



# 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 29<sup>th</sup> Annual General Meeting on 21<sup>st</sup> October 2017 At Ellendune Centre, Barrett Way, Wroughton

Minutes of the Twenty-ninth Annual General Meeting of the Wilts & Berks Canal Trust (company number 2267719) held at Ellendune Centre, Barrett Way, Wroughton SN4 9LW, on Saturday 21st October 2017, at 2.00 pm.

### Present:

Roderick Bluh	Chairman
Colin Fletcher	Vice Chairman
Brian Stovold	Trustee
Sue Cooper	Trustee
Dave Maloney	Trustee
Steve Bacon	Trustee
Sheila Wade	Trustee
Gordon Olson	Trustee
Jonathan Till	Chief Executive Officer
Derek Flexer	Executive Director
Andrew Matters	Executive Director
Malcolm Hitchinson	Executive Director

Also present were 140 ordinary voting members (as recorded on the attendance lists).

### Welcome by Rod Bluh

The Chairman welcomed everyone to the AGM, at the 40<sup>th</sup> anniversary of the Trust from 18<sup>th</sup> October 1977. The meeting began at 2.00pm and was then adjourned for the Chairman's Report, the CEO's report and the award ceremony and the return of the final minibus trip.

### Chairman's Report

Rod Bluh extended a warm welcome to founding members Neil Rumbol and Chris Toms. Founder member June Pitcher expressed her joy at the date, sharing the message "congratulations on 40 years of achievement beyond what were [my] wildest hopes". Rod Bluh also extended a special welcome to Roger Crapper whose company has been supporting the Trust with substantial donations over many years.

Rod Bluh expressed the thought that he is looking forward to the year ahead. He reported that although 2016/2017 had been a year of solid progress in many areas of work, it had also been difficult and challenging and these difficulties and challenges are still very much present. Given the nature of the issues in the past year, Rod stated that his approach to the report would be an assessment of these challenges and the action he believes is needed to resolve them.

# WILTS & BERKS CANAL TRUST

## Studley Grange

He reported that the Trust was still in a difficult position financially, following completion of the Studley Grange Project. The financial problems are ongoing since the last AGM as they have been with the Trust for the past two years. The situation has been that the Project has had major problems from beginning to end causing serious overrunning of costs in the order of £300k. While there were mistakes on the setup of the Project, a vast number of errors were caused by no fault of the Trust, therefore compensation from Contractors is a possibility currently being considered. Due to the extreme generosity of some of its members, the Trust has been able to work through those difficulties.

It is important to say that the Trust is not insolvent and continues to meet its obligations. To enable the Trust to repay its loans it must take the right decisions regarding pursuing compensation. The process is not going to be quick or easy. Only when the loans are repaid with a repayment plan, will the Trust then continue with Project work. Limited detail can only be given due to the legal content of the matter. Certainly there were lessons to be learned in how the Project was initiated. The Studley Grange Project was the biggest undertaking by the Trust to date. A huge debt of gratitude is owed to Jonathan Till, Jock MacKenzie and Neil Cahill of BCS and the support of Trustees and members of the Executive. That combined with the generous support of our members, Sheila Wade, Steve Bacon and Steve Roberts through loans to the Trust, illustrating that the Trust would now be in a very difficult place without them.

On a more positive note, since the beginning of the summer the Trust has received from members just under £5000 as one-off donations and in addition commitments to make regular donations amounting to just under £5000 each year. We have also received, or are expecting, money from legacies including one of over £50,000. This has made an excellent start in repaying the loans on the Project but there is still a long way to go. The Trust needs all its members to help in contributing to the repayment plan so that its three generous members can have the confidence that their loans will be repaid.

As part of re-establishing the financial strength of the Trust, Rod Bluh also reported that there will be an increase in the annual membership fee as a raise has not been initiated for a long time. With the new system, members will be able to pay annually or monthly, and donations that accompany membership payments will be most welcome.

This is planned by the end of 2017.

