

South Cumbria Rivers Trust & River Associations

Proposed Organisational and Governance Structure

1 Introduction

This document proposes an organisational and governance structure for the South Cumbria Rivers Trust (SCRT) and its associated River Associations.

Governance is defined as “the systems and processes concerned with ensuring the overall direction, effectiveness, supervision and accountability of an organisation”.

There is an approved and recognised code of conduct for organisations such as ours - "Good Governance - A code for the Voluntary and Community Sector". It can also be downloaded from <http://www.governancehub.org.uk/>. The assumption has been made that we will comply with this code.

2 Recommendations for River Trust Governance Structure

Following ART (Association of Rivers Trusts) and Charity Commissioners recommendations we have set ourselves up as a Company Limited by Guarantee, and we are progressing with registration as a charitable trust.

However this still leaves a number of crucial details to be defined. ART have helped by providing advice that is documented below. It is worth noting that ART was essentially formed out of the experience and background of Westcountry Rivers Trust. Thus it is particularly pertinent for us because of all the existing and successful Trusts, this is the one that is most similar to us, i.e. made up of a number of different catchments, with different issues, regional attitudes and local politics.

2.1 Trustees

It is recommended that majority of Trustees should be nominated by a defined structure of external nominating bodies, rather than internally (which would lead to allegations of cronyism), or by a public free for all (which would be unmanageable). Some of the Trustee positions can and should be nominated internally by the Trustees themselves as they are in the best position to recognise the additional skills and experience they need. However the number nominated in this way should be less than 50%.

A river trust must remain close to it's roots, therefore the majority of Trustees should be nominated by 'River Associations'. These catchment specific bodies should be made up of the angling clubs, syndicates and private fishery owners. If possible some of the larger riparian owners should also be involved. River Associations are covered in detail in section 5.

It is recommended that each river association have an equal number of trustee nominations. Other nominating bodies could be non-river based organisations who have a legitimate environmental or scientific interest in the aquatic environment. Each Trust needs to work out a nominating structure that works for them, given local interests and their geographic scope.

Generally speaking the nominating bodies should communicate and avoid duplicate nominations. The process should be managed so that the final number of nominations equals the number of places. Thus multiple nominations for a single seat, or gaps, should not occur, and voting to decide the 'winner' should normally be avoided.

Trustees retire on rotation, one third each year. Hence nominating bodies get to nominate by rotation every three years. Basis for rotation defined at first AGM by discussion or say alpha order on surname, or by lot.

2.2 Members

The 'Members' of the Company in the strict legal sense are those with voting rights who must be advised of General Meetings, and they also have liability (limited to £10).

'Supporters' have no legal status, as would be implied by the term 'member'. It is recommended that Trusts do not have open membership available to anyone on payment of a subscription, as this can result in significant administrative costs and can potentially leave the way open to insidious takeover. Also there are also potential tax implications. If anything a Trust does for its 'Supporters' could be seen to be a 'service' then it could potentially loose the 28p in the £ that we can reclaim on any money we receive from them. Also in time there could be VAT implications.

3 How can we apply this to SCRT?

3.1 Trustees

We do need nominating bodies for our Trustees. The major players here should be "River Associations". These should be comprised of the fisheries and riparian owners on the catchment.

Given the different size of our catchments it is likely be somewhat contentious to have an equal number of trustee nominations from all the River Associations. However there are pertinent and **legal** requirements in the Code (para B5) "*Each and every trustee must act personally, and not as the representative of any group or organisation; this applies regardless of how that person was nominated, elected or selected to become a trustee.*" Additionally para B6 specifies that "*The trustees must ensure that they remain independent, and do not come under the control of any external organisation or individual.*" Thus B5 and B6 remove any argument that one nominating body should have more nominations than another, on the grounds of being bigger or more important.

Five River Associations can conveniently cover the SCRT area. See map on page 5.

