



WILTS & BERKS CANAL TRUST

PATRON: HRH THE DUCHESS OF CORNWALL

RESTORING IN PARTNERSHIP THE WILTS & BERKS CANAL THROUGH WILTSHIRE, SWINDON AND OXFORDSHIRE

Wilts & Berks Canal Trust
30th Annual General Meeting on 13th October 2018
At Old Mill Hall, School Lane, Wantage, OX12 7LB

Minutes of the Thirtieth Annual General Meeting of the Wilts & Berks Canal Trust (company number 2267719) held at Old Mill Hall, School Lane, Wantage, OX12 7LB, on Saturday 13th October at 14.00.

Present:

Roderick Bluh	Chairman
Brian Stovold	Vice Chairman
Colin Fletcher	Trustee
Sue Cooper	Trustee
Steve Bacon	Trustee
Sheila Wade	Treasurer
Gordon Olson	Trustee

Jonathan Till	Chief Executive Officer
Andrew Matters	Head of Compliance & Data Protection
Patricia Clements	Head of Fundraising, Communications, PR, IT & Administration
Dave Maloney	Manager of Sustainable Usage

Welcome by Rod Bluh

The Chairman welcomed everyone to the AGM. The meeting commenced at 14.00 and was then adjourned for the Chairman's report, the CEO's report, the award ceremony and the prize draw.

Chairman's Report

Rod Bluh welcomed everyone to the meeting especially Councillor Mabbett and Councillor Hannaby. A thank you was extended to Fiona Lawley from MCC who has agreed to take the minutes this year. Thanks also to East Vale for all their splendid efforts hosing the AGM this year.

Particular thanks went to Patricia Clements who has worked so hard to ensure that the AGM and many other parts of the operation happen so efficiently. Thank you also for your volunteer and fundraising and communications work, we do not know what we would do without you.

Administration, Funding and Governance

This time last year, we had major financial challenges ahead of us. The Trust was solvent and able to meet its obligations but it remained in a weakened state. The help of our members, including three who generously loaned the Trust nearly £200,000 allowed us time to consolidate and recover from the stress arising from the Studley Grange project. Last year, I said that we must be in a position to repay these loans within the five years agreed. I am pleased to confirm that this repayment process has started and will continue over this current financial year and the next few. After these short term loans have been repaid, then we as a Trust need to start planning and budgeting for the repayment of the long term loans of 25 years taken out to purchase the Peterborough Arms inn 2014.

The Trustees learned in the late autumn of 2017 that the Studley Grange over-ran in the order of £300,000 and was not the only project over-run to sort out. The Waitrose Landing Stage and Melksham Link initial fees were never

Wilts & Berks Canal Trust: A Non-Profit-Distributing Company Limited by Guarantee.

Registered in England and Wales No. 2267719

Registered Address: Dauntsey Lock Canal Centre, Dauntsey Lock, Chippenham, SN15 4HD

Registered Charity No: 299595

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The MBE for volunteer groups

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properly funded and when this work was commissioned in 2014, there was insufficient funding in place. The over-runs amounted to an additional deficit of nearly £100,000. This meant our financial challenge was increased by 33%, but with just the same time period to put it right. It wasn't a good moment but it was a catalyst for determined action.

Despite this additional discovery, I am pleased to report that we as a trust are now in a financially stable position. You can see from our year end accounts that the challenges have been addressed and that we can look to the future with some confidence. General reserves however still remain low and we must continue to work to strengthen them.

The Trustees had to take some difficult and unpopular decisions this year, particularly with the sale of two of the Trust's assets; the Land Legend tractor and Nonsuch narrow boat. I can assure you that these decisions were carefully considered as part of a review of all Trust assets and these decisions to sell were necessary. Nearly £30,000 was raised in this way, an amount we needed to remain solvent. It is not an exercise we as Trustees would ever want to have to consider again.

Expenditure control within the Trust remains tight and justifiably so. I said last year that we would learn from the mistakes of the past rather than seek to apportion blame. This focus has continued. New robust expenditure procedures and banking protocols were introduced in January 2018 as a matter of urgency. With these procedures in place and the new concentration on increasing income streams we should hopefully never be in this position again. Subsequent work has taken place to ensure that our Trust and its processes are compliant with Charity Commission regulations and with many other statutory and good practice guide lines including GDPR. It's been quite a bureaucratic but necessary year of reform. I can now confirm that the Trustees believe that we are compliant with Charity Commission regulations and we are meeting our responsibilities as a Charity.

