is accountable.

Trustees are expected to undertake further roles including acting as ambassadors for the Association, including amongst their own personal contacts, and becoming involved in our national work to protect and restore the inland waterways.

For more information about the responsibilities and duties of individual national officers, trustees in general, regions, branches and each of the national committees, please contact the chief executive.

## **Person specification**

The qualities required of trustees are described in the Code of Conduct and the Volunteer Agreement. Furthermore, the Association is looking for:

### Essential

- A passion to support and regenerate Britain's navigable rivers and canals as places for leisure, living and business;
- A willingness to commit time to the Association's work, including time outside of the board meetings;
- An ability to think strategically;
- An ability to express clear views and exercise sound judgment in a collegiate environment.

### Desirable (i.e. each trustee should have at least some of these)

- Experience of organisations, particularly charities, and what makes them tick;
- Strong networks and a willingness to use them on behalf of the Association;
- Experience at a strategic level, ideally as non-executive director or trustee;
- An ability to understand financial information;
- Sufficient and diverse experience to hold management to account;
- Willingness to represent IWA externally at meetings and events;
- An ability to think laterally;
- Dynamic and creative abilities to drive issues forward.

## **Relevant Background Reading**

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 - April 2017*

## IWA VOLUNTEER AGREEMENT

Volunteers are at the very heart of the Inland Waterways Association. As an IWA volunteer you are an important and valued ambassador of our organisation, often acting as the face of IWA for our members, supporters and prospective new members.

At IWA our vision is to achieve a thriving, growing network of sustainable inland waterways for everyone. To accomplish this, we ask everyone involved in IWA to commit to working together in positive and supportive ways, across all levels of the organisation. We call this approach 'One IWA'.

Underpinning the One IWA ethos, including how we approach our work, make decisions and interact with each other on a day-to-day basis, are three core values:

**Passion:** we use our spirit and enthusiasm for the waterways to drive us and inspire others.

**Professionalism:** we listen, collaborate and interact with each other with respect and understanding.

**Trust:** we trust each other to deliver our shared objectives and the IWA's vision.

As a volunteer, you are an integral and valued part of IWA, and we will do our best to ensure your experience is enjoyable and rewarding. In return we ask that all volunteers agree to appropriate standards of personal conduct. To explain how this works in a bit more detail:

### For each volunteer, IWA will...

1. **Welcome you.** We'll provide an induction to explain what you will be doing, your time commitments, and an overview of who's who within the organisation; a volunteer journey allowing you to explore other opportunities within IWA, and a clear route out if you choose no longer to be involved; and regular communications updating you of any changes and developments that affect you.
2. **Respect you.** We will always treat you with respect, courtesy and professionalism, try to manage any problems you might have as soon as possible, and, if we are unable to do this, keep you regularly informed.
3. **Support you.** We will provide you with a safe and healthy working environment; give relevant training for the tasks that we ask you to carry out; pay expenses at the appropriate rate where possible and where pre-agreed; and provide appropriate insurance cover for you whilst undertaking voluntary work approved and authorised by IWA.

### As a volunteer we ask you to...

4. **Support IWA.** Act as a good ambassador of IWA and in a manner that protects the reputation of the organisation
5. **Respect others.** Embrace a culture of teamwork and respect, treating everyone equally regardless of age, disability, gender reassignment, marriage or civil partnership, pregnancy and maternity, race, religion or belief, sex, sexual orientation; assume the best intentions of others, understanding that we are all working together to make the waterways better; be respectful in any communications, fostering a positive working environment.
6. **Take responsibility.** Support and undertake work to further IWA's objectives, noting and following IWA policies and procedures.

Thank you again for your support, and for everything you do for IWA.

## **The Inland Waterways Association**

### **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.

#### **Meetings**

At present, the Association's trustees meet as a group at least 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.

#### **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 broad direction of 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.

#### **Meetings**

Since early 2020 trustees have mostly met by Zoom. Going forward a mix of Zoom and face-to-face meetings is anticipated.

#### **Induction and Training**

An appropriate programme of induction will be created for each trustee.

#### **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 the 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.