Other nomination bodies could be FBA to give us some scientific gravitas and perhaps one of, Environment Agency, Natural England or Cumbria Wildlife Trust if they were interested.

We should not use our full quota of Trustees/Directors initially. This will allow for the appointment of additional nominating bodies, and hence additional Trustees/Directors if and when our interests expand.

Given a target initial board number of 12, a possible nominating structure could be :-

Nominating Body	#
Bela RA	1
Kent RA	1
Leven & Windermere RA	1
Crake and Coniston RA	1
Duddon RA	1
FBA	1
One of EA, EN/NE, CWT, etc.	1
Still Waters Association	1
Nominated by existing Trustees	4
Total	12

This gives us some headroom to expand if necessary. We have defined a maximum number of Trustees as 15.

Given the requirements in the Code paragraphs B5 and B6, the nominating bodies must not think in terms of nominating their own man/woman to look after their specific interests as a Trustee. They should be nominating individuals who will be competent in the role of Trustee, who will work effectively in a team with the other Trustees, whose skills will complement the team, and who will look to the responsibilities of the Trust as a whole.

Should nominating bodies choose not to make a nomination, the Trustees will collectively make a nomination on their behalf.

Naturally, nominations may tend to come from within the domain of the nominating organisation; there is no problem with that. However once in office a trustee *must* act as an individual, in the best interests of the Trust as a whole and completely independently of their nominating body.

Anyone nominated for the position of Trustee, will also become a Director and a Member on election. Nominations must be acceptable to the existing Trustees. Our Articles of Association allow us to refuse membership if it is deemed not to be in the best interests of the Trust. Thus the nomination process should be managed by discussion, and consensus ahead of time, rather than by multiple nominations, voting and possible failure of nominees to be elected at the meeting.

It is likely that the Trustees will meet infrequently, say two to four times a year. Their business will include amongst other things:

- Defining strategic direction and priorities
- Ensuring compliance with the objects, purposes and values of the Trust
- Setting or approving policies plans and budgets
- Fundraising using their skills and contact networks
- Assessing progress against objectives

Outside meetings the Trustees must represent the Trust to the best of their ability and present a positive and united message in support of the aims and objectives of the Trust, with all individuals and organisations they have contact with.

Thus the Trustees have some crucial responsibilities, but the day to day effective running of the Trust is not included. See *Appendix A* for detailed definition.

3.2 Trust Manager and Staff

The Trust Manager and staff will be the 'powerhouse' of the Trust. This is where we must have appropriate skills, energy and commitment; even more so than at the Trustee level.

The "staff" will likely be a mixture of full time and part time, voluntary and paid. To be effective in the long run we need to get full time salaried staff employed in some of these positions. Voluntary part time effort, typically from retirees, will have a role to play, but we cannot rely on it exclusively if we are to become the truly effective and professional organisation that we aspire to be. It is hoped that we can pay some staff on a contract basis out of the management and staff costs associated with funded projects.

The Trust Manager and Staff members will work in close contact with each other, and should normally meet, or be in contact, at least weekly.

River Associations and other external organisations will have free access to the Trust Manager and staff. This will be the main and effective way of raising catchment specific issues, and progressing actions and projects.

The Trust Manager may or may not be a Trustee, but he/she would attend Trustee meetings. It is probable that some individuals may be Trustees *and* staff members. Thus they will have two roles, a "strategic" Trustee role, and an "operational" role.

The code defines, following para B6, "*Trustees should focus on the strategic direction of their organisation, and avoid becoming involved in day to day operational decisions and matters (except in the case of small organisations with few or no staff). Where trustees do need to become involved in operational matters, they should separate their strategic and operational roles.*"

Thus an individual who is both a Trustee and an Executive Officer can progress in their operational role, some business which happens to be in the interest of the nominating body of their Trustee role. However it is important that they retain a clear distinction between these roles.

If River Associations want to ascertain that they have good and representative people in the Trust who will effectively progress their issues, they should concentrate at the Trust Manager and staff level, not the Trustees.