Our Treasurer Sheila Wade has single-handedly guided us through the above changes and monitored the finances literally on a day-by-day basis to ensure that we do not have any more surprises and that everything happens as expected. She has worked tirelessly to pull our financial process and controls into shape. We thank you for all your work which has enabled the Trustees to move forward with increasing confidence.

Income streams are coming in from some of our usual funders; Underwood Trust and Crappers and I thank them both for their continued support. We have also identified some new funders who seek to support our public benefit work; Aviva Community Foundation and Garfield Weston Foundation are two examples. The newly revitalised fundraising team, under the leadership of our new Trustee Gordon Olson, has identified and is working hard at concluding funding bids and requests with a number of business and charitable organisations to support the necessary core funding of the Trust. We expect good news here on the next couple of months. Our much improved annual accounts and the very positive Annual Report that is in your AGM pack are helping considerably in his mission. I am hopeful of being able to make an announcement shortly about a VIP fundraising event to be held early in the New Year.

The recent membership subscription increase and the implementation work that was undertaken in 2017/18 by our CEO Jonathan Till and his (very) small team has resulted in significantly increased income coming in to the Trust from our loyal and supportive members, with little sign of non-renewals due to the increase that was predicted in some quarters last year. I cannot praise our Trustees and senior management team highly enough for the efficient and effective work they have undertaken to put this Trust back onto a financially stable footing. It's a result that a much larger organisation, with much more resource than we have, would have been proud to have achieved within one year.

Jonathan Till and his team deserve all our thanks. I have watched them work amazingly long hours with little recognition, with some concern as their tiredness and stress was clear to see.

The Mary Archard

This boat was launched in 2017 and has been used a number of times this year. It allows those of us who have mobility issues to see the wonderful world of the canal from the waterway. Yes, Dragonfly has a lift but how much easier and more dignified to be able to wheel yourself into the boat or walk on board. A tremendous achievement.

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The Opening of Studley Grange

A dream come true, although sometimes in the past more of a nightmare. The opening day on 4th July was superbly organised by Sheila Wade and the RWB working group. A day of celebration I will remember for a long time.

Vale of White Horse

At long last all sections of the route have local authority protection, within their local plans. Well done to Brian Stovold and Ken Oliver for their persistence here.

The Lease of the Peterborough Arms

The lease has been signed with the new tenants, Brendan and Michele Watkins. The opening date will be confirmed shortly. A massive thank you and well done to Dave Maloney and his amazing team for their two years plus of total dedication and hard work to this project. Finally, a pub with beer!

The Start of building Dauntsey Lock Canal Centre

Thank you Jock MacKenzie for your persistence and efforts in steering this through the planning and listed buildings control, through funding and now into construction. The "log cabin", first of two, has been delivered and volunteers from MCC, RWB and others are working on installation.

Engagement with Swindon Borough Council

After some intense activity, this is now happening in a positive, hopeful way. It is far too early to see how it will go and what the outcomes may be but after a year of no progress at all, the current engagement is more than welcome. On a less positive note, we are having real difficulty on getting support for the M4 crossing but this is one issue that must be resolved. There will be a lot of work needed over the coming twelve months.

Continuing Investigation of Accident at Pewsham Locks in 2016

It is now over two years since our volunteer Peter Konitzer lost his life in that tragic accident at Pewsham in 2016. A day we will never forget. We are continuing to co-operate with the police investigation which remains ongoing with no end in sight. Only last week, Sheila Wade completed a massive exercise for yet another presentation to the police through the Trust solicitors. She reports that the work involved took forty three hours over five days. This level of work has been repeated in the past year by the four members of the management team, under Jonathan Till's direction, who are co-ordinating our response via our solicitors.

I cannot give any reassurance as to when the investigation will end or the result. We simply do not know. The advice from the solicitors remains the same; co-operate fully with requests from information and wait quietly and patiently for the investigation to end.

Peter Konitzer's family are having to do the same: we remain in touch with them through Sheila Wade and she pass on our thoughts to them on the second anniversary of Peter's death in August.

External and Internal Communication

Last year, I spoke about the great progress the Trust has made with external communication under Sheila Wade's and now Patricia Clements' direction. Immediately recognisable corporate branding, excellent quality of most leaflets and promotional material, super Facebook results and great media coverage.

Internal communications have not kept pace with the external communication improvement. I said last year that we would look at this aspect during the year and we did. We introduced quarterly Open Forums and are moving these around the geographical area. These appear to be well received. Dragonfly has been produced in a new A4 format and I believe and I hope you will agree this has been a step change.

