

Information for Potential New Trustees – 2026

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.

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1.0 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 and drive it towards greater achievement;
- Report for the organisation (e.g. Annual Accounts);
- Appoint and supervise one or more senior employees;
- Support management and 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/lead Committees of the Board and oversee subsidiary companies.

The Board of Trustees comprises a maximum of 17 trustees (or 18 if there is a National Treasurer [currently called the Deputy Chair – Finance] 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 Management Committee chaired by the National Chair, and consisting of employees and volunteers, including some trustees, deals with operational matters and reports to the Board.

2.0 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 may be asked to consider undertaking further roles, including acting as representatives or ambassadors for the Association; leading on a particular aspect of our national work to protect and restore the inland waterways; and/or undertaking management or executive tasks given the limited current level of employees. These roles would be additional to, rather than part of, the trustee role.

3.0 Person specification

The qualities required by trustees are described in the Code of Conduct (Section 5 below). Furthermore, the Association is looking for:

Essential

- A passion to support and regenerate the UK's navigable rivers and canals as places for leisure, living, wildlife, 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;
- Other relevant experience, even from a small organisation, for example fundraising, or campaigning.

2026 priority skills needed - these are not essential for each individual applicant:

- Health & Safety Management.
- Funding and fundraising.
- Environment and sustainability.
- Waterway Restoration.
- Marketing and Membership Recruitment.
- Understanding of the role of events and their planning.

Trustees are keen for the board to comprise a greater diversity of ages, gender, backgrounds and ethnicity, but the selection and appointment of all trustees is always on merit.

4.0 Responsibility of Trustees/Directors

The Inland Waterways Association is a company, limited by guarantee and registered as a charity. The members of its Board of Trustees, who are the directors of the company, have responsibilities as charity trustees under charity law, as well as responsibilities as directors under company law. The Association has two subsidiary trading companies: Inland Waterways Enterprises Ltd and Waterway Recovery Group Ltd (of which only the first trades at present). Inland Waterways Enterprises 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 currently delegated to the Management Committee.

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 Inland Waterways Association has a Management Liability insurance policy, which includes 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 because of their trusteeship. Please see further information through this link: [7 duties of a company director – Companies House](#)

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. Two meetings per annum are usually held in-person, the remainder online.

Induction, training and support: An appropriate programme of induction will be offered to each trustee and support such as “buddying” by an experienced Trustee will be offered.

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 paid any remuneration and receive no dividends or honoraria.

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.

Due Diligence: As these roles are senior public facing governance roles the recruitment panel may consider any wider public information for example, relevant social media posts. The panel may also consult with any IWA corporate member that applicants mention in support of their application. Candidates should volunteer information about any potential real conflicts of interest - this would not normally affect their application.

5.0 IWA 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 employees and other volunteers.

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 conflicts 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 act 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 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 senior employees 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, as set out in the Conflict of Interests policy.

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 employees 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 employees and volunteers responsible for implementing those policies are clear what they need to do. Directions given to employees and volunteers should come from, or on behalf of, the Board of Trustees as a whole.

22. Trustees should appoint senior employees 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 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, senior employees and officers of the Association, ensuring that the Board of Trustees, other officers of the Association and senior employees work effectively and cohesively for the benefit of the Association, and develop a mutually supportive and loyal relationship.

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

Approved by Trustees – 18th September 2025

6.0 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.