See *Appendix B* for detailed definition of the role of the Trust Manager and staff.

3.3 Members

While our Articles of Association allow for membership of individuals and organisations we have decided against open membership. We will have 'Supporters' who pay a 'Donation'

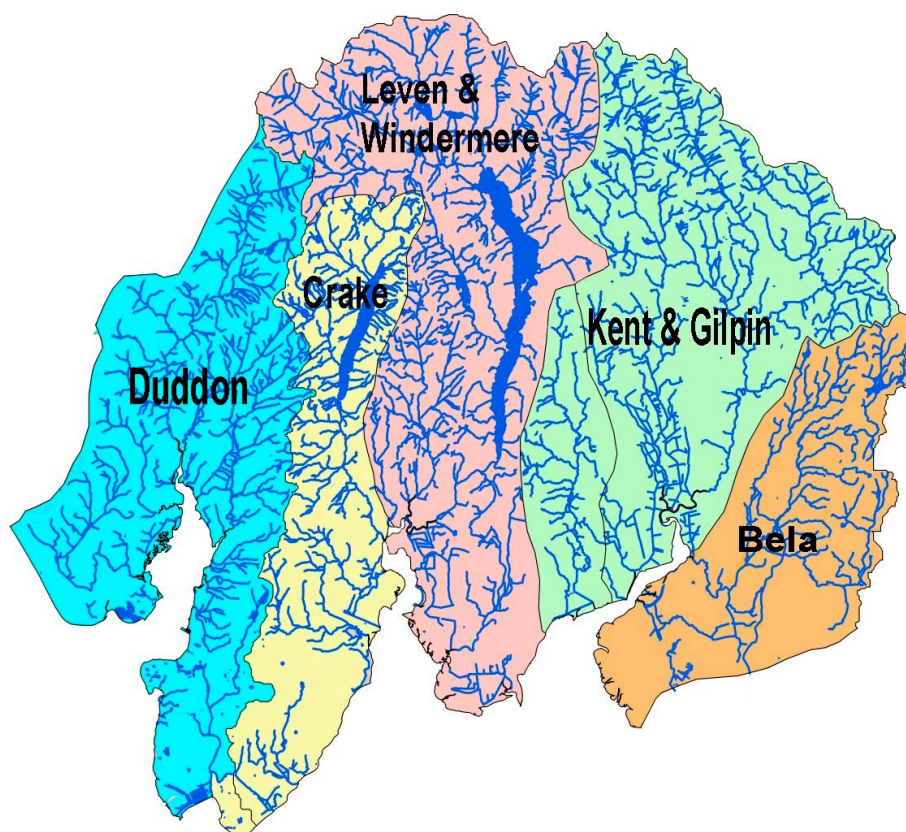
Thus at present our Members are the same as our Directors, who are the same as our Trustees. There does not appear to be any need to change this.

4 River Associations

The above highlights the need for "River Associations" to act as nominating bodies for the Trust. In addition River Associations will have a key role in providing the "bottom up" energy, and local knowledge that will be needed to galvanise activity on the river bank.

These should be comprised of the fishery owners, clubs, syndicates and riparian owners on the catchment. At present no such bodies exist.

The geography of the SCRT area and the natural watersheds indicates that five river associations can cover it.



This puts minor catchments in with neighboring major ones. Thus Kent includes Gilpin and Winster, Leven includes Eea and Rusland Pool, Duddon includes the Lickle etc.

What a River Association does in addition to nominating a Trustee once every 3 years would be entirely up to them. There is no doubt however that a catchment would be best served by having an active and effective River Association that performs the following:

- Involvement with the process of habitat surveys on their patch, providing volunteers, talking to land owners etc.
- Control of exploitation levels, by say method or date restrictions, or by catch limits imposed at the club and syndicate level.
- Identification and control of invasive species
- Agreement and collaboration on stocking
- Collection and compilation of returns on an annual basis
- Collaborate on any other issues, say poaching or canoe access.
- A general discussion forum

Officers need be no more than say Chairman and Secretary, and one person could play both roles. There is no obvious need to have subscriptions, a bank account, or a Treasurer; but that would be up to them.