We have bought in resource to help us gain advertising and sponsorship income to continue to send out Dragonfly as a printed booklet and hopefully be able to publish four times a year to you all. Welcome to Suzanne Daykin, who is here today, helping Patricia Clements with the AGM merchandising and with the Treasure Map fundraiser. Please help with the Trust funding by buying some of the charming Christmas cards and a Treasure Box ticket.

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Supporter/Member Information Management

We have undertaken a massive exercise to improve and integrate the membership database with the financial systems, thereby improving the quality of our membership administration service and ensuring that our communication with members is quicker, easier and GDPR compliant.

We have held workshops to help Trust officers and volunteers understand membership changes, financial process changes and be compliant with publication and promotional guidelines, especially over corporate branding. We have held individual training sessions in using GDPR-compliant members mailing systems as well as in production of posters and press releases.

However, we still need improvements with information flowing from the management team to members and volunteers on the ground. These are vital to ensure that the essential process changes are being communicated to those working at the sharp end.

Thank you to Members

For all the achievements spoken about today, and for all the work our members, supporters and volunteers have undertaken throughout the year, I thank you. Our people are the backbone of this Trust. All our work, no matter what it is, from manning an event marquee to crewing Dragonfly, from mowing a section of the towpath to stuffing envelopes, from bricklaying to giving talks to the public, all your efforts combine and contribute to the success of our mission. As we look to the future, there will continually be the need for change to increase our momentum and progress. We will continue to need new Trustees, Managers and Members with good skills to support the work under taken.

Final Remarks

At this point, I need to inform you that this will be my last AGM as Chairman and I will be speaking to the Trustees after this meeting about starting the process to find my successor. I am happy to stay on as a Trustee for the mean time provided you still want me. This decision is due to personal reasons as I start my preparations to relocate abroad.

I said to colleagues some time ago that I wouldn't stand down until the Trust was through the worst of its difficulties. With the exception of the accident at Pewsham, I feel that time has been reached. The accident process is clearly going to take some time to come to conclusion and closure. Whilst the last three and a half years haven't been easy for reasons understood, I feel that positive long term progress has been made.

The Trust is now set up on a professional and compliant footing for the future. This is vital if it is to make the progress it needs without incurring future risks to its existence. The external profile of the Trust is much stronger than it was and this work continues. The finances of the Trust are not yet repaired but they are stable and solvent and provide a good base now on which to build. As a result of the financial controls now in place, it will never again be possible for the Trust to spend money it actually doesn't have by borrowing from monies pledged for other projects.

I wish everyone well in the future and I will continue to support the Trust as much as practicable going forward. It has been a pleasure and a privilege to hold this role despite the challenges and quite inspirational to meet with and work with so many committed people dedicated to such a worthy cause. We have come through a hard and testing year successfully and together. Well done everyone!

Chief Executive Officer Report

Jonathan Till began with saying that another year has passed and we are now 41. It has been a year of consolidation, a year of bedding in and also a year for finally completing two huge undertakings that we have been struggling with, but not giving up on for some years now.

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First Huge Undertaking: Studley Grange

This stretch of water now looks as if it has been part of the landscape for more than a hundred years. A great achievement, not just in terms of building the stretch of canal itself, but in terms of how we have all rallied around to stabilize the Trust's financial position. The huge overspend here and underfunded commitments elsewhere had subjected us to almost overwhelming stress and we have had to fight for our survival.

This new stretch of canal is a credit to the Trust, to Colin Fletcher and to Jock MacKenzie who worked on the remedial project management, to our partnership with Biffa, our landlord, to our generous and supportive funders and to our members and volunteers who kept believing and supporting.

John Bower and the Royal Wootton Bassett working party worked tremendously hard during the winter and throughout the spring in addition to the weeks leading up to the opening ceremony on the 4th July. Patricia Clements and Sheila Wade did a superb job on the event organisation and on the communication exercise. The press coverage on the day and afterwards was extensive, positive and very helpful to our funding work and more widely too. It was a wonderful celebratory day.

The focus is now on lining up this stretch with the Chaddington stretch, a large project involving rebuilding the Bincknoll Lane bridge between the two. So much preparatory funding, planning and project management work needed here.

