

Minutes of the River Stour Trust Council
held on Thursday 12 April 2018 at Visitor Education Centre, Great Cornard

Those present: John Morris (JM, in the chair), Emrhys Barrell (EB), Paul Brewerton (PB), Roger Brown (RB), Susan Brown (SB), Bob Foster (BF), Pam Johnson (PJ), Jim Lunn (JL), James Parkinson (JP), Norman Ryan (NR), Graham Simmons (GS)
Minutes Secretary: Catherine Burrows (CB, RST Administrator)
RST Members: Mike Finch (MF), Kevin Taylor (KT)

Company Secretary: Jane Rogers (JR) had resigned with immediate effect on 29 March due to personal reasons. Council sympathised with JR's need to prioritise her commitments elsewhere. Council APPROVED CB's offer to take on the role of Council Minutes Secretary and JL's offer to cover the role of Company Secretary on an interim basis (2-2½ months).

1. **Apologies received from:** Alan Thomas (AT)
2. **Minutes of the meeting held on 8 March 2018** (paper previously circulated)
 - A. **Full version of the minutes** – Approved (subject to some minor spelling corrections).
 - B. **Online version of the minutes** – Confidential items were identified with Item 5b to completely redacted other than stating 'Paper circulated and discussed'.
3. **Matters arising from those Minutes of 8 March 2018**
 - A. Item 3-b-i, page 1: **RESOLVED**. CB confirmed new pricing as £9.10 per EA 7-day visitor/short term craft registration and will follow up with Coracle Regatta organisers closer to the event.
 - B. Item 3-b-ii, page 1: DVB still to confirm a representative for RSUG. **ONGOING – ACTION: BF**
 - C. Item 3-b-iii, page 1: **RESOLVED**. CB will represent RST at SVEN meetings
 - D. Item 4, page 1: Cheaper storage option for DVB boats and trailers. **ONGOING – ACTION: RB**
 - E. Item 5-a, page 1: **RESOLVED**. SB and EB are coordinating the SSM Lock Opening event.
 - F. Item 5-b, page 1: An EA purchase Order is required before an invoice can be raised.
ONGOING – ACTION: CB
 - G. Item 5-b, page 2: Salix meeting expected to take place in late April. **ONGOING – ACTION: JM**
 - H. Item 11, page 3: **RESOLVED**. GS (in lieu of JR) liaising with RSNC representatives.
 - I. Item 11, page 4: clarification on whether RST rate relief entitlement is affected by proposed RSNC activities. **ONGOING – ACTION: GS (in lieu of JR)**
 - J. Item 13, page 4: **RESOLVED**. CB understood that JR had written and sent the required letters to David Kirkman and Derek Cresswell.
 - K. Item 14, page 4: SBOC to appoint representative for Quay Lane Trust. **ONGOING – ACTION PB**

4. **AGM Papers** (three papers previously circulated)

JM referred to the revised date for the AGM and apologised referring to the post meeting note in the March minutes (item 8, page 3).

A. Annual Accounts

GS sought approval of the current draft of the 2017 Accounts (previously circulated) as prepared by our Independent Examiner (IE). It had been identified that a substantial sum of grant money was clearly shown under income but not clearly shown under expenditure although this had certainly been spent. This related to the standard layout format of our Accounts as relating to Charity

Commission requirements. It was crucial to note that language and interpretation are key to understanding the Accounts so it was suggested that some explanatory notes might be added for clarity (to be approved by our IE).

The Charity Commission will also require a statement annually about how the RST achieved its aims in its previous year.

Wording is also required for pages 2-3 under three headings:

- i. Achievements & Performance: Verbally presented by JM and some suggested revision - APPROVED.
- ii. Financial Review (previously circulated): APPROVED.
- iii. Plans for Future Periods: Verbally presented by JM and some suggested revision - APPROVED.

Completion of the final versions and preparation of AGM paperwork. **ACTION: JM, GS & CB**

B. Updated Memorandum and Articles of Association (MAA) (circulated)

The updated MAA would better reflect the activities undertaken by RST changes to be put forward to the 2018 AGM. These proposed changes must also be sent to the Charity Commission for their consideration. Their response could take 2-3 weeks. **ACTION: JM**

5. Treasurer's Report (three papers previously circulated)

- A. GS circulated a spreadsheet at the meeting to represent an example of the style of reports the Trustees could expect in the future. This showed income and expenditure as forecast and actual figures to better manage our finances. The information is currently being manually entered onto Excel but the intention is to utilise Sage features to generate this report automatically.