What is much more important than having the officers of angling associations attending meetings is having active volunteers who are prepared to put time in outside of meeting, doing river surveys, talking to landowners etc.

Having riparian owners involved in these will potentially be a huge benefit to the Associations and the Trust, as getting access can be a key problem (for anyone other than the EA who do have an automatic right of access).

In this proposed model it is the River Association that has the vital role to play as the key link between the fishery owners & tenants, and the Trust.

If a particular catchment has no interest in forming a River Association, or of nominating a trustee, then that is their choice and the Trust will focus it's efforts elsewhere; addressing the needs of the areas that are interested, and are putting in the effort.

This also provides a convenient and transparent method of expansion. If a River Association were to form in a neighbouring area and requested that their area be covered by the Trust, this could then be considered by the existing Trustees. If it was agreed then one or more additional Trustees could be nominated by them and appointed, and the Trust scope expanded accordingly.

4.1 Still Waters Association

River associations will tend to concentrate on the protection and preservation of our rivers to assure a sustainable population of migratory and resident salmonids. 'In line' still waters with natural fisheries, e.g. Windermere, Rydal, Grasmere, Coniston, etc. will be covered by the River Associations, as they are an integral part of the overall system.

However it is recognised that managed still water fisheries in our area, both game and coarse, will not be effectively represented by any of the proposed river associations. Thus we have a significant gap.

To cover this it is suggested that we have a 'Still Waters Association' that covers the whole of the SCRT area, to progress these interests. Membership of this organisation would be made up of fisheries owners of:

- Stocked rainbow and brown trout fisheries (Killington, Gurnal Dubbs, High Newton, Dubbs, Esthwaite, Pennington, etc.)
- Natural and managed coarse fisheries. (Ratherheath, Ulverston Canal, and the many Furness still waters)

These groups may have less in common with each other, but it could be a useful route to get funding for environmental projects, and discuss matters of mutual interest.

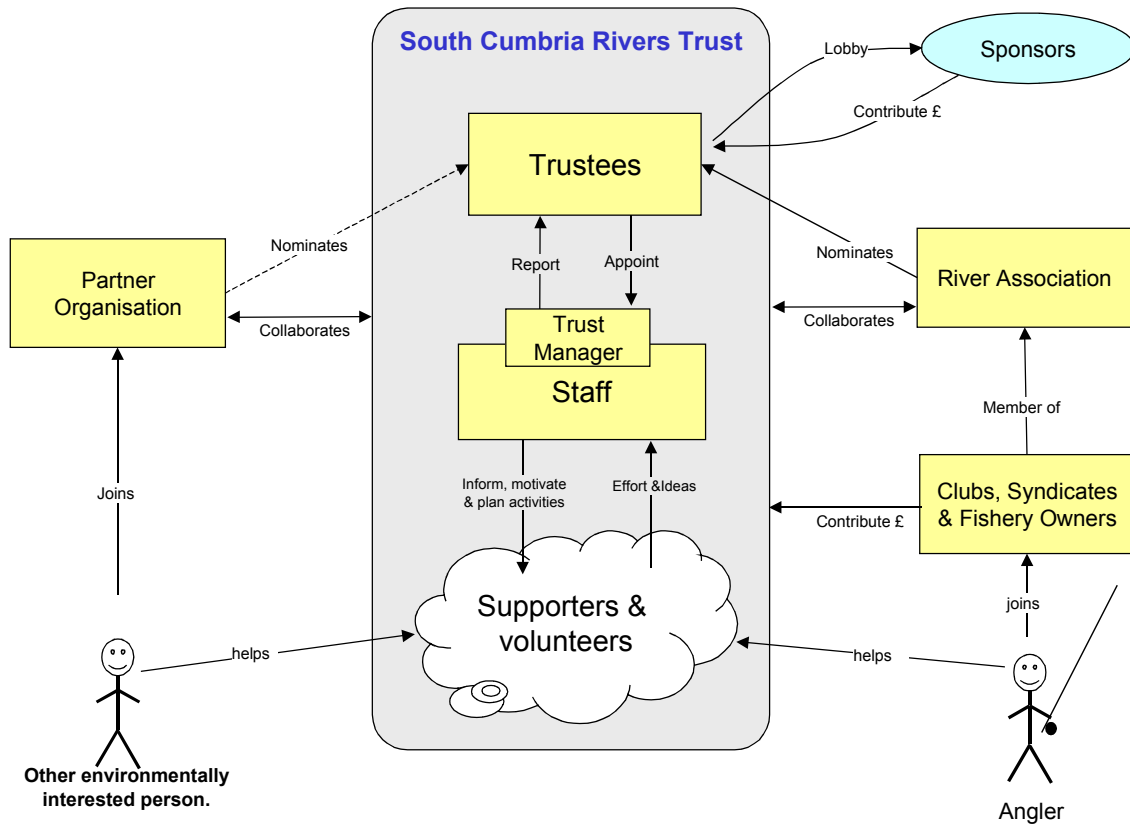
A South Cumbria Still Waters Association can be formed if and when there is interest in doing so. An SCRT Trustee nomination will be earmarked for this group. If there is an extended period before it forms this nomination will be covered by the existing Trustees.