Improved Financial Processes

The Studley Grange project had exposed significant weaknesses in our organisation particularly in project management and financial control. So it will not surprise you that during the year, much of the Executive's work under the direction of the Board has been to strengthen our financial processes and control. We have taken back control of our expenditure and our bank accounts. We have a financial reporting system which reports income and expenditure by fund and by budget holder. We have integrated the membership database with our accounting systems so we can see an account for each member showing how they are paying their subscriptions and making additional donations. As a result of this integrated financial database, we now only have to look in one place to see:

- All payments reconciled to our bank accounts
- Our VAT returns
- Data for our Gift Aid applications

This enables our office staff to obtain the data at their fingertips to do the jobs they have to do.

I would like to express my thanks to our staff: Nancy Collingborn, Elaine List and to Patricia Clements who manages them as well as doing a million and one other things.

Thank you to Sheila Wade for getting the bank accounts sorted out so that we have ready access to all the information that we need for reconciliations although there is still a little way to go. I know Sheila has spent hours on the phone to Lloyds and Nat West and made many visits to the branches. Thanks also to Rod Bluh, our Chairman who as a Chartered Accountant has helped us set up these systems and processes. He has also spent hours on the phone making sure that Sage, the accounting software provider, serves us well.

Data Regulation and Compliance

This has also been the year of General Data Protection Regulation (GDPR), new regulations from Europe, to tighten controls on how we keep and use personal data. This was one of the drivers behind the consolidation and integration for the main databases, which we use to store personal data about our members. Thanks go to Andrew Matters who got our data management policy and processes into good order. He has since expanded his remit to cover charity, engineering standards and other compliance as well.

Financial Controls

During the year we have spent much effort in improving our financial controls to ensure compliance with Charity Commission guidelines *CC8 Internal Financial Controls for Charities*.

- We have identified and transferred all restricted funds into an investment account.

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- Set and operated a Reserves policy
- Achieved greater clarity and transparency in our accounting records to enable Trustees and Executive access the information they need to manage the Trust
- Within twelve months, moved to a position where we have accurate and timely information available to forecast 6 to 12 months ahead and increasing the confidence with financial information we supply for the Trustees to make informed decisions.

Second Huge Undertaking: The Peterborough Arms

For so long now, this has been the pub with no beer, but now with Dave Maloney and his team's dogged determination, it has been transformed into a pub with beer – or very nearly. The lease of the Peterborough Arms has been signed with our new tenants Brendan and Michelle Watkins and we are almost ready to go. It's not been easy to get to this point and frankly the huge effort required has taken resources away from our core activities but we did it!

The Trust purchased the empty pub in 2014 with generous funding and loans from members and the public, but with no funding or project management in place to start the refurbishment. The plans were ambitious but in reality, undeliverable – purely because of the funding needed. It would have been more than we spent on Studley Grange. In 2016, with a £20,000 loan from Richard Ellis, sadly no longer with us, and now converted by his partner Sheila Wade, into a donation, work started. Other funding and donations in kind were received from generous members and the public. With the terrific efforts of Dave Maloney and his team and making the best of the small amount of the money available, we have managed to get the pub ready for opening. I hope that you will pay a visit to the pub once it's fully opened and say hello to our new tenants.

Dauntsey Lock Canal Centre

Planning permission and listed building consent have been obtained and sufficient funding is in place to start and complete the first part of the project. The log cabin, first of two has been delivered and volunteers from Melksham, Chippenham & Calne Branch, Royal Wootton Bassett Branch and others are working together on the installation. Thank you to Roger Crapper and his company for supporting us here and with many other projects. Thanks and congratulations to Jock MacKenzie, Dave Maloney and their teams for all their work here.

Strategy and Delivery

It is the Trust's strategy to concentrate on joining up long stretches of the canal, to show progress to our stakeholders and allow the development of sustainable income streams to fund the necessary costs which allow our project to continue to progress.

Royal Wootton Bassett to Swindon is one of those strategically important areas where we are concentrating on joining up long stretches as we make progress towards Swindon.

Destination Lacock is another strategically important area where we will be concentrating on joining up long stretches.

This summer volunteers from Melksham, Chippenham & Calne Branch celebrated success in the opening of another stretch under Double Bridge giving us the longest stretch in water and the first boat under double bridge for one hundred years.

Linking up significant stretches was aided this year by the purchase of Queenfield land near Chippenham including the canal track land: this purchase used restricted funding from the Destination Lacock appeal and was additionally topped up by general Trust funds. Thanks to the Land Team and Max Crofts for all their work on land purchase, transfer and leases during the year.