## Fatal Accident

More than a year has passed since the tragic accident of Peter Konitzer in August 2016 which is a dreadful loss that has affected everyone. The Trust does not know how long the police and HSE process will take. The Trust has and is doing its best to support the family affected. The Police are still to report on the accident therefore there is the chance that the Trust could still be in the same position next year. Assisting the Police and the HSE is a high workload. The Trust expresses its gratitude to everyone for their hard work managing this difficult process.

## The Dauntsey Lock Canal Centre

Rod Bluh was happy to report that good progress is being made at the Peterborough Arms. The Community Room has been opened for public use since August 2016 and since then various local groups have been holding events there. Dave Maloney and his team have been putting in high levels of volunteer hours in readiness for re-opening as a Public House once again. In terms of the Dauntsey Lock Canal Centre, planning permission and funding for it are taking place. Rod Bluh expressed his gratitude to Dave Maloney and his team for their extraordinary contribution to date. Dave Maloney and his team then received applause from those present.

## Jock MacKenzie

Rod Bluh reported that Jock MacKenzie, Masterplanner to the Trust, additionally was pulled into acting Project Manager for the Peterborough Arms as well as the final stages of the Studley Grange construction work. Additionally, he is working hard to try and get the Melksham Link Project started, and working to sort drainage issues out on the New Eastern villages. Rod Bluh thanked Jock for his commitment and energy and all the work he has done on the Trust's behalf.

# WILTS & BERKS CANAL TRUST

## Transitions Project

Rod Bluh added that last year saw a new strand of activity – the W&BCT Transitions Project. In January 2017 with Board of Trustees approval and Executive support for a six month project, the Project got underway. This Project extended the level of Trust community engagement into a much more proactive and targeted programme with vulnerable groups. The vulnerable groups include young adults with severe learning difficulties, older people with memory loss and socially isolated adults. This is detailed in the latest Annual Report.

Plans are well advanced to increase this work to legacy work from the Heritage Heroes Project and also to focus on youth volunteering. The question then arises as how this fits in with canal restoration. The answer is that it brings benefit to the Trust by demonstrating the public benefit. Community engagement increases the awareness of Trust work in the community which enables the Trust to tap into a multitude of new funding streams, all whilst maintaining the overall objective of restoring the canal. 95% of canal users are not boat owners, they are walkers, cyclists and residents from local communities and therefore the Trust needs the general public to engage with it. To that end, the Trust has secured £17K funding and a further £5k towards the important role of Project Officer to take this work forward. Awards which are based on social inclusion will not directly deliver the restored canal but will contribute towards core costs. It is encouraging that the IWA is embarking on a similar path to raise awareness of waterways nationally. Rod Bluh expressed his gratitude to Sheila Wade for her success over the last year with the Transitions Project.

## Other Items

The Trust has had a really positive year in building stronger relationships with the three local authorities along the route. These relationships are critical in helping the Trust deliver its mission. The Trust is grateful to Wiltshire Council for the transfer of Morningside Farm at nominal value. This shows increasing confidence in Trust objectives. Also, there has been an increase in engagement with Vale of the White Horse District Council and Swindon Borough Councils. Real progress is being made now.

The Executive as headed by Jonathan Till have had an onerous workload to manage. They need more resources; therefore there is an opportunity for volunteers to come forward to support them.

At the last AGM the Board of Trustees was made up of an interim Board. Rod Bluh was pleased to report for 2017 that there are three new external Trustees to the Board: James Harpum, Gordon Olson and Sue Cooper. James Harpum specialises in the social inclusion area on the Transitions Project. Gordon Olson is to focus on fundraising. Sheila Wade the Trust's fourth new Trustee will focus on work at the strategic and governance level.

Trustees that have stood down are: Dave Maloney, Jenny Stratton, Eddie Thomas and Peter Kinsman and Rod expressed his gratitude for their service to the Board in the past and during the transition period. They are still fully engaged with the Trust. Rod Bluh expressed his gratitude to Peter Kinsman for the preparation of the 2017 Accounts. He also expressed his thanks to: Branches, the Boat Team, the Land Team, the Admin Team, the Swindon Shop and Swindon Branch for organising today's event.