4.2 Overall Structure

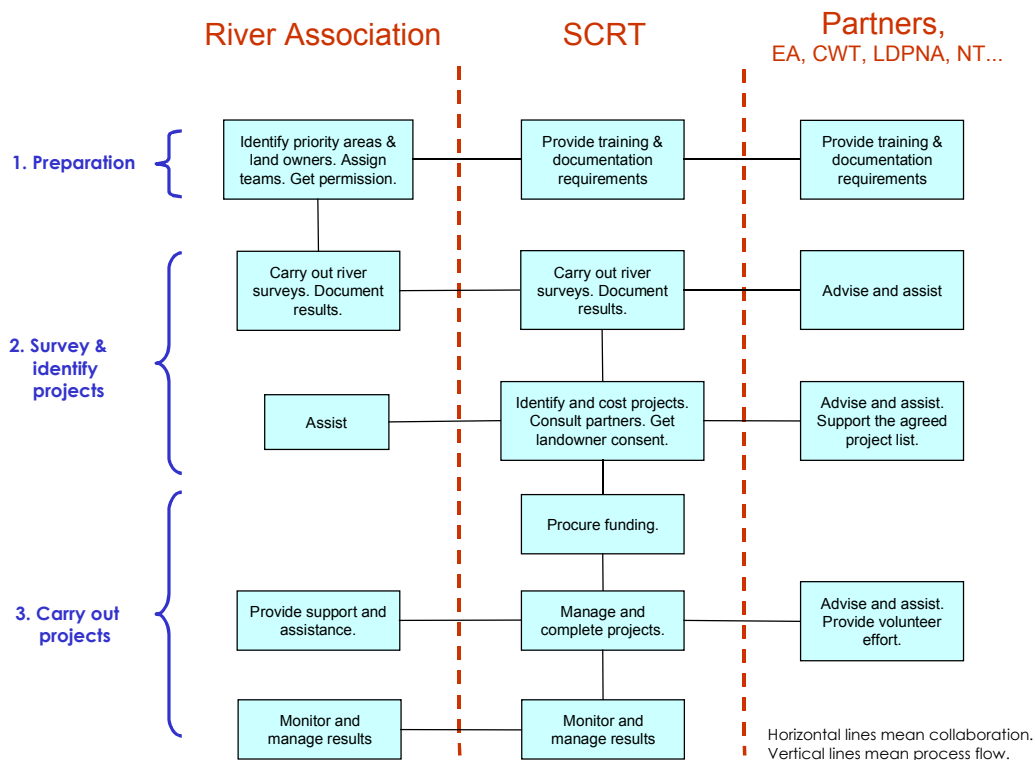
The Trust needs the river associations to identify issues, projects to resolve them, and to secure landowner consent. The River associations need the Trust to manage relationships with key partners and to secure funding and manage projects through to completion.