Plans for Waterside Pewsham are all part of this strategic focus on joining up significant stretches. We look forward to progress on this stretch during the course of the year. We have restricted funding from the Peoples Postcode Lottery which needs spending on the Pewsham site.

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The Melksham Link has significant problems with CRT who have now reversed their position on the connection and are requiring more surveys and permits. The Environment Agency also requires fees to be paid and possibly more surveys. At the same time, we have learned that the land will be put on the market in 2019 and Wiltshire Council continue to have problems with the planning application.

Paul Lenaerts and his team have shown amazing determination in continuing their work here. It's taken many years to get to where we are today and we have some way to go. Thank you to Paul and the team for their determination to get this done without giving up.

Other events of note

- A small project was completed producing a winding hole in the Westleaze section allowing Dragonfly to make the most of her enforced period at Kingshill
- Dave and June Maloney had a visit to Buckingham Palace in June this year in recognition of the tremendous work of all our volunteers
- Thank you to the Boat Team, the Information Centre and all the maintenance work and fundraising events by the branches

Another year has gone by and now it's time to look forwards rather than back. Volunteers and members please continue to support us in everything that we do.

Trust Awards Ceremony

Juanita Poulton announced and gave out the AGM awards.

Tony Davy Memorial Bowl

This is awarded to the individual volunteer who contributed the most hours during the year to the Trust. This was awarded to Sheila Wade.

Tony Davy Crystal Award 1

This is awarded to the Branch or Peterborough Arms Team or Boat Team which contributed the most volunteer hours. This was awarded to Melksham, Chippenham & Calne Branch and was received by Dave Maloney

Tony Davy Crystal Award 2

This is awarded to the Branch or Peterborough Arms Team or Boat Team that has increased its volunteer hours most significantly. This was awarded to the Information Centre and was received by Frank Keohane.

Pick of the branches

This is awarded to the Branch who has recruited the most members. This was awarded to Melksham, Chippenham & Calne Branch and was collected by Dave Maloney

Prize Draw

The prize draw was drawn resulting in the following prizes being distributed:

1st Prize - £500, 2nd Prize £250, 3rd Prize £100, 4th Prize - £50

4 x Family Tickets for Dragon Fly

The formal meeting continued.

Ordinary Business

1. Apologies for Absence

Mary & Keith Lambert, Malcolm Hitchinson, Eddie & Helen Thomas, Mr D Cocks, Neil & Sally Whiston, Val Melville.

2. Approval of the 29th AGM Minutes and consideration of Matters Arising

The minutes of the meeting held on 21st October 2017 were approved. Proposed Gordon Olson, Seconded Chris Barry.

3. Directors Annual Report

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The Directors Annual Report for the year ended 31st March 2018 were approved. Proposed Colin Fletcher, Seconded Chris Naish.

4. Annual Accounts for the year ended 31st March 2018

A question was raised by Keith Price about the notes to the accounts. The notes are shown at the back of the statutory accounts with the corresponding numbers.

Proposed by Keith Price, seconded Brian Stovold

5. Election of Members to the Board of Trustees

- a. In accordance with Articles 41 and 42 of the Articles of Association on third of the Trustees retire from the Board in rotation and may offer themselves for re-election, and will be deemed to have been re-elected unless the resolution below is lost. The Trustee elected by Members for a three year term will not be required to retire in rotation in accordance with articles 41 and 42, but will retire at the end of the three year term.

Resolution to approve the re-election of Roderick Bluh. Proposed Keith Price, Seconded Brian Poulton.

- b. In accordance with Article 36 of the Articles of Association if the Board appointed a Trustee during the year as an ordinary member of the Board until this AGM, the offer themselves for re-election.

No Trustees were appointed during the year outside the AGM.

- c. In accordance with Article 44 the Inland Waterways Association has given notice of its intention to appoint a nominated representative as a member of the board.

Resolution to note the appointment by the Inland Waterways Association of Sue Cooper as a member of the Board. Proposed Gordon Olson, Seconded Steve Bacon.

- d. There are no vacancies for new members for the Board. Thus in accordance with Article 44 of the Articles of Association the Board recommends no person for election as a new member (other than those offering themselves for re-election).

6. Reappointment of Morris Owen

A resolution to reappoint Morris Owen as an Independent Examiner of the accounts was proposed by Sheila Wade and seconded by Jonathan Till and carried without dissent.

7. Special Business

There was no special business proposed.

8. Any Other Business

There was no other business.
The meeting closed at 15.10.