In conclusion, it has been a busy but very challenging year and the Trust is expecting the next year to be similar. In the future there will be a quarterly 'Open Forum' type session where members will have the opportunity to ask questions to Rod Bluh and the management team on any subject. The first meeting will be held at the Peterborough Arms on Tuesday 16<sup>th</sup> January 2018 at 7pm. Details will be published in the usual places and including the "Dragonfly" magazine.

## Chief Executive Officer Report

Jonathan Till welcomed the Trust's three special guests: Neil Rumbol, Chris Toms and Roger Crapper.

Currently the Trust is celebrating forty years of turning the restored canal dream into reality. The last couple of years have been beset with challenges that had to be faced. In particular there have been two issues, the Studley Grange Project and the tragic death of Peter Konitzer. For Jonathan Till personally, the death has served as a constant reminder to take more care of ourselves and others. Thoughts of Peter's family remain in his thoughts and Jonathan Till personally wishes that the accident had never happened.

The balance sheet is satisfactory but still has three large loans without which the Trust would be in a difficult position. Fundraisers cannot be found to cover this, therefore donations are important for covering this cost.

# WILTS & BERKS CANAL TRUST

Members can therefore give the Trust extra financial support via: Cheques, cash, Standing Orders, GoCardless, Paypal and credit cards.

It is a priority to get Swindon and Royal Wootton Bassett linked. Currently the Trust is working on the M4 challenge including central Swindon. The last meeting with Swindon Borough Council went very well with an extensive change in attitude and a more helpful approach.

The Peterborough Arms looked stunning when Jonathan visited last night and he is looking forward to the bar being ready! The Community Room will shortly be open for revenue and the Trust is planning a new Office, therefore everybody can be happy in the same environment. Malcolm Hitchinson has been managing the Boat Team and Information Centre. He is hoping to get the Information Centre open six days a week as soon as volunteers are available to staff it. Therefore volunteers are needed.

The Heritage Heroes Project went well and the Trust has been shortlisted for the Heritage Heroes Angel Awards. Voting is currently ongoing.

Derek Flexer continues to undertake maintenance work within the local plans and habitat plans in accordance with the biodiversity framework. The company Greenscape is helping the Trust with maintenance. Derek is also managing corporate social responsibility for organisations outside the Trust.

There has been a greater focus on the Trust's impact in the wider world. In particular, Jonathan thanked Sheila Wade for her great job she has been doing with communications and social media. The format of the Annual Accounts and Annual Report has been impressive and the quality can be attributed to Sheila and her team. This in turn has increased the Trust's credibility with funders.

The Trust has many Facebook 'likes' and volunteers can now read about events on Facebook. Future meetings may even be streamed live on Facebook. Sheila also started the beneficial Transitions Project. Patricia Clements has made charity fund applications which have been supported by Gordon Olson. Core Funding has been supported by the Underwood Trust, and there has been a fund for community engagement. The second tranche of £50k is expected. A further £17k is incoming from Aviva and Garfield Weston. Community engagement does good and allows the Trust to get access to more funding.

In terms of boats, the Trust is pleased to launch the "Mary Archard". It is a great boat for both able bodied and disabled people to use. Jonathan expressed his gratitude to all those involved.

## 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 2017 to the Trust. This was awarded to Sheila Wade.

## Tony Davy Crystal Award 1

This is awarded to the: Branch or PBA Team or Boat Team etc which contributed the most volunteer hours. This was awarded to MCC Branch and was received by Dave Maloney.

## Tony Davy Crystal Award 2

This is awarded to the: Branch or PBA Team or Boat Team etc which has increased its volunteer hours most significantly. This was awarded to Wootton Bassett Branch and was picked up by Jenny Stratton.

## Pick of the Branches

This is awarded to the Branch who has recruited the most members. This was awarded to Swindon Branch and was collected by Rod Hacker.

# WILTS & BERKS CANAL TRUST

The formal meeting continued.

## ORDINARY BUSINESS

### 1. Apologies for Absence

Apologies for absence were received from The Hon Sir William McAlpine, President of the Trust, Dr David Fletcher, CBE, Vice-President of the Trust, John Millican, John Laverick, Valerie Laverick, Max Crofts, Peter Kinsman, Jock MacKenzie, James Harpum, Anne Abel and Denis Pook.