This is a mutually dependent relationship and they need to work closely together. Interested and active individuals can be involved in both River Association and Trust activities.

The overall structure suggested in this document therefore looks like this:



As an example of working closely together a suggested habitat restoration process is indicated in the diagram below.



The main purpose of this diagram is to illustrate that can be best achieved by working together.

5 Dealing with diversity and parochialism.

Our geographic area includes many separate rivers running independently to the sea, 2 large, 3 medium and at least 12 small ones that support migratory salmonids. In addition there are various still waters with actively managed and natural fisheries, both game and coarse. There are some very distinct local attitudes and cultural differences, plus different strata of society in control of sectors of the same catchments. Collaboration between the catchments, and between the strata, may not come easily at first. To help the process the Trusts organisational and governance structure must be as transparent, open and as non-divisive as possible. The prime purpose of this document is to propose a model that takes us in that direction.

We need to recognise that there is likely to be some residual resentment, about the formation of SCRT. However we can be hopeful that this is as a result of an incomplete understanding of what we are trying to do, and how it will work, as opposed to fundamental objections to the concept.

If interested and key parties fold their arms and sit back to see what happens, expecting or possibly even hoping that it will fail; then we will have a hard time, and we may well indeed fail. We must create a structure within which those interested parties can feel involved, empowered and energised, and are thus working actively with us, rather than passively against us.

The Trustees cannot provide the every day, and 'on the river bank' energy that we need. We must have a structure within which the average angler, and the average club, can do their own thing within a supporting framework. Thus the **River Associations** have a key role to play. It is possible that the average angler and club will be able to relate better to their local River Association, than to the Trust as a whole, especially in the early days. It is more local to them and they will probably know many of the other people already.

6 Conclusion

As a registered charity and Company Limited by Guarantee we have both legal and moral responsibilities to set up and run the Trust in a professional and transparent way. A key element of this is having a satisfactory structure of external, but interested nominating bodies for the trustees.

Once elected Trustees must act as individuals and in the best interests of the Trust as a whole. They cannot act on behalf of their nominating body.

Apart from their role in nominating a Trustee, a River Association has the crucial responsibility of initiating and progressing activity at the catchment level. As the Trust develops, and becomes a body with the ability to raise finance, and progress projects, the catchments that are likely to benefit the most are those:

- with active and effective River Associations
- with volunteers surveying the rivers and becks looking for the problems and the quick win opportunities.
- who have got to know the landowners and who have got their agreement to the work.

Then the Trust will have something to progress, and can use its fiscal advantages and connections to clear the way and achieve results.

The Trust and the River Associations are mutually dependent.

John Cleaver

Executive Director - South Cumbria Rivers Trust

Appendix A - The role of the Trustees

This section draws heavily on "*Good Governance - A code for the Voluntary and Community Sector*". This document can be downloaded from <http://www.governancehub.org.uk/>

General

The Board should ensure that it has enough trustees to provide the skills and experience needed, without becoming so large that decision-making becomes unwieldy.

The Board should ensure that it conducts its work efficiently, and receives the information and advice it needs to make good decisions. The trustees should work collectively to provide a mix of skills, experience, qualities and knowledge appropriate to River Trust, so that the organisation can respond to the challenges and opportunities it faces.

The "Nolan Principles" have wide relevance for the trustees of charitable organisations. These are a useful basis for understanding the individual role of a trustee. The principles are set out in full in the appendix of the *Good Governance Code*, and are: Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty, and Leadership.