B. River Stour Navigation Company (RSNC)

GS presented his report (previously circulated) and stressed the importance of understanding the implications and demonstrating good governance. The report provided Council members with crucial information:

- i. Background on the formation of RSNC
- ii. Overview of set up and first year of management
- iii. Several parameters that both the RST & RSNC need to observe in regards to good governance (for RST this means understanding and adhering to the Charity Commissions' key requirements), including:
 - Conflict of Interest and the independence of individual roles, clearly defining the separation of duties/roles when operating for RST or RSNC, decision making independence for RSNC, separate record keeping, managing and reviewing the relationship
- iv. Setting out the proposed terms & conditions between the RST and the RSNC, that will enable the latter organisation to carry out commercial activities, as agreed by both parties.

GS proposed, JM seconded that: 'RST approve the draft contract agreement between the RST and RSNC to enable the RSNC to start work'. APPROVED (JP abstained due to conflict of interest)

GS proposed, JM seconded that: 'RST adopt the recommendations contained within this report including the key governance matters referred to.' APPROVED (JP abstained due to conflict of interest)

Our IE had advised that joint registration for VAT (submitting one return for both companies) would be possible and would cover the need for VAT registration often required for larger companies such as the Environment Agency. Although perhaps not needed while weedcutting was the only RSNC activity.

Initially a bi-annual financial report from RSNC would be presented to Council to adhere to Charity Commission guidelines that RST not have day-to-day involvement with RSNC which must demonstrate independence from the charity. It was suggested that the name of the company be changed since 'Navigation' seemed to misrepresent what the company will actually seek to achieve and therefore alienates some factions. It was AGREED to review and discuss this and other relevant matters after the first 12 months of operation.

6. Locks (three papers previously circulated)

AT's paper sought Council approval for the use of licences permitting trained lock operators use of Flatford and Stratford Lock, and in the future and if appropriate, Dedham Lock, to facilitate their commercial operations. It was proposed that a restricted number of trusted (and named) operators be annually licenced and trained with an annual fee, to cover RST costs, and a combination padlock to manage this arrangement.

The absence of any reference to insurance in the agreements was noted. Clarity was sought on the conditions of RST insurance in terms of lock operation by a RST volunteer, RST member or private/commercial user e.g. accidents/injury/damage to people and/or the lock during its operation. **ACTION: CB and KT to seek clarity with IWA Insurer.**

The subject of insurance for the actual locks was raised as this had been looked into at the start of the year by former Company Secretary, Jane Rogers. **ACTION: CB to find the relevant email discussions in Company Secretary emails.**

A. Stratford St Mary– opening arrangements

SB presented an overview of arrangements thus far and sought additional help for some tasks. A major requirement was to obtain dispensation from the EA to operate additional electric boats as part of the celebrations. **ACTION: CB to draft and send letter to EA (NB: as well as similar letters relating to use of Kathleen during 2018 and the proposed Bures Electric Gathering event on 23 June).**

B. Dedham (paper previously circulated)

KT was delighted to report significant progress and referred to his paper in order to highlight the amended parts of the agreement. He explained that DMMC are also open to reviewing the agreement after a period of operation and would be pleased to continue as RST representative once the agreement is finalised. It was **NOTED** that Council recorded its thanks to KT.

KT explained that a Heads of Agreement (HofA) document is also required. This basically comprises a shorter version of the proposed agreement between RST and DMMC but, as a legal

document, will therefore incur associated costs. It was unanimously AGREED to work towards the HofA based on the agreement presented to Council at the meeting.

RB expressed dissatisfaction with the proposed contractors, Salix, but it was pointed out they carry out work for the Environment Agency and their method has been approved by DMMC and their shareholders. **ACTION: RB to source and present alternative quotes (no pile driving permitted).**

C. Flatford

JM had refused to accept handover once the resurfacing of the footpath on RST land had been completed because the material used is wholly unsuitable. It contains shards of glass and has drawn complaints from users of the area as well as RST. The EA have been contacted but do not have the funds available to rectify the situation. **ACTION: BF to compose a letter for JM to sign, as Chairman of Council, for the attention of the Head of the EA.**

7. Boat Operations

A. Boat Operations Manager (BOM) (three papers previously circulated)

Council acknowledged the report which explained our insurers have accepted the proposed method of launch and recovery of vessels, subject to adherence to the method outlined, etc and additional requirements relating to testing/certification of equipment used.

B. Sudbury Boat Operating Committee (SBOC) (three papers circulated)

PB reported that the refurbishment of FJ is nearing completion and a stability test is required, for which Council's guidance and approval is sought. **ACTION: AT and EB to oversee stability test.** It was **AGREED** that FJ would not take any fare paying passengers until this had been completed.