### 2. Approval of the 28th AGM Minutes and consideration of Matters Arising

The draft Minutes of the twenty-eighth Annual General Meeting held on 15<sup>th</sup> October 2016 had been published in *Dragonfly* and circulated to branches for members to review.

A resolution to approve them was proposed by Frank Keohane, seconded by Derek Flexer, and carried by a show of hands. There were no matters arising.

### 3. Directors' Annual Report

The Directors' Annual Report for the year ended 31<sup>st</sup> March 2017 had been made available for members to review both on the website and before the meeting. KH requested that an alteration should be added, that is that her role is to be referred to as a full year and not a part year. The Annual Report was adjusted.

With the adjustment added, a resolution to approve the Directors' Annual Report was proposed by Dave Maloney and seconded by Colin Fletcher, and carried on a show of hands.

### 4. Annual Accounts for the year ended 31<sup>st</sup> March 2017

The Trust's accounts for the year ended 31<sup>st</sup> March 2017 had been made available for review by members before the meeting.

There were a number of questions on the Annual Accounts.

Firstly, the management team was asked whether the old Island House registered address was correct as shown. In reply it was said to be not correct, and the Dauntsey Lock Canal Centre address will be substituted.

Secondly a member of the audience asked for what the donations figure of £300k represented; did it include loans to the Trust? As Peter Kinsman was not present at the meeting, a written answer of the breakdown of the figure was offered to be received after the AGM. This was found to be acceptable.

Thirdly, another member of the audience mentioned the possible fine from the Health & Safety Executive (HSE) and whether that had been taken into consideration in the Annual Accounts. The answer was no; that the potential fine was not at present quantifiable. Rod Bluh also stated that the Trust is insured for any legal processes but not for the fine, as it is not possible to insure against a fine.

A resolution to approve the Annual Accounts was proposed by Derek Flexer, seconded by Frank Keohane, and carried on a show of hands with four abstentions.

### 5. Election of Members to the Board of Trustees

The Chairman reminded the meeting that:

- a. In accordance with articles 41 and 42 of the Articles of Association, Roderick Bluh and Brian Stovold retired from Board in rotation and offered themselves for re-election.

***Resolution to approve the re-election of Roderick Bluh as a member of the Board.***

The Vice Chairman called for a show of hands and Roderick Bluh was re-elected. There were no abstentions. There was one proxy vote against.

# WILTS & BERKS CANAL TRUST

## ***Resolution to approve the re-election of Brian Stovold as a member of the Board.***

The Chairman called for a show of hands and Brian Stovold was re-elected. There were no abstentions.

- b. In accordance with Article 36 of the Articles of Association the Board appointed James Harpum, Gordon Olson, and Sheila Wade as members until this AGM. They offer themselves for re-election.

## ***Resolution to approve the re-election of James Harpum, as member of the Board***

The Chairman called for a show of hands and James Harpum was re-elected. There were three abstentions.

## ***Resolution to approve the re-election of Gordon Olson as member of the Board***

The Chairman called for a show of hands and Gordon Olson was re-elected. There was one abstention.

## ***Resolution to approve the re-election of Sheila Wade as member of the Board***

The Chairman called for a show of hands and Sheila Wade was re-elected. There were five votes against. There was one abstention.

- c. In accordance with Article 44 the Inland Waterways Association has given notice of its intention to appoint Sue Cooper 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***

The Chairman called for a show of hands and the appointment of Sue Cooper was noted. There were no abstentions.

- d. Steve Bacon continued as the Members' Representative into the second year of his three-year period
- e. There are no vacancies for new members of 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 Independent Examiner of the Accounts was proposed by a member of the audience and seconded by a member in the audience and carried without dissent. There was one abstention.

## **7. SPECIAL BUSINESS**

There was no Special Business proposed.

## **8. Any Other Business**

There was no other business.

# WILTS & BERKS CANAL TRUST

Rod Bluh thanked Swindon Branch for hosting the meeting.

The meeting was formally closed at 4.00 pm.

Roderick Bluh  
Chairman

Signed as a true record.