All trustees are equally responsible in law for the Board's actions and decisions, and have equal status as trustees.

Each and every trustee must act personally, and not as the representative of any group or organisation; this applies regardless of how that person was nominated, elected or selected to become a trustee.

The trustees must ensure that they remain independent, and do not come under the control of any external organisation or individual.

Required Skills

The Board must work as a team, and the experience and skills of the trustees should cover the following areas:

- Effective strategic leadership
- Knowledge of the organisation's geographic area and the problems and pressures on the aquatic environment in general, and fisheries in particular
- Governance, general finance, business and management
- Human resources and diversity
- Partner organisations
- The operating environment and risks
- Fundraising skills and contacts
- Land management
- Legal

The Board should aim to have a diverse group of trustees, broadly representative of the community and the membership it serves.

Trustees are bound by an overriding duty, individually and as a Board, to act reasonably at all times in the interests of the organisation as a whole, and of its present and future objectives.

Roles and Responsibilities of the Board.

The role of the Board includes:

- (a) To ensure that the organisation's vision, mission, values and activities remain true to its objects, and with its governing document;
- (b) setting or approving policies, plans and budgets to achieve those objectives, and monitoring performance against them;
- (c) ensuring the solvency, financial strength and good performance of the organisation;
- (d) ensuring that the organisation complies with all relevant laws, regulations and requirements of its regulators;
- (e) dealing with the appointment (and if necessary the dismissal) of the organisation's chief executive;
- (f) setting and maintaining a framework of delegation and internal control; and
- (g) Agreeing or ratifying all policies and decisions on matters which might create significant risk to the organisation, financial or otherwise.

Relationship of the Trustees to Operational Activities.

Trustees should focus on the strategic direction of their organisation, and avoid becoming involved in day to day operational decisions and matters.

The chief executive has responsibility for maintaining a clear division of responsibilities between the Board and the executive team. She or he should provide an effective link between Board and staff, informing and implementing the strategic decisions of the Board.

Trustees should not seek to become directly involved in decisions that have been properly delegated to staff. Instead, they should hold staff to account through the chief executive.

Some trustees may also have roles as staff members, in which case they will be directly involved in operational decisions and matters. Those concerned should make a clear distinction between their trustee role and their operational role.

Appendix B - The role of the Trust Manager and staff

General

The Trust Manager and staff are responsible for the day to day operation of the Trust within the strategic framework defined by the Trustees. The Trust Manager will attend all Board meetings.

All communication between the trustees and the staff should normally be through the Chief Executive

The roles and responsibilities of the Trust Manager and staff will be to:

- Build and maintain good relationships with all stakeholders, specifically the Environment Agency, the National Park Authority, English Nature/Natural England, National Trust, Cumbria Wildlife Trust and the Still Waters Partnership amongst others.
- Work with Sponsors to ensure an appropriate annual income to cover the running expenses of the Trust.
- Progress the recruitment of supporters, both organisations and individuals. Maintain supporter's records. Ensure good communication, through a program of visits, newsletters and other contact as necessary.
- Maintain a program of publicity to assure that the Trust has a high profile locally. This could be via presentations at appropriate events, periodic newsletters, brochures, website, press coverage etc.
- Assist River Associations with surveys by providing training and defining the standard of documentation to be produced and maintained. Provide standards and assistance for cost estimates.
- Provide an effective point of contact for all River Associations
- Progress general fund raising activities, in addition to, or in collaboration with, the Trustees.
- Manage the Trusts finances and accounts.
- Become experts in procuring funding for identified projects. Establish good relations and credibility with grant giving bodies.
- Prepare an annual business plan. Work with the Trustees to develop and maintain an appropriate organisation and budget to deliver the plan.
- Manage projects through to completion, or delegate to other appropriate and competent individuals.
- Be an effective lobby group on behalf of the aquatic environment and sustainable fisheries in South Cumbria.
- Progress the education of the general public in all matters associated with the aquatic environment and fisheries.
- Maintain all appropriate records and documentation, and to provide regular reports to the Trustees and Supporters