C. Dedham Vale Boating (DVB)

The boat trip timetable is now published on a dedicated webpage to allow more flexibility on chosen days of operation. There are 13 new potential volunteers to be trained.

D. John Constable (JC)

JL reported that he had tested the motors fortnightly and there had been no cut-outs or stalling problems. CB said that JC will be utilised as part of our participation in the Suffolk Walking Festival this year but more promotion and trained crew were needed.

8. Company Secretary's Report

CB, SO's and GS were covering various tasks that had fallen under the remit of the Company Secretary. Also, some additional tasks that were not associated with the role such as the Granary Renovation Project and RST Members' Party. It was **AGREED** that GS take on the role of Line Manager for the administrative team on an interim basis.

9. Administrator's Report - CB verbally presented a report (saved on file).

New Boat Leaflets – the increase and prioritisation of tasks and activities for the office had delayed the redesign and reprint of the leaflet. CB would seek help from others to complete this task.

GDPR – SO'S attended the course yesterday so further information to follow at a later date with plans to inform the membership as part of an AGM mailing.

Accounting & Budgets – A workable system for the control of budgets is being finalised.

Publicity – a number of publications have articles and photographs about RST and our 50th Year. AT's wife, Gillian Thomas, is keen to assist with publicity so, alongside Keith Grinsted and EB, we have the makings of a Publicity Team!

Boat Crew Publicity Drive – CB had responded to about 25 people providing an overview about RST and activities promising further contact in due course. The training teams now have contact details to follow up on these potential new volunteers.

Staff Holidays: SO'S – 2-12 May, 2-3 & 9 July, CB – 4-8 June, 11-18 July

Granary Renovation: JR withdrew involvement with this project, as previously explained. There are some snagging issues but it is mostly complete. CB had followed up on the BEE Anglia grant funding support which related to 28% funding towards all forms of energy efficiency/Carbon saving initiatives. Regretfully, a claim cannot be submitted because JR should have applied for the next stage of the funding application before the work was carried out (or even effectively agreeing to the work).

10. Membership Report (paper previously circulated) - Council accepted the report.

11. River Stour Navigation Company (RSNC) (paper previously circulated)

Discussed under Item 5- Treasurer's Report.

12. Recent & Forthcoming Events

A. 2018 Celebrations

- i. **Bures Electric Boat Gathering, 23 June** – The EA had not responded to MF's emails regarding dispensation but there was now hopefully some progress expected since CB had raised the issue via telephone conversation with Paul Separovic.
- ii. **Trailboat Festival, 10-12 August** – BDC has granted permission for use of Friar's Meadow.
- iii. **Sudbury to the Sea/S2C** – NR offered to join SB and RB as this year's organisers in order to possibly take on the organiser role next year.

It was suggested that adding a premium to the entry cost was an idea for this year as it was a special year for RST and could also help raise funds for Dedham Lock.

A special 50th Anniversary badge, instead of the usual certificates, was being considered.

13. Correspondence - None reported.

14. Any Other Business

A. Life Membership for Gordon Denney (GD)

EB referred to hi email that outlined how his proposal met the criteria set by RST for these awards. The Grant Application for SSM was only the beginning of GD's undertakings, because in order to fulfil the requirements for this, he also had to apply for a full Planning Application for the project, Water Extraction Permit, Bio-diversity Permit, Flood Prevention Permit, and Land Drainage Consent, all of which are incredibly time-consuming operations.

GD had to negotiate with numerous organisations and councils, not all of whom enamoured with the project! At the same time as liaising with our lock contractors and working full-time on the restoration side of the project! The groundwork he achieved for SSM project has made the Dedham application much easier! GD has now moved away from the Stour, for family reasons, but offering

him a life membership is a recognition of what he has done for the Trust. It is not intended to belittle the efforts of all the other people who have worked to restore the lock over the years, but it does recognise a unique contribution to the project.

EB proposed, JM seconded that 'Gordon Denney be offered Life Membership'

APPROVED UNANIMOUSLY

ACTION: CB to compose letter to GD for JM to sign as Chairman of Council.

B. Kathleen promotion – Le Talbooth understandably need to maximise parking space during core restaurant hours so do not want public trips during those periods. Also, exclusive use of the venue for weddings may or may not comprise Kathleen so also limits use for public trips during those functions.

15. Date of Next Meeting – Thursday 10 May, time and venue to be confirmed

Apologies received in advance: PJ, JM, JP, NR

Meeting closed at 16:30

DRAFT