Appendix C - The Role of a River Association

The Objectives of a River Association should be to:

- 1) Act as a nominating body for one trustee of the South Cumbria Rivers Trust.
- 2) To maintain a membership representing all significant fishery interests, and where possible major riparian owners.
- 3) To recruit volunteers, anglers and anyone else interested in the environment, who are keen to progress the objects of the association by being active on the river bank, and in discussion with landowners.
- 4) To provide local knowledge, experience, and enthusiasm at catchment level, that will enable the South Cumbria Rivers Trust to effectively cover the catchment
- 5) To own and progress the process of performing river surveys on their patch, and to develop an inventory of potential projects to address the issues found
- 6) Ensure that the exploitation of natural fish stocks is at a sustainable level by agreeing, if considered necessary, voluntary limits, or method and date restrictions on a catchment wide basis
- 7) Encourage responsible behaviour by anglers, e.g. catch and release, and the return of unclean fish, via the clubs and syndicates
- 8) Maintain catchment wide return records for migratory salmonids, by fishery, date, method, weight and returned/taken.
- 9) Represent and progress the interests of the riparian and fisheries owners on the catchment(s) with the South Cumbria Rivers Trust
- 10) Recruit and manage volunteers on each catchment to carry out habitat surveys and maintain records of all catchment areas accessible to migratory salmonids, assessing suitability of spawning conditions and juvenile habitat. Collect and collate and maintain survey results. Create lists of candidate projects, work with South Cumbria Rivers Trust to have these evaluated for effectiveness and cost.
- 11) Assist with the completion of projects on the catchment, e.g. by providing people for work parties, or with specific skills and equipment, or assistance with project management.
- 12) Assist the EA where possible with the control of illegal exploitation

Membership and Officers

- 13) Membership will be open to any individual or organisation who owns or rents fishing rights, or riparian land.
- 14) Volunteers to assist with surveys and projects will be drawn from the membership of the member organisations.
- 15) The executive officers of the Association would normally be a Chairman & Secretary

Nomination of an SCRT Trustee

- 16) A nomination by the Association of a South Cumbria Rivers Trust Trustee will normally be required every three years when the Trustee retires by rotation; but it could be at any other time if the trustee position is vacated.
- 17) A trustee retiring by rotation can be re-nominated
- 18) The Association will be invited to make a nomination, but it is not bound to do so. If it does not make a nomination, the SCRT Trustees will collectively make a nomination on behalf of the Association.
- 19) The Association should ascertain that it's nominee is acceptable to the existing trustees.

Notes

- a. It is suggested that a river association need not run it's own accounts, or have a Treasurer, as all financial aspects could probably be dealt with more efficiently via the Trust. However this would be their choice.
- b. It is assumed that all fund raising for identified projects would be done via the Trust, as this is likely to be most efficient. However Clubs or River Associations will not be precluded from doing so if they wish.
- c. Energy, enthusiasm and a local focus are essential attributes for a River Association, and hence for a catchment to be effectively covered by the Trust.
- d. To be effective River Associations should probably plan to meet say 6 times a year, with a good deal of other work taking place outside the meetings; a lot of it 'on the bank'.
- e. River Associations would not normally deal directly with the Trusts key partner organisations like the EA, LDNPA, EN/NE, CWT, NT or SWP. It is likely to be more efficient for all concerned, especially for these other organisations, if they have a single point of contact. The exception will be during the project consultation and implementation stage when people from these organisations may well visit the site, possibly suggest amendments, support the projects put forward by the River Association, and potentially assist with the project using their volunteers. As an example the LDNPA have already indicated that they would be happy to use their volunteer workforce to clear thick gorse growth engulfing some spawning becks on the Duddon; a problem spotted in our initial river surveys.